

CIPHER PHARMACEUTICALS INC.

POSITION DESCRIPTION CHAIR OF BOARD OF DIRECTORS

1. GENERAL

1.1 Purpose

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the Board of Directors of Cipher Pharmaceuticals Inc. (the “**Corporation**”).

1.2 Charter

This position description should be read together with the written charter of the Board of Directors (the “**Charter**”), as such Charter may be amended from time to time. Any words or terms with initial capital letters which are not defined herein shall have the meanings ascribed to them in the Charter.

2. OFFICE OF THE CHAIR

2.1 Appointment

- (a) The Chair shall be appointed by the Directors.
- (b) The office of Chair is to be vacated:
 - (i) if the Chair resigns (which resignation shall become effective upon the Chair delivering a written resignation to the Corporation);
 - (ii) or death of the Chair; or
 - (iii) by resolution of the Board removing the Chair from office.

2.2 Term

The Chair shall be appointed for a one-year term at the first meeting of the Board after a meeting of shareholders of the Corporation at which Directors are elected, provided however that if no successor is appointed at the end of such term, the incumbent Chair shall remain in office until a successor is appointed.

2.3 Qualifications

The Chair shall be an independent Director (as defined under Applicable Laws) or alternatively, where the Chair is not independent, there shall also be appointed an independent Director to act as Vice Chair & Lead Director.

2.4 Remuneration

The Chair shall receive such remuneration as the Directors may determine from time to time.

3. RESPONSIBILITIES OF THE CHAIR

3.1 Board Leadership

The Chair shall provide leadership to Directors in discharging their mandate as set out in the Charter, including by:

- (a) promoting a thorough understanding by the Directors and management of:
 - (i) the duties and responsibilities of the Directors; and
 - (ii) the distinctions between the role of the Directors and the role of management;
- (b) promoting cohesiveness among the Directors; and
- (c) ensuring processes are in place to monitor legislation and best practices relating to the responsibilities of the Board, and to review the effectiveness of the Board, its committees and individual Directors on a regular basis.

3.2 Liaison between the Directors and Management

If the Chair is independent, the Chair shall be the liaison between the Directors and management, promoting open and constructive discussions between Directors and management.

3.3 Information Flow

The Chair shall promote the proper flow of information to the Directors to keep the Directors fully apprised of all matters which are material to Directors at all times.

3.4 Meetings of the Board

In connection with meetings of the Directors, the Chair shall be responsible for:

- (a) scheduling meetings of the Directors and coordinating with the Chairs of the committees of the Directors to schedule meetings of the committees;
- (b) organizing and presenting the agenda for regular or special Director meetings based on input from other Directors;
- (c) if the Chair is independent, monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- (d) ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;

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- (e) presiding over meetings of the Directors;
- (f) if the Chair is independent, ensuring that the independent Directors have adequate opportunities to meet without management present; and
- (g) if the Chair is independent, presiding over *in camera* meetings of the independent Directors.

3.5 Meetings of Shareholders

The Chair shall preside over meetings of the Corporation's shareholders.

3.6 Other Responsibilities

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Directors from time to time.