

POSITION DESCRIPTION CHAIR OF THE BOARD

GENERAL

This position description, which should be read together with the written mandate of the board of directors (the **“Board”**) of Discovery (the **“Company”**), describes the appointment, role and responsibilities of the Chair of the Board (the **“Chair”**).

For the purposes of this position description, a **“Director”** means any member of the Board.

APPOINTMENT

The Chair shall be appointed from among the Directors of the Board by a majority of the Directors. The Chair shall be appointed 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 Director who is then serving as Chair shall continue as Chair until a successor is appointed.

RESPONSIBILITIES

The Chair is responsible for providing leadership to the Board and ensuring its effectiveness in fulfilling its duties under the Company’s mandate.

In addition to the general responsibilities applicable to all Directors, the Chair’s specific responsibilities include the following:

1. Lead, manage, and organize the Board consistent with its approach to corporate governance and ensure that all Directors assume their duties and function independently.
2. Preside over meetings of the Board.
3. Schedule and set agendas for Board meetings.
4. Coordinate with the Chair’s of each Board committee to schedule committee meetings.
5. Encourage free and open discussion, stimulating debate and facilitating consensus at Board meetings.
6. Together with the Nominating and Corporate Governance Committee, evaluate the performance of the Board, the Board committees and the Directors.
7. Consult with the Nominating and Corporate Governance Committee on candidates for nomination or appointment to the Board.
8. Ensure that the Board is provided with the necessary resources, training and development with respect to the Company’s business to enable each Director to fulfill their duties effectively.

9. Assist the Board in satisfying its oversight responsibilities by:
 - ensuring the integrity of the senior officers and that such senior officers create a culture of integrity throughout the Company;
 - monitoring the conduct of the business of the Company to ensure that it is aligned with the Company’s core values; including zero harm, respect, integrity, and operational excellence.
 - Leading strategic planning discussions.
 - Assisting in identifying and managing risks.
 - Supporting succession planning.
10. Consult with the Chief Executive Officer on strategic relationships and ensure that the interests of the Company’s strategic partners, shareholders and external stakeholders are considered by the Board.
11. Review, together with the Audit Committee, in advance of public release (i) any earnings guidance, and (ii) any press release containing financial information based upon the financial statements and management’s discussion and analysis that has not previously been released, pursuant to the Mandate of the Audit Committee.
12. Preside over meetings of the Company’s shareholders unless otherwise determined by the Board.
13. The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chair by the Board from time to time.