

QUARTERHILL INC.
CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

REPORTS TO	The Chairperson of the Board of Directors (the " Chair ") is a director of Quarterhill Inc. (" Quarterhill ") who is elected annually as a director by Quarterhill's shareholders and is elected Chair by Quarterhill's Board of Directors (the " Board "). The Chair serves in this role at the pleasure of the Board.
DIRECT REPORTS	The Chair maintains open communication with Quarterhill's Vice-Chairperson (the " Vice-Chair ") should that position exist, Chief Executive Officer (the " CEO ") and other directors. The Chair shall have two-way communication with all Quarterhill's senior officers (collectively, " Management ").
POSITION SUMMARY	The Chair has overall responsibility for the management of the operations of the Board. This includes ensuring that the Board functions properly, meets its obligations and responsibilities and fulfills its written mandate (the " Board Mandate ").

RESPONSIBILITIES

1. The Chair provides leadership to the Board with respect to its functions as described in the Board Mandate and as otherwise may be appropriate. Subject to applicable laws and the requirements of any applicable stock exchange or other regulatory body, the Chair also serves as an *ex officio* member of each committee of the Board except for any committee of the Board on which the Chair serves as an official member.
2. The Chair is responsible for communicating on behalf of the Board to the CEO.
3. The Chair is responsible for speaking on behalf of the Board to the media or as otherwise required.
4. The Chair chairs Board and shareholder meetings and, except where the Board has appointed a Lead Independent Director, meetings of independent Board members.
5. The Chair ensures Quarterhill's policies and practices related to corporate governance and Board operations are properly reflected in internal and external communications.
6. Working with the Board's Environmental, Social & Governance and Nominating Committee and Management, the Chair assists in providing to the Board a proposed slate of directors for election at the Annual General Meeting of shareholders.
7. The Chair ensures appropriate procedures are in place for the effective operation of the Board.
8. The Chair, together with Management and the other directors, works to maintain the Corporation's "corporate culture" and to adapt it to new requirements.
9. The Chair should periodically meet with the Vice-Chair (should that position exist), the CEO and other Management, as appropriate, and should generally be available to the Vice-Chair (if any), the CEO and Management to provide guidance and advice, in a manner and level agreeable to such individuals and the Chair. Between Board meetings, the Chair represents the Board on relevant decision matters.

10. The Chair approves the Board-related expenses for all directors, subject to any Delegation of Authority policy in place. The Chair's expenses shall be approved by the CFO provided that the Chair's expenses shall be reviewed annually by the Board.
11. The Chair may delegate its responsibilities, as they deem appropriate, to any other director.
12. The Chair shall be responsible for the annual review of the CEO and work together with the Compensation Committee and the Board on the CEO's annual compensation package in coordination with AON or equivalent top-tier, globally relevant firm.
13. The Chair will work cooperatively with the CEO and CFO to review management reporting dashboards, financial information and new customer bids in that level of detail as is agreeable to the CEO and the Chair, and that permits reporting in satisfactory detail to the Board.
14. Upon the mutual agreement of the Chair and the CEO, each acting reasonably, the Chair may elect to:
 - (a) attend trade association meetings;
 - (b) call on and establish strong relationships with key customers, lenders, bonding companies and key stakeholders.
 - (c) assist the CEO from time to time on such other activities as may be helpful to the CEO in carrying out his duties.

REVIEW AND UPDATE OF POSITION DESCRIPTION

One or more annually, or as the Board otherwise decides, this position description shall be evaluated with updates recommended to the Board for consideration.