

Spectra7 Microsystems Inc.

ROLE AND MANDATE OF THE CHAIRMAN

April 2013

SPECTRA7 MICROSYSTEMS INC.

(the “Corporation”)

ROLE AND MANDATE OF THE CHAIRMAN

The responsibilities of the chairman (the “**Chairman**”) of the board of directors (the “**Board**”) of the Corporation consist of the following principal components:

Providing Leadership to Enhance Director Effectiveness

The Chairman should be explicitly accountable for ensuring that the Board carries out its responsibilities effectively. This involves:

- ensuring that the Board works as a cohesive team and providing the leadership essential to achieve this; and
- ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

Managing the Board

The Chairman should be responsible for:

- ensuring that where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board. Examples of such functions could include:
 - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management of the Corporation;
 - ensuring that succession planning for the Board is carried out;
 - ensuring an adequate orientation and training program for new Board members;
 - once potential candidates are identified, approaching potential candidates to explore their interest in joining the Board; and
 - ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

Assessing the Chief Executive Officer

The Chairman should lead the Board in assessing the performance of the Chief Executive Officer.

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