

POLARIS

Position Description for the Chairman of the Board

of

Polaris Infrastructure Inc.

(the "Company")

TERMS OF REFERENCE FOR THE CHAIR OF THE BOARD

INTRODUCTION

The board of directors (the “**Board**”) of Polaris Infrastructure Inc. (the “**Company**”) has ultimate accountability for the management of the Company. The Chair of the Board plays a critical role on the Board, leading the Board in its management and supervision of the business and affairs of the Company and its oversight of management. Critical to meeting this accountability is the relationship between the Board and management, shareholders, and the individuals on the Board. The Chair of the Board, as the presiding Board member, manages these relationships so that they are effective and efficient. In performing this role, the Chair of the Board must work with the Chief Executive Officer of the Company (the “**CEO**”), and together with the CEO, encourage effective relations with shareholders, other stakeholders and the public. The Chair of the Board, while working closely with the CEO, shall at all times retain an independent perspective to represent the best interests of the Company.

These Terms of Reference are subject to the provisions of the Company’s articles and by-laws and to applicable laws and are not intended to limit, enlarge or change in any way the responsibilities of the Chair of the Board as determined by the Company’s articles and by-laws and applicable laws.

THE CHAIR OF THE BOARD’S RELATIONSHIP WITH MANAGEMENT

The Chair of the Board will:

- (a) communicate to management the concerns of the Board, shareholders and other stakeholders;
- (b) act as a resource and sounding Board for the CEO;
- (c) communicate to the Board management’s strategies, plans and performance; and
- (d) facilitate the Board’s interaction with key management as appropriate.

MANAGING THE BOARD

The Chair of the Board will:

- (a) facilitate the effective operation and management of, and provide strong leadership to, the Board;
- (b) chair Board meetings;
- (c) seek to ensure that the Board monitors the Company’s strategies, policies, business and affairs and that the Board is alert to its obligations;
- (d) set the frequency of the Board meetings and review such frequency from time to time;

- (e) coordinate the agenda, information packages and related events for Board meetings with the CEO and the Corporate Secretary;
- (f) in conjunction with the CEO, recommend the committees of the Board and their composition, review the need for, and the performance and suitability of those committees and make such adjustments as is deemed necessary from time to time;
- (g) assist the Corporate Human Resources Committee with its annual review of the performance of individual directors, the Chair of the Board, the Board as a whole and each of the committees;
- (h) attend committee meetings where appropriate; and
- (i) facilitate the efficient, effective and focused manner of Board and committee meetings.

RELATIONS WITH SHAREHOLDERS AND THE PUBLIC

The Chair of the Board will:

- (a) chair meetings of shareholders, if possible;
- (b) facilitate the Board's efforts to create and maintain measures that accommodate effective and efficient feedback from shareholders; and
- (c) decide if it is appropriate that the Board be represented at official functions and meetings with major shareholder groups and financial analysts.

EFFECTIVE DATE

These Terms of Reference were implemented by the Board on August 12, 2015.