

BOARD POSITION DESCRIPTIONS

June 2017

1. CHAIR OF THE BOARD

The Chair of the board of directors (the “Board”) of Trisura Group Ltd. (the “Company”) manages the business of the Board and ensures that the functions identified in its mandate are being effectively carried out by the Board and its committees.

In addition, the Chair of the Board performs the following functions:

- (a) chairs each Board meeting;
- (b) in consultation with the Chief Executive Officer of the Company (“CEO”), prepares the agenda for each meeting of the Board;
- (c) ensures that all directors receive the information required for performance of their duties;
- (d) ensures that the appropriate committee structure is in place and makes initial recommendations for appointment to such committees;
- (e) ensures that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board’s committees and individual directors, which may include the use of director questionnaires and interviews of each director on his or her performance, and makes recommendations for changes when appropriate;
- (f) presides over all private sessions of the Company’s independent and unaffiliated directors and is responsible for ensuring that matters raised during these meetings are reviewed with the CEO and acted upon in a timely fashion; and
- (g) works with the CEO and other members of senior management to monitor progress on strategic planning, policy implementation and succession planning.

2. CHAIR OF THE AUDIT COMMITTEE

The Chair of the Audit Committee is generally responsible for managing the affairs of this Committee.

The responsibilities of the Chair of the Audit Committee include:

- (a) reviewing and approving the agenda for each meeting of the Committee, taking into consideration the Committee’s Charter and items noted at prior meetings;
- (b) presiding over all meetings of the Committee and ensuring that there is adequate time for discussion of relevant issues and for members of the Committee to meet without management;

- (c) consulting or meeting with the Chair of the Board and representatives of the Company's Auditor, in both cases if considered necessary, and members of management as part of the agenda and meeting preparation process;
- (d) reporting to the Board following each meeting on the Committee's activities and presenting recommendations to the Board of Directors on matters requiring Board approval, including financial disclosures being made to the public;
- (e) providing consultation in advance in connection with the appointment, reassignment, replacement and dismissal of the Auditor;
- (f) overseeing the completion of the Committee's self-assessment and analysis of the results;
- (g) considering and, if appropriate, pre-approving any engagement of the Auditor in accordance with the Company's "Audit and Non-Audit Services Pre-Approval Policy", on behalf of the Committee where pre-approval is required between meetings of the Committee; and
- (h) consulting with members of management to develop continuing education for the members of the Committee.

3. CHAIR OF THE GOVERNANCE AND COMPENSATION COMMITTEE

The Chair of the Governance and Compensation Committee is generally responsible for managing the affairs of this Committee.

The responsibilities of the Chair of the Governance and Compensation Committee include:

- (a) reviewing and approving the agenda for each meeting of the Committee, taking into consideration the Committee's Charter and items noted at prior meetings;
- (b) presiding over all meetings of the Committee and ensuring that there is adequate time for discussion of relevant issues and for members of the Committee to meet without management;
- (c) consulting or meeting with the Chair of the Board, if considered necessary, and members of management as part of the agenda and meeting preparation process;
- (d) reporting to the Board on the Committee's activities following each meeting and presenting recommendations to the Board on matters requiring Board approval; and
- (e) overseeing the completion of the Committee's self-assessment and analysis of the results.

4. CHIEF EXECUTIVE OFFICER

The CEO provides leadership of the Company and, subject to approved policies and direction by the Board, manages the business and affairs of the Company and oversees the execution of its strategic plan.

In addition to managing the business and affairs of the Company, the CEO performs, or causes to be performed on the CEO's behalf, the following functions:

- (a) presents to the Board for approval annually a strategic plan for the Company including the strategies to achieve that plan, the risks and alternatives to these strategies and specific steps and performance indicators, which will enable the Board to evaluate progress on implementing such strategies;
- (b) establishes, maintains and reports to the Board on the Company's risk assessment processes and procedures to ensure there is an appropriate emphasis on risk management in management's approach to business decisions.
- (c) proposes to the Board for approval annual operating plans to implement the Company's strategies together with key financial and other performance goals for the Company's activities, and reports regularly to the Board on the progress against these goals;
- (d) acts as the primary spokesperson for the Company to all its stakeholders;
- (e) presents to the Board for approval annually an assessment of the senior management of the Company together with a succession plan that provides for the orderly succession of senior management including the recruitment, training and development required;
- (f) recommends to the Board the appointment or termination of any corporate officer of the Company other than the Chair of the Board;
- (g) together with the Company's Chief Financial Officer,
 - i. establishes and maintains disclosure controls and procedures, and internal controls and procedures, for financial reporting appropriate to ensure the accuracy and integrity of the Company's financial reporting and public disclosures; and
 - ii. oversees the development, implementation and compliance with key corporate policies, including policies regarding corporate governance, risk management, financial reporting as well as compliance with applicable legal and regulatory requirements.

This description of the Board Positions was reviewed and approved by the board of directors of the Company on June 20, 2017.