

CLEARWATER SEAFOODS INCORPORATED
(the “Corporation”)

POSITION DESCRIPTIONS OF THE BOARD OF DIRECTORS (“Board”)

Chair of the Board

The Chair of the Board is responsible for providing leadership to enhance the effectiveness and independence of Clearwater Seafood Incorporated’s (the “**Corporation**”) board of directors (the “**Board**”). This is achieved by providing direction in the management of the Board’s affairs and by ensuring that the Board fulfills its legislated mandate and responsibilities with full transparency and the application of sound governance practices. The Chair of the Board, along with the Board, will act in accordance with the *Canada Business Corporations Act* and other applicable laws, the Board’s written mandate, the Corporation’s Code of Business Conduct and the mandates of the committees of the Board.

In fulfilling his or her role, the Chair of the Board undertakes, without limitation, the following responsibilities:

- Guides the Board in the fulfillment of its mandate. In guiding and directing the Board, ensures that the focus of the Board's attention is on strategically important issues and that there is cohesion of direction and purpose at a policy and strategic level.
- Convenes, and presides over, Board meetings. In consultation with the Corporation’s management, sets and approves the agendas for meetings, and ensures that minutes of the meetings are drafted and subsequently reviewed and approved.
- With the assistance of the Corporate Governance Committee, ensures effective and transparent processes for review and evaluation of Board, committee, and director performance.
- Delegates to members of the Board such duties and functions as are deemed necessary in order to fulfill the mandate of the Board and make the best use of its resources.
- Ensures that the Board has the resources required to fulfill its responsibilities, including the provision of timely and relevant background information for Board meetings and educational opportunities for Board members, and that sufficient time is allotted during meetings for effective discussion of agenda items and key issues and concerns.

Lead Director

The Lead Director is an independent director whose role is to facilitate the functioning of the Board independently of management and provide independent leadership to the Board. The Lead Director chairs the meetings of independent directors, provides input to the Chair of the Board regarding planning and organizing activities of the Board and provides input to the Chair of the Corporate Governance Committee on the composition and structure of the Board and the formation and composition of committees.

In fulfilling his or her role, the Lead Director undertakes, without limitation, the following responsibilities:

- Leads the directors in providing independent oversight and guidance with respect to the Corporation’s strategic plan, including by challenging management to maintain a long-term view of the Corporation’s objectives and approving the Corporation’s overall strategic framework.
- Ensures that the Board functions independently from management in carrying out the Board’s mandate and fulfilling its fiduciary obligations to the Corporation.
- Together with the Chair of the Board, sets the agenda for each Board meeting with a view to the Board’s role in the stewardship of the Corporation and the provision of oversight and guidance with respect to the Corporation’s strategic plan.
- Ensures that the independent directors have the opportunity to meet when required, and reviews with the Chair of the Board determinations of such meetings.
- Assists the Chair of the Board, as well as the Corporate Governance Committee, in the promotion of a high-performance Board culture that is conducive to the full engagement by all Board members and promotes challenging and constructive debate and effective decision-making.

Chairs of Board Committees (Audit, HRDCC, Corporate Governance and Finance)

The Chair of a Board committee (“**Committee**”) is a director who provides leadership so that the Committee can fulfil its duties and responsibilities effectively. Duties include chairing Committee meetings, reporting to the Board and presenting recommendations.

In fulfilling his or her role, each Chair of a Committee undertakes, without limitation, the following responsibilities:

- In consultation with the Corporation’s management, sets and approves the agendas for Committee meetings.
- Reviews and approves minutes of all Committee meetings prior to presentation to the Committee for approval.
- Reports to the Board on the affairs of the Committee, ensuring those matters requiring Board approval are brought forward.
- Facilitates communication between Committee members, among Committees and their respective Chairs, and with the Chair of the Board.
- In conjunction with the Chair of the Board and the Corporate Governance Committee, ensures that processes to govern the Committee’s work are effective to enable the Committee to exercise oversight and due diligence in the fulfillment of its mandate.
- Serves as an advisor to management concerning the matters within the Committee’s mandate.