

**CYNAPSUS THERAPEUTICS INC.**  
**(the “Corporation”)**

**POSITION DESCRIPTION - CHAIRMAN OF THE BOARD**

**Main Responsibilities:**

- Manage the affairs of the Board, with the objective that it is properly organized, functions effectively and fulfills its obligations and responsibilities
- Facilitate the functioning of the Board independently of management and maintain and enhance the quality of the Board’s governance and that of the Corporation
- Regular interaction with the Chief Executive Officer on governance and performance issues including providing feedback of other board members as well as acting as a ‘sounding board’ for the Chief Executive Officer
- Lead the Board in the execution of its responsibilities to shareholders

**Qualifications**

The Chairman of the Board shall be independent of the Corporation within the meaning of applicable laws, rules and regulations and any other relevant consideration as determined by the Board. The Chairman of the Board shall be appointed by the non-management directors of the Board annually.

**Specific Accountabilities**

Among other things, the Chairman of the Board shall:

**I. Board Management**

- Act as Chairman of meetings of the Board of Directors;
- In conjunction with the Chief Executive Officer and Corporate Secretary, develop and approve the schedule of Board meetings and the agendas for the Board meetings;
- In conjunction with the Chief Executive Officer, oversee that the focus of the Board’s attention is on strategically important issues;

- Coordinate the activities of the Board with Committee Chairs;
- Conduct regularly scheduled sessions of the Board;
- Call and conduct additional sessions of the Board, as required and/or requested, including sessions that exclude management and non-independent directors, and report the results of such meetings to the Chief Executive Officer as appropriate; and
- In conjunction with the Chief Executive Officer and Corporate Secretary, oversee the provision of adequate and timely information and notice of meetings to the Board.

## **II. Board Independence and Governance**

- Be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the adoption of ‘best practices’ where appropriate to maintain a leadership level of governance practices at the Corporation;
- In conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and management;
- Meet proactively with all Board members and seek their feedback on management performance, Board and committee effectiveness and other matters;
- In conjunction with the Corporate Governance, Nominating and Compensation Committee, assess performance of directors collectively and individually and, where applicable, provide individual performance feedback to Board members;
- In accordance with guidance from the Corporate Governance, Nominating and Compensation Committee, approach candidates for Board membership; and
- Provide feedback and input to the Committee Chairs on governance and other matters.

## **III. Interaction with Chief Executive Officer and Management**

- Frequently interact with the Chief Executive Officer on governance, performance and other issues;
- Provide feedback to the Chief Executive Officer and act as a sounding board with respect to strategies, accountability, relationships and other issues;

- Without inhibiting the direct interaction between other members of the Board and management, provide management with a point of contact for the Board;
- In conjunction with the Corporate Governance, Nominating and Compensation Committee and the full board, lead a formal evaluation of the Chief Executive Officer's performance at least annually, and oversee the adequacy of succession plans in place for key management roles; and
- Conduct the Annual performance appraisal session of the Chief Executive Officer and communicate additional feedback as required.

#### **IV. Representation of Shareholders**

- Chair the meetings of shareholders, be available for questions and participate in any other manner as required;
- In conjunction with management, respond to shareholder concerns regarding governance issues or other Board related issues. In this regard, shareholders may communicate with the independent directors through the Chairman of the Board (instructions for which are publicly available through appropriate disclosure mechanisms, such as the Corporation's proxy circular, annual report and/or website) and the Chairman of the Board will relay to the independent directors any communication received from a shareholder expressing that intent; and
- Provide leadership to the Board in the execution of its responsibilities to shareholders.

#### **V. Interaction with other Stakeholders**

At the request of the Board and with the concurrence of the Chief Executive Officer:

- Take on an ambassadorial role with certain external groups including attending public events on behalf of the Corporation; and
- Meet with institutional shareholders, the media, management and employees and other interested stakeholders on governance related matters but not on operations and results.