

# PROFOUND MEDICAL CORP.

## Position Description – Chief Executive Officer

The Chief Executive Officer of Profound Medical Corp. (the "**Company**") shall have the responsibilities, authorities and specific duties as described below.

### *Introduction*

1. The primary focus for the Chief Executive Officer shall be:
  - (a) providing overall leadership and vision in developing, in concert with and subject to the final approval of the Board of Directors (the "**Board**"), the Company's strategic direction;
  - (b) providing overall leadership and vision in developing the tactics and business plans necessary to realize corporate objectives; and
  - (c) managing the overall business to ensure strategic and business plans are effectively implemented, the results are monitored and reported to the Board, and financial and operational objectives are attained.

### *Duties and Responsibilities of the Chief Executive Officer*

2. The duties and responsibilities of the Chief Executive Officer include, but are not limited to the following:
  - (a) Lead and manage the Company within parameters established by the Board and relevant committees.
  - (b) Develop and recommend strategic plans to the Board that ensure the Company's profitable growth and overall success. This includes updating and making changes as required, and involving the Board in the early stages of developing strategy. Successfully implement the corresponding capital and operating plans. Review and report regularly to the Board on the overall progress and results against operating and financial objectives and initiates courses of action for improvement.
  - (c) Develop annual capital commitment and expenditure budgets for approval by the Board.
  - (d) Develop annual operating forecasts of revenue, expenditures, operational results, and financial performance. These forecasts serve as operating and financial guidelines and do not require Board approval except for those components specifically utilized in setting objectives for compensation purposes.
  - (e) Authorize the commitment of funds to capital projects included in budgets approved by the Board.
  - (f) Authorize commitment of corporate resources. Enter into agreements, contracts, leases, and like agreements in the ordinary course of business, in order to pursue the approved strategies, business plans, and objectives of the Company, provided however, that major commitments, exposures, and risks shall be reported to the Board in a regular and timely basis.

- (g) Identify the principal risks of the Company's business and implement appropriate systems to manage these risks.
- (h) Develop and maintain a sound, effective organization structure, and ensure, progressive employee training and development programs.
- (i) Annually establish and maintain a Board-approved plan for senior management development and succession.
- (j) Provide the Board, at Board and committee meetings, with exposure to the Company's key management (other than in connection with in camera portions of Board meetings, or voting or deliberations by the Compensation Committee regarding compensation of the Chief Executive Officer).
- (k) Ensure that all members of the organization have their responsibilities and authorities clearly established.
- (l) Establish effective control and co-ordination mechanisms for all operations and activities. Ensure the integrity of disclosure controls, internal controls over financial reporting and management systems.
- (m) Maintain or cause to be maintained such industry, governmental, public or other external relationships as are deemed advisable and in the interests of the Company.
- (n) Ensure the Company's assets are adequately safeguarded and optimized in the best interests of the shareholders.
- (o) Manage and oversee the required interfaces between the Company and the public and act as the principal spokesperson for the Company.
- (p) Ensure the safe, efficient operation of the Company and ensure compliance with the Company's environment, health, safety, and security policies and practices.
- (q) Obtain Board approval when considering (or when other senior management are considering) significant public service commitments and/or accepting outside Board appointments.
- (r) Ensure all operations and activities of the Company are conducted in accordance with laws, regulations, the Company's Code of Ethics and Business Conduct, sound business practice and in accordance with the policies and practices approved by the Board.
- (s) Foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility.
- (t) With respect to the Board and shareholders, the Chief Executive Officer shall:
  - (i) maintain an open and effective relationship with the Chairman and the Board;
  - (ii) ensure the Company's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups;

- (iii) ensure effective communications and appropriate relationships are maintained with the shareholders of the Company and other stakeholders;
- (iv) keep the Board fully informed of all significant operational, financial and other matters relevant to the Company including external items emanating from governments, regulators and other external bodies;
- (v) act as a principal link between the senior management team and the Board;
- (vi) ensure management strategies, plans and performance are appropriately represented to the Board; and
- (vii) provide input to the Board Chairman on Board meeting agendas.

Adopted on June 14, 2018.