

POSITION DESCRIPTION OF VICE-CHAIR OF THE BOARD

The Vice-Chair of the Board of Directors (the “**Board**”) of ECN Capital Corp. (the “**Company**”) is principally responsible for overseeing the operations and affairs of the Board should the Chair of the Board be unable or unwilling to conduct his or her duties as Chair, or wishes to properly delegate certain of his or her duties from time to time, and as such, to ensure the overall functioning of the Board and its committees. In fulfilling his or her responsibilities, the Vice-Chair will be responsible for:

- (a) fulfilling the duties and responsibilities of the Chair of the Board as set out in the Position Description of Chair of the Board during any absence of the Chair;
- (b) fulfilling those duties and responsibilities set out in the Position Description of the Chair of the Board that have been properly delegated by the Chair to the Vice-Chair for such period of time as may be determined by the Chair in his or her discretion;
- (c) leading meetings of the Board in any absence of the Chair;
- (d) assisting the Chair of the Board in carrying out his or her role;
- (e) assisting the Chair of the Board in providing leadership, and implementing effective performance, of the Board;
- (f) assisting the Chair of the Board by taking on responsibility as necessary for communication with committee chairs;
- (g) acting as a liaison between the Board and senior management of the Company;
- (h) advising the Company on strategic projects as requested from time to time by the Chair of the Board;
- (i) assisting the Chair of the Board and the Compensation and Corporate Governance Committee, as applicable, with succession planning, including the orderly succession of management of the Company;
- (j) overseeing formal self-assessments of the Board’s practices and approving the self-assessment report; and
- (k) such other duties and responsibilities from time to time as may be designated by the Chair of the Board.