
BRAMPTON BRICK LIMITED

POSITION DESCRIPTION CHAIRMAN OF THE BOARD

1. GENERAL

This position description describes the appointment, role and responsibilities of the Chairman (the "Chairman") of the Board of Directors of Brampton Brick Limited (the "Company"). It should be read together with the:

- written charter of the Board (the "Charter")
- position description of the chief executive officer (the "CEO") and
- position description of the Lead Director

all as such documents may be amended from time to time.

A "Director" means any member of the Board.

11. APPOINTMENT OF THE CHAIRMAN

The Board shall appoint the Chairman 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 no successor is appointed at the end of such term, the Lead Director shall serve as the interim Chairman until a successor is appointed.

11.1. ACCOUNTABILITY AND RESPONSIBILITIES OF THE CHAIRMAN

The Board Chairman is accountable to the Board and has the responsibilities set out below as well as any other matters that may be specifically delegated to the Chairman by the Board.

3.1 BOARD LEADERSHIP

The Chairman will provide leadership to Directors in discharging their mandate as set out in the Charter, by:

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- (a) leading, managing and organizing the Board consistent with the approach to corporate 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.

3.2 REPORTING TO THE BOARD

The Chairman shall promote the delivery of information to the Directors on a timely basis to keep the Directors fully apprised of all matters which are material to Directors at all times. The Chairman shall be satisfied that the information requested by any Director is provided and meets the needs of that Director.

3.3 MEETINGS OF THE BOARD

In connection with meetings of the Directors, the Chairman shall be responsible for the following, as appropriate:

- (a) scheduling meetings of the Directors;
- (b) coordinating with the chairmen of the committees of the Directors to schedule meetings of the committees;
- (c) ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Company;
- (d) setting the agenda for meetings of the Board in consultation with the appropriate senior executives. Each Board meeting agenda shall include reviews of appropriate operating and strategic issues, plus any other matters requiring approval of, or consideration by, the Board;
- (e) monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- (f) ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- (g) presiding over meetings of the Directors;
- (h) encouraging free and open discussion at meetings of the Board; and

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- (i) voting at Board meetings on any matter requiring a vote. In case of any equality of votes the Chairman shall not be entitled to a second or casting vote.

3.4 MEETINGS OF SHAREHOLDERS

The Chairman shall preside over all annual and special meetings of shareholders.

3.5 OTHER RESPONSIBILITIES

The Chairman shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above;
- (b) as may be delegated to the Chairman by the Board from time to time; and
- (c) If a Lead Director is appointed, work in close cooperation with the Lead Director to fulfill their respective responsibilities, but if there is a conflict between their respective responsibilities, those of the Lead Director will prevail to the extent of any conflict.

1V. REVIEW AND REVISION OF POSITION DESCRIPTION

This position description is subject to the *Ontario Business Corporations Act* and to the Company's articles and by-laws, all as amended from time to time.