



**PLAYMAKER CAPITAL INC.
POSITION DESCRIPTION OF THE CHAIR OF THE BOARD**

1. PURPOSE

The Chair of the Board of Directors (the “**Board**”) of Playmaker Capital Inc. (the “**Company**”) is responsible for the effective functioning of the Board.

2. APPOINTMENT OF THE CHAIR

The Chair of the Board shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of securityholders each year after considering the recommendation of the Nominating and Corporate Governance Committee. If there is a vacancy in such office the Chair of the Nominating and Corporate Governance Committee, or if such office is also vacant, then the Chair of the Audit Committee shall fill the vacancy until such time as it is filled by the Board of Directors.

3. RESPONSIBILITIES

The Chair of the Board shall:

- (a) Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties, including:
 - i. collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Board meetings;
 - ii. providing appropriate information from management to enable the Board and committees to exercise their accountabilities;
 - iii. ensuring that all items requiring Board and committee approval are appropriately tabled;
 - iv. ensuring proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - v. overseeing the retention of appropriately qualified and independent external advisors; and
 - vi. assisting the Board in accessing such members of senior management as may be required by the Board.
- (b) Chair every meeting of the Board and encourage free and open discussion at meetings of the Board.
- (c) Chair every meeting of shareholders and respond such questions as are put to the Chair of the Board of Directors at any such meeting.

- (d) Receive notices and materials for all committee meetings and attend all such meetings whenever possible.
- (e) Together with the Nominating and Corporate Governance Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors.
- (f) Act as liaison between the Board and management.
- (g) Carry out other duties as requested by the Board as a whole, depending on need and circumstances.



POSITION DESCRIPTION OF THE CHAIR OF THE COMPENSATION COMMITTEE

The Chair of the Compensation Committee (the “**Chair**”) of the board of directors of Playmaker Capital Inc. (the “**Board**”) is responsible for the effective functioning of the Compensation Committee (the “**Committee**”).

The Chair shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee for a one year term at the first meeting of the Board following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

The Chair of the Committee shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - providing appropriate information from management to enable the Committee to exercise their accountabilities;
 - ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - ensuring proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent; and
 - ensuring that the Committee has access to such members of senior management as may be required by the Board.
2. Discuss as necessary with the Chair of the Nominating and Corporate Governance Committee the skills, experience and talents required for the Compensation Committee on an ongoing basis.
3. Chair every meeting of the Committee and encourage free and open discussion at meetings of the Committee.
4. Report to the Board on behalf of the Committee.
5. Attend every meeting of shareholders and respond to such questions from shareholders as may be put the Chair of the Compensation Committee.

6. Carry out other duties as requested by the Board, depending on need and circumstances.



POSITION DESCRIPTION OF THE CHAIR OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Chair of the Nominating and Corporate Governance Committee (the “**Chair**”) of the board of directors of Playmaker Capital Inc. (the “**Board**”) is responsible for the effective functioning of the Nominating and Corporate Governance Committee (the “**Committee**”).

The Chair shall be appointed by the Board on the recommendation of the Committee for a one year term at the first meeting of the Board following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

The Chair of the Committee shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - providing appropriate information from management to enable the Committee to exercise their accountabilities;
 - ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - ensuring proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent; and
 - ensuring that the Committee has access to such members of senior management as may be required by the Board.
2. Chair every meeting of the Committee and encourage free and open discussion at meetings of the Committee.
3. Report to the Board on behalf of the Committee.
4. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair.
5. Carry out other duties as requested by the Board, depending on need and circumstances.



POSITION DESCRIPTION OF THE CHAIR OF THE AUDIT COMMITTEE

The Chair of the Audit Committee (the “**Chair**”) of the board of directors of Playmaker Capital Inc. (the “**Board**”) is responsible for the effective functioning of the Audit Committee (the “**Committee**”).

The Chair shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee for a one year term at the first meeting of the Board of Directors following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

The Chair of the Committee shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - obtaining appropriate information from management to enable the Committee to exercise their duties;
 - ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - ensuring proper flow of information to the Committee and reviewing adequacy and timing of required documentary materials;
 - ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
 - ensuring that the Committee has access to such members of senior management as may be required;
 - ensuring an open and frank relationship between the Committee and the internal and external auditors; and
 - supporting the independence of the external auditor from management.
2. Discuss as necessary with the Chair of the Nominating and Corporate Governance Committee the skills, experience and talents required for the Audit Committee on an ongoing basis.
3. Chair every meeting of the Committee and encourage a free and open discussion at the meetings.

4. Report to the Board on behalf of the Committee.
5. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair.
6. Carry out other duties as requested by the Board, depending on need and circumstances.