



## POSITION DESCRIPTION FOR LEAD DIRECTOR

If the board of directors (the “**Board**”) of Cargojet Inc. (the “**Company**”) has a non-independent director acting as chair of the Board, the Board shall select one of the independent members of the Board to be appointed as the lead director (the “**Lead Director**”) of the Board.

The duties and responsibilities of the Lead Director as they relate to the following matters, are as follows:

### Leadership and Governance

- Working collaboratively with the chair of the Board (the “**Chair**”) and the chief executive officer(s) of the Company to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the “**Directors**”);
- Facilitating the functioning of the Board independently of the senior executives of the Company and provide independent leadership to enable the Board to effectively carry out its duties and responsibilities independently from the senior executives of the Company;
- Working with the Chair and other Directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
- Fostering ethical and responsible decision making by the Board, the committees of the Board and individual Directors; and
- Providing strategic leadership to the independent Directors and communicating with management on behalf of the independent Directors.

### Board Meetings

- Working with the Chair to schedule and prepare for meetings of the Board, including reviewing agendas and briefing materials to be delivered to the Board;
- Chairing the meetings of the Board when the Chair is not in attendance;
- To the extent applicable, chairing meetings of the independent Directors and preparing agendas for such meetings;
- Ensuring that the independent Directors regularly have the opportunity to meet separately in camera, without non-independent Directors and senior executives of the Company present, as deemed necessary or advisable;

### Senior Executives

- Providing advice, counsel and mentorship to the senior executives of the Company and fellow Directors;
- In consultation with the Chair, working to facilitate an effective relationship between senior executives of the Company and the Directors; and

- Working with the Chair and other senior executives of the Company, as appropriate and as required, in assisting to monitoring progress of their respective mandates and duties.

**Other Duties**

- Being available, when appropriate and if requested, for consultation and direct communication with the shareholders of the Company for questions and discussions that are directed to the Lead Director or the independent Directors as a group; and
- Carrying out special assignments or any functions as requested by the Chair or the independent Directors.

Dated: February 23, 2024

Approved by: Corporate Governance Committee  
Board of Directors of the Company