QUARTERHILL INC. CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

REPORTS TO The Chairman 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

Chief Executive Officer (the "<u>CEO</u>"). 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

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.
- 2. The Chair chairs Board and shareholder meetings and, except where the Chair is a Quarterhill executive officer, meetings of the independent members of the Board.
- 3. The Chair ensures that Quarterhill's policies and practices related to corporate governance and Board operations are properly reflected in internal and external communications.
- 4. Working with the Nominating Committee of the Board and Management, the Chair submits to the Board a proposed slate of directors for election at the Annual General Meeting of shareholders.
- 5. The Chair ensures that appropriate procedures are in place for the effective operation of the Board.
- 6. the Chair manages the ongoing performance management program and, subject to the responsibilities of the Compensation Committee of the Board, the compensation plan for the CEO.
- 7. The Chair, together with Management and the other directors, works to maintain the Corporation's "corporate culture" and to adapt it to new requirements.
- 8. The Chair is available to the CEO and Management to provide guidance and advice.
- 9. The Chair approves the Board-related expenses for all directors.