



KEW MEDIA GROUP INC.
(the “Corporation”)

POSITION DESCRIPTION – CHAIR OF THE BOARD

1. General

A. Purpose

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the board of directors (the “**Board**”) of the Corporation.

A “**Director**” means any member of the Board.

B. Applicable Legislation

This position description is subject to and shall be interpreted in a manner consistent with by-laws of the Corporation, the *Business Corporations Act* (Ontario) and any applicable legislation (including 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.

2. 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.

3. Office

The Board shall appoint the Chair at the first meeting of the Board following the annual meeting of shareholders each year, to continue in office until the next such meeting. If the Board does not appoint a Chair, the Director who is then serving as Chair shall continue as a Chair until his or her successor is appointed. The Chair will be an independent Director (as defined under applicable laws) or alternatively, where the Chair is not independent, there shall also be appointed an independent Director to act as Lead Director.

4. Responsibilities

A. Board Leadership

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

- (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 Chair shall provide advice, counsel and mentorship to the Corporation's management team, including its Chief Executive Officer, Chief Financial Officer and Executive Chairman, as applicable.

C. Information Flow

The Chair shall promote the provision of information to the Directors on a timely basis to keep the Directors apprised of matters which are material to Directors. The Chair 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 Chair shall be responsible for the following:

- (a) assisting with scheduling meetings of the Directors;
- (b) assisting with setting the agenda for meetings of the Board;
- (c) presiding over meetings of the Directors;
- (d) co-ordinating with the chairs of the committees of the Board to schedule committee meetings;
- (e) 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; and
- (h) encouraging free and open discussion at meetings of the Board.

E. Meetings of Shareholders

Unless otherwise determined by the Board, the Chair shall preside over meetings of the Corporation's shareholders.

F. 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.

G. Other Responsibilities

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above (including, as applicable, any duties and responsibilities allocated to the Chair related to communication with shareholders and regulators and Director development), and as may be delegated to the Chair by the Board from time to time.

5. Remuneration

The Chair shall receive such remuneration as the Board may determine from time to time provided that until such time as the Corporation completes a qualifying acquisition, the Chair shall receive no compensation.