



***POSITION DESCRIPTION  
CHIEF EXECUTIVE OFFICER***

**1. General**

**A. Purpose**

This position description describes the appointment, role and responsibilities of the chief executive officer (the “CEO”) of Invesque Inc. (the “**Corporation**”).

**B. Governing Statute and Articles**

This position description is subject to and shall be interpreted in a manner consistent with the Corporation’s Articles and any other applicable legislation, all as may be amended from time to time.

**2. Office of the CEO**

The Board shall appoint the CEO on terms and conditions it considers appropriate. The CEO shall report to the Board.

**3. Responsibilities**

**A. General**

The CEO shall oversee the Corporation’s strategic plan.

Notwithstanding the foregoing, the following matters shall require Board approval:

- (a) decisions which are outside of the ordinary course of the Corporation’s business;
- (b) appointment of senior officers of the Corporation; and
- (c) such other matters as the Board may determine from time to time.

**B. Specific Responsibilities**

In discharging his or her responsibility for the oversight of the Corporation’s business, subject always to the oversight by the Board, the CEO shall:

- (a) provide leadership and direction to the other members of the management team;
- (b) foster and maintain a positive image and reputation of the Corporation;
- (c) foster a corporate culture that promotes ethical practices and encourages individual integrity and initiative;
- (d) maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;
- (e) develop, or supervise the development of, and recommend to the Board a long-term strategy and vision for the Corporation that leads to enhancement of shareholder value;

- (f) ensure that the day-to-day business affairs of the Corporation are appropriately managed;
- (g) strive to achieve the Corporation's financial and operating goals and objectives;
- (h) design or supervise the design and implementation of effective disclosure and internal controls;
- (i) maintain responsibility for the integrity of the financial reporting process;
- (j) ensure that the Corporation has an effective management team below the level of the CEO and has a plan for management development and succession; and
- (k) serve as chief spokesperson for the Corporation, subject to the direction of the Board.

**C. Director Compensation**

The CEO shall, at least annually, review and make recommendations to the Governance and Nominating Committee of the Board with respect to the compensation (including incentive compensation plans) of the directors of the Corporation, the Chairman of the Board, the Lead Director, if any, and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming.

**D. Information Flow to the Board**

The CEO will deliver information to the Board on a timely basis to keep the Board apprised of matters which are material to the Board.