



## Position Description of the Lead Director

### General

The Lead Director provides independent leadership to the Board of Directors (the “**Board**”) of Xebec Adsorption Inc. (the “**Corporation**”).

### Independence and Election

The Lead Director shall be appointed by the members of the Board who qualify as independent directors under applicable laws and regulation. The Lead Director shall be appointed 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, the Chair of the Corporate Governance Committee, or if such office is also vacant, then the Chair of the Audit Committee shall fill the vacancy until such time as it is filled by the Board.

### Functions and Responsibilities

The Lead Director shall:

1. Facilitate the functioning of the Board independently of the Corporation's management and will also maintain and enhance the quality of the Corporation's corporate governance practices, including:
  - Providing leadership to ensure that the Board functions independently of management of the Corporation;
  - Ensuring that independent directors have adequate opportunities to meet to discuss issues without management present;
  - Cooperating with the Chair of the Board to establish an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the Corporation's operations;
  - Providing the Chair of the Board with input as to the preparation of the agendas for the Board and Committee meetings;
  - Taking measures to ensure the quality, quantity and timeliness of the flow of information from senior management that is necessary for the independent directors to effectively and responsibly perform their duties;
  - Be available to directors who have concerns that cannot be addressed through the Chair of the Board;
  - In the absence of the Chair of the Board, act as chair of meetings of the Board;
  - Have the authority to call special meetings of the independent directors;



- Coordinate and develop the agenda of the Board's independent directors, and communicate to the Chair of the Board the substance of the discussions occurring at such sessions;
  - As may be required from time to time, consult and meet with any or all of the 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 discussion with management of the Corporation on corporate governance issues and other matters; and
  - Ensuring that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the Corporation's system of corporate governance.
2. Chair every separate meeting of the independent directors and encourage free and open discussion at meetings of the Board.
  3. Represent the independent directors in communications with shareholders respond to questions as are put to the Lead Director at any meeting of shareholders, and approve meetings between directors and shareholders, shareholder organization and governance groups who engage with the Board.
  4. Together with the Corporate Governance Committee, identify guidelines for the selection of, and evaluation of the conduct of, the directors.
  5. Act as principal liaison between the Chair of the Board and other directors.
  6. Carry out other duties as requested by the Board, depending on need and circumstances.