



DYE & DURHAM LIMITED
(the “Corporation”)

***POSITION DESCRIPTION – CHAIR OF THE
COMPENSATION COMMITTEE***

1. General

A. Purpose

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the compensation committee (the “**Committee**”) of the board of directors (the “**Board**”) of the Corporation.

B. Applicable Legislation

This position description is subject to and shall be interpreted in a manner consistent with by-laws of the Corporation, the *Business Corporations Act* (Ontario) and any applicable legislation (including the rules and policies of any stock exchange on which the Corporation’s securities are listed), all as may be amended or amended and restated from time to time.

C. Charter

This position description should be read together with the written charter of the Committee, as such charter may be amended or amended and restated from time to time.

2. Committee Chair

A. Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair of the Committee from among its members).

B. Chair to be Appointed Annually

The designation of the Chair shall take place annually at the first meeting of the Board after a meeting of the shareholders at which directors of the Board are elected, provided that if the designation of Chair is not so made, the director of the Board who is then serving as Chair shall continue as Chair until his or her successor is appointed.

C. Remuneration

The Chair shall receive such remuneration as the Board may determine from time to time.

3. Responsibilities

A. Committee Leadership

The Chair will provide leadership to the Committee in discharging its mandate as set out in the Committee's charter, including by:

- (a) promoting a thorough understanding by members of the Committee and the Corporation's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and General Counsel (the "**Executive Management Group**") of:
 - (i) the duties and responsibilities of the Committee, and
 - (ii) the relationship between the Committee and the Corporation's Executive Management Group; and
- (b) promoting cohesiveness among members of the Committee.

B. Liaison between the Committee and the Executive Management Group

The Chair shall be the liaison between the Committee and the Corporation's Executive Management Group, promoting open and constructive discussions between members of the Committee and the Corporation's Executive Management Group.

C. Information Flow

The Chair shall promote the proper flow of information to the Committee to keep the Committee fully apprised of all matters which are material to the Committee at all times.

D. Meetings of the Committee

In connection with meetings of the Committee, the Chair shall be responsible for:

- (a) scheduling meetings of the Committee;
- (b) organizing and presenting the agenda for Committee meetings such that:
 - (i) all of the responsibilities assigned to the Committee under the terms of the Committee's charter are discharged on a timely and diligent basis, and
 - (ii) members of the Committee have input into the agendas;
- (c) monitoring the adequacy of materials provided to the Committee by the Executive Management Group in connection with the Committee's deliberations;

- (d) ensuring that the Committee has sufficient time to review the materials provided to it and to fully discuss the business that comes before the Committee;
- (e) presiding over meetings of the Committee; and
- (f) presiding over *in camera* meetings of the Committee.

E. Reporting to the Board

The Chair shall report to the Board on the activities of the Committee as contemplated in the Committee's charter.

F. Performance Evaluation

The Chair shall coordinate the process established by the Board for assessing the performance of the Committee.

G. Position Description Review

The Committee shall review and assess the adequacy of this position description annually and recommend to the Board any changes it deems appropriate.

H. Other

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chair by the Committee or the Board from time to time.