

---

# BRAMPTON BRICK LIMITED

## POSITION DESCRIPTION LEAD DIRECTOR

### **1. GENERAL**

This position description describes the appointment, role and responsibilities of the Lead Director 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 Chairman of the Board, and
- position description of the Chief Executive Officer (the "CEO")

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

A "**Director**" means any member of the Board.

### **11. APPOINTMENT OF THE LEAD DIRECTOR**

In circumstances in which the Board Chairman:

- a) is a member of management of the Company, or
- b) is not independent of management of the Company.

The Board shall appoint an independent member of the Board to act as Lead Director at the first meeting of the Board following the annual meeting of shareholders each year, to continue in office until the next such meeting.

"Independence" is defined for the purposes of Board composition under applicable guidelines of the Canadian Securities Administrators.

---

## **111. ACCOUNTABILITIES AND RESPONSIBILITIES OF THE LEAD DIRECTOR**

The Lead Director is accountable to the Board. The Lead Director works closely with and in an advisory capacity to the Chairman of the Board. His primary focus is to be satisfied that the Board is organized properly, functions effectively and operates independently of management. The Lead Director shall:

- a) be satisfied that the Board operates independently of management;
- b) be satisfied that the Company and the Board meet their obligations and responsibilities relating to corporate governance matters;
- c) in conjunction with the Chairman of the Board, review and assess director attendance, performance, compensation and the size and composition of the Board and its committees;
- d) in conjunction with the Chairman of the Board, establish the frequency of Board meetings and reviews such frequency from time to time, as considered appropriate or as requested by the Board;
- e) assist the Chair of the Board in setting Board meeting agendas;
- f) be satisfied that the Board receives adequate and regular updates from the Chairman of the Board;
- g) be satisfied that information required or requested by the Board, individual members, or committees of the Board is provided to directors on a timely basis and meets their needs;
- h) review conflict of interest issues with respect to members of the Board as they arise; and
- i) chair meetings, or such portions of meetings of the Board that are held without management and non-independent directors present.

## **IV. REVIEW AND REVISION OF POSITION DESCRIPTION**

The Board may, from time to time, review and revise this position description in such a manner as the Board sees fit.