

## **BSM TECHNOLOGIES INC. (the “Company”)**

### **POSITION DESCRIPTION FOR THE NON-EXECUTIVE CHAIRMAN OF THE BOARD OF DIRECTORS**

**MARCH 2016**

The board of directors (the “**Board**”) of the Company have adopted the following position description for the Non-Executive Chairman of the Board (the “**Chairman**”), setting forth certain responsibilities to be discharged by him or her.

#### **Introduction**

The Chairman is responsible for working with and managing the Board and its committees in a manner that ensures these relationships are effective and efficient and further the best interests of the Company.

#### **Appointment of Chairman**

The Board shall appoint a director to serve as Chairman after receiving the recommendation of the Compensation, Governance and Nominating Committee of the Board (the “**CGN Committee**”), for a one year term at the first meeting of the Board following the annual meeting of shareholders each year. If there is a vacancy in such office during the term, the members of the CGN Committee shall recommend a new director to fill the vacancy.

#### **Duties and Responsibilities of the Chairman**

Among other things, the Chairman will be responsible for:

- Providing leadership to the Board in reviewing and monitoring the aims, strategy, policy and directions for the Company in order to achieve its objectives;
- Ensuring that the Board has full governance of the Company’s business and affairs and being alert to its obligations to the Company;
- Establishing procedures to govern the Board’s operations and ensuring the full discharge of the Board’s mandate;
- Setting the frequency of the Board meetings and reviewing such frequency as appropriate.
- Scheduling meetings of the full Board and working with the Chairs’ of the committees to coordinate the scheduling of meetings for committees and ensuring that all Board committees are functioning effectively and consistently with their mandates;
- Organizing, including receiving input from other directors, and presenting the agendas for Board meetings;
- Ensuring the proper flow of information to the Board, including adequacy of materials prepared for Board meetings;
- Ensuring adequate time for effective study and discussion of business issues under consideration;

- Chairing and managing all Board meetings and attending committee meetings when it is appropriate to do so;
- Assisting the Board in the fulfillment of the goals it sets by assigning specific tasks to members of the Board;
- Together with the President and Chief Executive Officer (the “**President & CEO**”) and the Chief Financial Officer (the “**CFO**”), communicating with the Board to keep the Board current on all major developments of the Company; including avoiding surprises through timely discussion of potential developments and ensuring that the Board has sufficient knowledge to make informed decisions when such decisions are appropriate’
- Working constructively with the President & CEO, the CFO and other senior management to define problems, develop solutions, influence strategy, maintain accountability and build stakeholder relationships and ensuring that the President & CEO, the CFO and other senior management are aware of concerns of the Board, shareholders and other stakeholders;
- Representing the Company to external groups in all matters relating to corporate governance; and
- Carry out other duties as requested by the Board as a whole, depending on need and circumstances.

### **Delegation of Responsibilities**

The Chairman is permitted to delegate any of the responsibilities outlined above to any other member of the Board and shall apprise the Board of such delegations, as appropriate, from time to time. Notwithstanding any delegation of responsibilities, the Chairman is ultimately responsible for the fulfillment of the positions responsibilities.