

SUNNIVA INC.

LEAD DIRECTOR MANDATE

SUMMARY

The board of directors (the “Board”) of Sunniva Inc. (the “Corporation”) has created the position of Lead Director. The Lead Director’s primary responsibility will be to ensure that the Board functions independent of management and to act as principal liaison between the independent directors and the Chief Executive Officer.

DUTIES AND RESPONSIBILITIES

1. The Lead Director may at any time call a meeting of the independent directors held in the absence of management and non-independent Board members and will preside as chair of, and determine the procedure taken at, such meetings. The Lead Director has the discretion to invite any member of management and any non-independent Board member to participate in or provide information to meetings of the independent directors.
2. In consultation with the Chairman of the Board, the Lead Director will review and make recommendations with respect to the agenda for all of the meetings of the full Board.
3. If, at any time during a meeting of the Board, the Lead Director requests that the independent directors meet immediately, the Chairman of the Board shall cause the ordinary business of the Board to be halted to permit the meeting to take place and the ordinary business of the Board shall not resume until such meeting has concluded.
4. The Lead Director, in cooperation with the Chairman of the Board and the other directors, shall provide the leadership necessary to provide greater assurance that:
 - a) the responsibilities of the Board and its committees are well understood by the members and management of the Corporation;
 - b) the Board works as a cohesive team;
 - c) adequate resources and timely and relevant information are available to the Board to support its work;
 - d) the effectiveness of the Board and its committees is assessed on a regular basis;
 - e) the Board’s committee structure and committee mandates are appropriate and adequate to support the discharge of the Board’s responsibilities; and
 - f) the scheduling, organization and procedures of the Board and committee meetings provide adequate time for due consideration and serious discussion of relevant issues.

Approved by the Board effective August 30, 2017