



**GOODFOOD MARKET CORP.  
(the “Corporation”)**

**Position Description of the Chairman of the Board of Directors**

The Chairman of the board of directors of the Corporation (the “**Board of Directors**”) has the responsibility for:

1. Providing leadership to the Board of Directors.
2. Overseeing its effectiveness and ensuring that it meets its obligations and responsibilities.
3. Except where matters fall within the mandate of the Lead Director, monitoring and coordinating the functions of the Board of Directors with management of the Corporation.
4. Chairing all Board of Directors’ and shareholders’ meetings.
5. Ensuring that adequate advance information is distributed to the directors and that the Board of Directors receives regular updates on all issues important to the affairs of the Corporation.
6. Meeting with members of the Board of Directors and each Board of Directors’ committee to ensure full utilization of individual capacities and the optimum performance of the Board of Directors and each of its committees.
7. Reviewing progress made by management of the Corporation in executing the Board of Directors’ decisions and plans in the conformity with the Corporation’s policies.
8. Being available to provide counsel to management of the Corporation on major policy issues such as acquisitions, divestitures and financial structure.
9. Participating in external activities involving the representation of the Corporation to its major stakeholders, including its shareholders, the financial community, governments and the public.
10. At the request of the Board of Directors, undertaking specific assignments for the Board of Directors.