

ROLE AND RESPONSIBILITIES Lead Director

The Lead Director is appointed by the Board of Directors (the “Board”) of mdf commerce inc. (the “Corporation”). The Lead Director must be independent within the meaning of the *Securities Act* (Québec) and the regulations adopted thereunder.

The Lead Director’s principal responsibilities are:

- Providing leadership to ensure that the directors can function independently from management;
- Chairing and directing meetings of the independent directors;
- Ensuring that independent directors have regular opportunities to meet without management present;
- Examining from time to time with the Chairman of the Board important matters to be treated by the Board;
- Assisting any independent director in order to allow him or her to fully play his or her role;
- Being available to independent directors who have concerns that cannot be addressed through the Chairman of the Board;
- Participating with the Human Resources and Corporate Governance Committee as a member, specifically playing a key role in recruiting new board candidates;
- Reporting to the Chairman of the Board on the discussions held during meetings of the independent directors;
- Performing such other functions as may be reasonably requested by the Board or the Chairman of the Board; and
- Recommending, as needed, holding special meetings of the Board.

Adopted on February 7, 2017 by resolution of the Board of Directors.