

## **BIG ROCK BREWERY INC.**

### **Scope of Responsibility of the Chair of the Board**

#### **General**

The Chair (the "**Chair**") of the board of directors (the "**Board**") of Big Rock Brewery Inc. (the "**Corporation**") is appointed at the pleasure of, and reports to, the Board. The primary responsibilities of the Chair include:

- ensuring, together with the Vice-Chair of the Board (the "**Vice-Chair**") and the Lead Director of the Board (the "**Lead Director**"), if applicable, that the Board is organized properly, functions effectively, and meets its oversight obligations and responsibilities in all aspects of its work; and
- working with the President and Chief Executive Officer (the "**CEO**") of the Corporation and, if appointed, the Vice-Chair to coordinate the affairs of the Board and, together with the CEO, ensure effective relations with the members of the Board (the "**Board Members**"), the officers of the Corporation, the shareholders ("**Shareholders**") of the Corporation, other stakeholders and the public.

The Chair is to maintain unfettered communication with the CEO and the Vice-Chair. The Chair's interaction with all senior officers of the Corporation may be required although not expected to be frequent.

#### **Mandate**

The Chair's specific duties and responsibilities include but are not limited to the following matters:

##### ***Working with CEO***

The Chair will, together with the Vice-Chair, work with the CEO to:

- at the request of the CEO, provide advice to the CEO on major policy issues such as acquisitions, divestitures, and new strategic initiatives;
- ensure the CEO is aware of concerns of the Board, any Lead Director of the Board, the officers of the Corporation, the Shareholders, other stakeholders and the public;
- assess, in conjunction with the relevant committees, the performance of the CEO and other officers and provide input with respect to compensation and succession; and

##### ***Working with the Board***

The Chair will, together with the Vice-Chair, work with the Board and:

- lead the Board in assessing whether the Corporation has an effective senior management team below the level of the CEO;
- lead the Board in ensuring that any Lead Director of the Corporation can be effective in discharging his or her duties;

- lead the Board in monitoring and evaluating the performance of the CEO and, to the extent applicable, the implementation of management succession and development plans;
- ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Corporation, the Corporation and the Corporation's direct and indirect subsidiary entities (collectively, the "**Big Rock Group**");
- maintain a liaison and communication with any Lead Director of the Board, all other Board Members and all committee chairs so as to co-ordinate input from Board Members, and optimize the effectiveness of the Board and its committees; and
- in collaboration with any Lead Director of the Board and the CEO, ensure data requested by Board Members or Board committees is provided and meets their needs.

### *Managing the Board*

The Chair will have obligations to the Board, which will include the responsibility to:

- ensure the Board is alert to its obligations to the Corporation, the Shareholders, management, other stakeholders and pursuant to law;
- chair Board meetings;
- with any Lead Director of the Board, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- assist the Governance, Nomination & Compensation Committee and the CEO in determining a slate of Board Members to be nominated for election to the Board;
- in conjunction with the Governance, Nomination & Compensation Committee, recommend from among the independent members of the Board a candidate for the position of Lead Director of the Board, if applicable;
- recommend Board committees and their composition, review the need for, and the performance and suitability of, those committees and make such adjustments as are deemed necessary from time to time, all in conjunction with the CEO, the Board and the relevant committees;
- ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with any Lead Director of the Board and the Corporate Secretary; and
- coordinate the review and assessment of individual attendance, performance and compensation and the size, composition, and overall performance of the Board, all in conjunction with the Board Members and the relevant Board committees.

***Relations with Shareholders, Other Stakeholders and the Public***

The Chair will:

- chair meetings of Shareholders;
- at the request of the CEO or the Board, assist in representing the Big Rock Group at specific Shareholder presentations, or meetings with senior levels of industry or government to promote specific objectives; and
- undertake public service activities, as and when requested by the CEO and relevant committees, in conjunction with the Big Rock Group's charitable, educational and cultural objectives.