

TETRA BIO-PHARMA INC. (the “Corporation”)

Chair of the Board - Position Description

The Chair of the Board of Directors is responsible for the effective functioning of the Board.

APPOINTMENT

The Chair of the Board of Directors shall be appointed by the Board of Directors for a one-year term at the first meeting of the Board of Directors following the annual meeting of shareholders each year provided if there is a vacancy in such office the Chair of the Compensation, Nominating and Governance Committee, or if such office is also vacant, then the Chair of the Audit Committee shall fill the vacancy until such time as it is filled by the Board of Directors.

DUTIES AND RESPONSIBILITIES

The Chair of the Board of Directors shall:

Leadership and Governance

1. Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties, including:
 - (a) Collaborating with the chairs of the committees of the Board, the CEO and other members of management, where appropriate, to develop the agenda for Board meetings;
 - (b) Providing appropriate information from management to enable the Board and committees to exercise their accountabilities;
 - (c) Ensuring that all items requiring Board and committee approval are appropriately tabled;
 - (d) Ensuring proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - (e) Ensuring that external advisors retained or to be retained by the Board are appropriately qualified and independent;
 - (f) Taking all reasonable steps to ensure that the resources available to the Board are adequate to support its work;
 - (g) Ensuring that the Board acts and functions independently from management in fulfilling its fiduciary obligations;
 - (h) Ensuring that the Board and its committees fulfil their respective mandates;

- (i) Overseeing the structure, size, composition, membership (including independence, financial literacy and expertise) and activities of the Board; and
 - (j) Ensuring that the Board has access to such members of senior management as may be required by the Board.
2. Together with the Compensation, Nominating and Governance Committee, identify guidelines for the selection of new directors, and evaluation of conduct of the current directors.
 3. Promote the culture and values of the Corporation as well as the aims of the Corporation with its key global stakeholders and support client relations to promote the Corporation's activities, if required.
 4. Act as liaison between the Board and management.

Board Meetings

5. Provide input on the frequency, dates and locations of the meetings of the Board.
6. Ensure that all items requiring Board approval are appropriately tabled.
7. Ensure that notice of all meetings of the Board is provided to all Board members, the external auditor, the CEO and CFO.
8. Chair every meeting of the Board, promote effective decision-making and encourage free and open discussion at meetings of the Board.
9. Ensure that independent members of the Board meet in a separate *in camera* session at each Board meeting.
10. Coordinate with the CFO and management to ensure that:
 - (a) materials are delivered to Board members in sufficient time in advance of Board meetings for a thorough review;
 - (b) matters are properly presented for consideration at Board meetings;
 - (c) directors express their viewpoints;
 - (d) directors have an appropriate opportunity to question executive officers, management, employees, experts and advisors regarding financial results, internal controls, the collection of financial information and all other matters of importance to the Board; and
 - (e) directors work together constructively.
11. Communicate with each director and management to ensure that:
 - (a) each director is heard and participates in decision making;
 - (b) directors receive information from and are exposed to presentations from management to fulfill their obligations;

- (c) each director is accountable to the Board;
- (d) arrange for the preparation, accuracy and distribution of Board minutes to the Board, the CEO and CFO; and
- (e) make Board information available to any director upon request.

Management Relationships

- 12. Ensure that the Board receives appropriate and timely information, material and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities.

Board Committees

- 13. Ensure that all items requiring committee approval are appropriately tabled.
- 14. Assist the Board committees in bringing their recommendations forward to the Board for consideration.

Shareholder Meetings

- 15. Ensure the shareholders meet at least one a year and otherwise as required by law.
- 16. Ensure that all items set out in the notice of meeting are properly discussed, considered and resolved.
- 17. Chair every meeting of shareholders and respond to such questions as are put to the Chair of the Board of Directors at any such meeting.

Other Duties

- 18. Be available to all shareholders upon request and communicate with the major shareholders when required.
- 19. Carry out other duties as requested by the Board as a whole, depending on need and circumstances and as may be required by applicable law, regulation, or exchange policies.

Dated: January 15, 2019

Approved by: Board of Directors on January 15, 2019