

**RESVERLOGIX CORP.**  
**(the "Corporation")**  
**LEAD DIRECTOR**  
**POSITION DESCRIPTION**

General Description

1. The lead director (the "Lead Director") of the Corporation provides independent leadership to the Board of Directors of the Corporation (the "Board"). The Lead Director will facilitate the functioning of the Board independently of the Corporation's management and will also maintain and enhance the quality of the Corporation's governance practices.

Duties and Responsibilities

2. The Lead Director will:
  - (a) provide leadership to ensure that the Board functions independently of management of the Corporation;
  - (b) in the absence of the Board Chair, act as chair of meetings of the Board;
  - (c) recommend, where necessary, the holding of special meetings of the Board;
  - (d) review with the Board Chair and Chief Executive Officer of the Corporation items of importance for consideration by the Board;
  - (e) as may be required from time to time, consult and meet with any or all of the Corporation's independent, unrelated directors, at the discretion of either party and with or without the attendance of the Board Chair, and represent such directors in discussions with management of the Corporation on corporate governance issues and other matters;
  - (f) serve as Board ombudsman, so as to ensure that questions or comments of individual directors are heard and addressed;
  - (g) ensure that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the Corporation's system of corporate governance;
  - (h) mentor and counsel new members of the Board to assist them in becoming active and effective directors;
  - (i) assist the chair of the Corporate Governance and Nominating Committee with the process of conducting Board and director evaluations;
  - (j) promote such other duties and responsibilities as may be delegated to the Lead Director by the Board from time to time; and
  - (k) act as chair during in camera discussions of the independent directors.

3. Appointment

The Corporate Governance and Nominating Committee, in conjunction with the Board Chair, shall be responsible for recommending a candidate for the position of Lead Director from among the independent, unrelated members of the Board. The Board shall be responsible for approving and appointing the Lead Director.

The Lead Director shall hold office at the pleasure of the Board, until a successor shall have been duly elected or appointed or until the Lead Director resigns or is otherwise removed from the office by the Board.

Adopted and approved by the Board: April 2, 2016