

CARGOJET INC.

POSITION DESCRIPTION – Chairman of the Corporate Governance Committee

Core Function: The Chairman of the Corporate Governance Committee of the Board of Directors (the “Board”) of Cargojet Inc. is responsible for the effective functioning of the Corporate Governance Committee.

The Chairman of the Corporate Governance Committee of the Board shall be appointed by the Board (on the recommendation of the Corporate Governance Committee) for a one year term at the first meeting of the Board following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Corporate Governance Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

Responsibilities:

The Chairman of the Corporate Governance Committee of the Board shall:

1. Establish procedures to govern the Corporate Governance Committee’s work and ensure the Corporate Governance Committee’s full discharge of its duties, including:
 - Collaborating with the Chief Executive Officer and other members of management, where appropriate, to develop the agenda for Corporate Governance Committee meetings;
 - Providing appropriate information from management to enable the Corporate Governance Committee to exercise their accountabilities;
 - Ensuring that all items requiring Corporate Governance Committee approval or Corporate Governance Committee recommendations to the Board are appropriately tabled;
 - Ensuring proper flow of information to the Corporate Governance Committee and reviewing adequacy and timing of documentary materials in support of management’s proposals;
 - Ensuring that external advisors retained or to be retained by the Corporate Governance Committee are appropriately qualified and independent; and
 - Ensuring that the Corporate Governance Committee has access to such members of senior management as may be required by the Board.

2. Chair every meeting of the Corporate Governance Committee and encourage free and open discussion at meetings of the Corporate Governance Committee.
3. Report to the Board on behalf of the Corporate Governance Committee.
4. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chairman of the Corporate Governance Committee.
5. Carry out other duties as requested by the Board, depending on need and circumstances.