

## CANOPY RIVERS INC.

### POSITION DESCRIPTION FOR LEAD DIRECTOR

#### 1. PURPOSE

The Board of Directors (the “**Board**”) of Canopy Rivers Inc. (the “**Corporation**”) will appoint a Lead Director in circumstances in which the Chair of the Board is not considered independent under applicable securities laws, in order to provide independent leadership to the Board and for the other purposes set forth below.

#### 2. WHO MAY BE LEAD DIRECTOR

In circumstances where the Chair of the Board is not considered independent under applicable securities laws, the Compensation, Nominating and Governance Committee will recommend a candidate for the position of Lead Director from among the independent members of the Board. The Board will be responsible for approving and appointing the Lead Director.

When appointed, the Lead Director will hold office at the pleasure of the Board, until a successor has been duly elected or appointed or until the Lead Director resigns or is otherwise removed from office by the Board.

#### 3. RESPONSIBILITIES

When appointed, the Lead Director will provide independent leadership to the Board and will facilitate the functioning of the Board independently of the Corporation's management. Together with the Chair of the Compensation, Nominating and Governance Committee, the Lead Director will be responsible for overseeing the corporate governance practices of the Corporation.

When appointed, the Lead Director will:

- a) in conjunction with the Chair of the Compensation, Nominating and Governance Committee, provide leadership to ensure that the Board functions independently of management of the Corporation;
- b) chair meetings of independent directors or non-management directors held following Board meetings;
- c) in the absence of the Chair of the Board, act as chair of meetings of the Board;
- d) recommend, where necessary, the holding of special meetings of the Board;
- e) review with the Chair of the Board and the Chief Executive Officer (“**CEO**”) items of importance for consideration by the Board;
- f) consult and meet with any or all of the Corporation's independent directors, at the discretion of either party and with or without the attendance of the Chair of the Board, and represent such directors in discussions with management of the Corporation concerning corporate governance issues and other matters;
- g) together with the Chair of the Board, ensure that all business required to come before the Board is brought before the Board, such that the Board is able to carry out all of its duties to supervise the management of the business and affairs of the Corporation, and together with the Chair of the Board and the CEO, formulate an agenda for each Board meeting;
- h) together with the Chair of the Board and the Chair of the Compensation, Nominating and Governance Committee, ensure that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance adopted by the Board from time to time;

- i) mentor and counsel new members of the Board to assist them in becoming active and effective directors;
- j) facilitate the process of conducting director evaluations;
- k) promote best practices and high standards of corporate governance; and
- l) perform such other duties and responsibilities as may be delegated to the Lead Director by the Board from time to time.

**4. APPROVAL**

Approved by the Board on September 17, 2018.