

BLACKLINE SAFETY CORP.

POSITION DESCRIPTION

LEAD DIRECTOR OF THE BOARD

The term "**Corporation**" refers to Blackline Safety Corp., the term "**Board**" refers to the Board of Directors of the Corporation and the term "**Lead Director**" refers to the lead director of the Board. When the Chair of the Board of Directors of the Corporation a Lead Director should be appointed by the Board of Directors. The term "**Independent**" has the meaning described there to in National Instrument 58-201 – *Corporate Governance Guidelines*.

1. The Overall Tasks and Responsibilities of the Board

The Board is responsible for the stewardship of the Corporation. In discharging the responsibility of the Board each director will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board.

2. Qualifications of the Lead Director

In order to act as Lead Director of the Board, the director must be qualified to serve as a director under Section 105 of the *Business Corporations Act* (Alberta) and be Independent.

3. Duties and Responsibilities of the Lead Director

The Lead Director shall:

- (a) provide independent leadership to the Board to facilitate the functioning of the Board independently of management of the Corporation and other non-independent Board members;
- (b) review with the Chair of the Board ("**Chair**") items of importance for consideration by the Board including assisting the Chair in developing Board agendas;
- (c) in the absence of the Chair or where the Chair has excused themselves due to any potential conflict, chair meetings of the Board;
- (d) chair the "in camera" portions of Board meetings held without management being present;
- (e) assist the Chair to endeavour to ensure that Board leadership responsibilities are conducted in a manner that will allow it to function independently of management;
- (f) consult and meet with any or all of the Independent Board members, at the discretion of the members and with or without the attendance of the Chair, and, as appropriate and without inhibiting direct communication, represent such Board members in discussions with the Chair on corporate governance and other matters;
- (g) assist in the process of conducting director evaluations;

- (h) report to the Chair on any matter deemed material to the functioning of the Board and work toward satisfactory resolution;
- (i) Chair meetings of Independent directors and shall otherwise coordinate activities of Independent directors;
- (j) act as principal liaison between Independent directors and the Chair and management, and when required, act as liaison between external stakeholders and the Board;
- (k) if appropriate, make recommendations to the Chair concerning retention of consultants reporting to the Board;
- (l) be entitled to convene meetings of the Board without the concurrence of any person;
- (m) endeavour to ensure reasonable procedures are in place for independent directors to engage outside advisors at the expense of the Corporation in appropriate circumstances;
- (n) meet as frequently as deemed necessary with each director to obtain insight as to where they believe the Board and its committees could be operating more effectively;
- (o) perform such other duties and responsibilities as may be determined by the independent directors from time to time;
- (p) canvas with management any need or opportunity for director involvement in stakeholder engagement.

4. Review of Position Description

The Lead Director, in consultation with the Chair and the Board as a whole, shall meet regularly to review and consider refinement of the position description for the Lead Director.

May 18, 2021