

SHAWCOR LTD.

POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS

FUNCTION:

The prime responsibility of the Chair of the Board of Directors (the "Board") of ShawCor Ltd. (the "Company") is to provide leadership to the Board to enhance overall Board effectiveness in meeting its mandate of assuming the responsibility for the stewardship of the business and affairs of the Company on behalf of shareholders and other stakeholders.

SPECIFIC RESPONSIBILITIES:

In fulfilling his or her responsibility, the Chair will:

1. Oversee the Board's discharge of its duties assigned to it by law, as contained in the charter documents of the Company, and as set out in the Board Mandate of the Company;
2. Oversee the responsibilities delegated to all Board committees;
3. Schedule meetings of the Board and work with committee chairs to co-ordinate the schedule of meetings for Board committees; organize and present the agenda for Board meetings based on input from directors and management; and oversee the distribution of information to the Board in a manageable form, sufficiently in advance of the meeting;
4. Preside over Board meetings and conduct the meetings in an efficient, effective and focussed manner; ensure adequate time for discussion without management present;
5. Assist the Board in fulfilling the goals it sets by assigning specific tasks to members of the Board;
6. Ensure that the Board works as a cohesive team and provide leadership essential to achieve this;
7. Work closely with senior management to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues;
8. Act as a liaison between the Board and management and ensure there is meaningful communication of management's strategy, plans and performance to the Board;

9. Provide direction and advice to the CEO and other senior management of the Company;
10. As the representative of the Board, and in specific consultation with the Compensation Committee, communicate regularly with the CEO regarding performance goals and expectations of the CEO, as well as the performance evaluation of the CEO;
11. Chair meetings of the shareholders;
12. Together with the Chief Executive Officer, represent the Company to external groups such as shareholders, and other stakeholders, including local community groups and government;
13. Carry out other duties as requested by the Board, as needs and circumstances arise.