

HALO LABS INC.

CHAIR POSITION DESCRIPTION

The following sets forth the terms of reference of the Chair (the "**Board Chair**") of the board of directors (the "**Board**") of Halo Labs Inc. (the "**Corporation**") and the Chair of each committee of the Board (a "**Committee Chair**").

Role of the Board Chair

The Board Chair is appointed by the Board from among its members. The role of the Board Chair is to act as the leader of the Board, to manage and co-ordinate the activities of the Board and to oversee execution by the Board of its written mandate. In fulfilling this role, the Board Chair shall:

1. assist in the development of the agendas for meetings of the Board, chair such meetings and ensure the efficient and effective conduct of such meetings;
2. chair meetings of the shareholders of the Corporation and ensure the efficient and effective conduct of such meetings;
3. assist the members of the Board in understanding their obligations under the Board's written mandate, the Corporation's corporate governance policies and applicable law;
4. promote good corporate governance;
5. facilitate full and frank discourse among members of the Board;
6. facilitate open and accurate communication between the Board and senior management of the Corporation and ensure that the Board is provided by senior management of the Corporation with all required or requested information on a timely basis;
7. facilitate open and accurate communication between the Board and its committees;
8. lead the Board in addressing any identified instances of non-adherence to the Board's written mandate or the written mandates of the Board's committees; and
9. lead the resolution of any identified conflicts of interest concerning members of the Board.

Role of the Committee Chairs

Each Committee Chair is appointed by the Board from among the members of the applicable committee. The role of each of the Committee Chairs is to act as the leader of the applicable committee, to manage and co-ordinate the activities of the committee and to oversee execution by the committee of its written mandate. In fulfilling this role, the Committee Chair shall:

1. assist in the development of the agendas for meetings of the committee, chair such meetings and ensure the efficient and effective conduct of such meetings;
2. assist the members of the committee in understanding their obligations under the committee's written mandate and applicable law;
3. facilitate full and frank discourse among members of the committee;
4. facilitate open and accurate communication between the committee and senior management of the Corporation and ensure that the committee is provided by senior management of the Corporation with all required or requested information on a timely basis;

5. facilitate open and accurate communication between the committee and the Board and provide any required reports of the committee to the Board concerning the committee's activities or conclusions;
6. facilitate open and accurate communication between the committee and external advisors, including the Corporation's auditor in the case of the Audit Committee;
7. lead the committee in addressing and reporting to the Board any identified instances of non-adherence to the committee's written mandate; and
8. perform such specific duties as may be delegated to the Committee Chair by the Board from time to time.

Approval Date: June 24, 2019