

KEW

MEDIA GROUP

KEW MEDIA GROUP INC.
(the “Corporation”)

POSITION DESCRIPTION – LEAD INDEPENDENT DIRECTOR

1. General

A. Purpose

This position description describes the appointment, role and responsibilities of the lead independent director (the “Lead Director”) 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 the by-laws of the Corporation and any applicable legislation (including corporate laws, securities laws and the rules and policies of the 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 Board, as such charter may be amended or amended and restated from time to time.

2. Office

A. Independence

The Lead Director shall be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines* (“NP 58-201”) of the Canadian Securities Administrators, and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment.

B. Board to Appoint Lead Director

The Board shall appoint the Lead Director if the chairman of the Board (the “Chair”) is not independent within the meaning of NP 58-201, and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as Chair.

C. Lead Director to be Appointed Annually

The appointment of the Lead Director shall take place annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected, provided that if the designation

of Lead Director is not so made and the Chair is not independent as provided above, the incumbent Lead Director shall continue as Lead Director until his or her successor is appointed.

D. Remuneration

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

3. Responsibilities

A. Board Leadership

The Lead Director will provide leadership to the Directors in discharging the Board's mandate as set out in the Board's charter, including by assisting the Chair in:

- (a) leading, managing and organizing the Board consistent with the approach to governance adopted by the Board from time to time;
- (b) promoting cohesiveness among the Directors; and
- (c) being satisfied that the responsibilities of the Board and its committees are well understood by the Directors.

B. Relationship with Management

The Lead Director shall provide advice, counsel and mentorship to the Corporation's senior management team.

C. Information Flow

The Lead Director shall assist the Chair in promoting the provision of information to the Directors on a timely basis to keep the Directors apprised of matters which are material to Directors. The Lead Director shall be satisfied that the information requested by any Director is provided as appropriate and meets the needs of that Director.

D. Meetings of the Board

In connection with meetings of the Directors, the Lead Director shall be responsible for the following:

- (a) assisting the Chair in scheduling meetings of the Directors;
- (b) assisting the Chair in setting the agenda for meetings of the Board;
- (c) presiding over meetings of the Directors when the Chair is absent;
- (d) assisting the Chair in co-ordinating with the chairs of the committees of the Board to schedule committee meetings;
- (e) assisting the Chair in ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out its duties to supervise the management of the business and affairs of the Corporation;

- (f) monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- (g) ensuring that the Directors have sufficient time to review the materials provided to them and to adequately discuss the business that comes before the Board;
- (h) ensuring that the independent Directors have adequate opportunities to meet without management present;
- (i) presiding over *in camera* meetings of the independent Directors if the Chair is not independent and communicating to management as appropriate the results thereof; and
- (j) encouraging free and open discussion at meetings of the Board.

In fulfilling its responsibilities, the Lead Director shall be authorized to (i) call meetings of the Board when the Chair is absent or when otherwise appropriate, and (ii) engage with external parties on behalf of the Board.

E. Meetings of Shareholders

Subject to the by-laws of the Corporation, the Lead Director shall preside over meetings of the Corporation's shareholders when the Chair is absent or when the Board determines the Lead Director should do so.

F. Chief Executive Officer

If the Chair is also the Chief Executive Officer, the Lead Director shall ensure that all necessary matters with respect to the Chief Executive Officer, including performance assessment, compensation and succession planning are considered by the Board on a timely basis.

G. Position Description Review

The Board shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

H. Other Responsibilities

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