

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 subsequently 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**”), Chief Executive Officer (the “**CEO**”) and other directors. Unfettered two-way communication with all Quarterhill’s senior officers (collectively, “**Management**”) is also required.

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 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, the CEO and other Management as appropriate and generally be available to the Vice-Chair, the CEO and Management to provide guidance and advice. Between Board meetings, the Chair represents the Board as a whole on relevant decision matters.
10. The Chair approves the Board-related expenses for all directors except for the Chair.
11. The Chair may delegate such responsibilities deemed appropriate by the Chair to the Vice-Chair, if any