

D2L INC.

POSITION DESCRIPTION OF CHAIR

The Board of Directors (the “**Board**”) of D2L Inc. (the “**Company**”) is responsible for supervising the management of the business and affairs of the Company. The Chair of the Board (the “**Chair**”) is principally responsible for overseeing the operations of the Board.

Without limitation to the foregoing, the Chair shall:

- (a) provide leadership in defining, setting and implementing the corporate culture of the Company and in fostering the effectiveness of the Board;
- (b) ensure there is an effective relationship between the Board and senior management of the Company including by acting as a liaison between the Board and senior management;
- (c) in consultation with the other members of the Board, including the Lead Director, and the Chief Executive Officer and Chief Legal Officer of the Company, prepare the agenda for each meeting of the Board;
- (d) together with the Lead Director, ensure that timely and relevant information is provided to the Board as required for the proper performance of their duties;
- (e) together with the Lead Director, ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bring to the attention of senior management any issues that are preventing the Board from being able to carry out its responsibilities;
- (f) ensure appropriate communication between the Board and shareholders and chair all shareholder general meetings;
- (g) chair Board meetings (other than in camera meetings or portions of such meetings in respect of which the Chair is conflicted), including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (h) serve a public relations role in representing the Board and the Company to outside parties;
- (i) together with the Lead Director, ensure that the appropriate committee structure is in place and assisting the Corporate Governance and Nominating Committee in making recommendations for appointment to such committees;
- (j) together with the Lead Director, be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board’s mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
- (k) together with the Corporate Governance and Nominating Committee, ensure that an appropriate system is in place to evaluate the performance of the Board as a

whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Corporate Governance and Nominating Committee for changes when appropriate;

- (l) in collaboration with the Corporate Governance and Nominating Committee support the director recruitment process, as well as the orientation of new, and the continued education of, incumbent directors; and
- (m) provide additional services required by the Board.

D2L INC.

POSITION DESCRIPTION OF COMMITTEE CHAIR

The Board of Directors (the “**Board**”) of D2L Inc. (the “**Company**”) is responsible for supervising the management of the business and affairs of the Company. In furtherance thereof, the Board has delegated certain of its authority to Board committees. The chairs of such committees of the Board are principally responsible for overseeing the operations of their respective committees.

Without limitation to the foregoing, each committee chair shall:

- (a) provide leadership to foster the effectiveness of the committee;
- (b) ensure there is an effective relationship between the Board and the committee, including by providing a report to the Board on material matters considered by the committee at the next regular Board meeting following each committee meeting;
- (c) report to the Board on significant committee deliberations and discussions, and on the committee’s recommendations;
- (d) in consultation with the other members of the committee and the Board, where appropriate, prepare the agenda for each meeting of the committee;
- (e) ensure that timely and relevant information is provided to the committee members as required for the proper performance of their duties;
- (f) ensure that the committee is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of senior management any issues that are preventing the Board from being able to carry out its responsibilities;
- (g) chair committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;
- (h) ensure that the appropriate mandate for the committee is in effect and assist the Corporate Governance and Nominating Committee in making recommendations for amendments to the mandate;
- (i) together with the Corporate Governance and Nominating Committee, ensure that an appropriate system is in place to evaluate the performance of the committee as a whole and the committee’s individual members, and make recommendations to the Corporate Governance and Nominating Committee for changes when appropriate; and
- (j) provide additional services required by the Board and the committee.

D2L INC.

POSITION DESCRIPTION OF LEAD DIRECTOR

To reinforce the independence of the Board of Directors (the “**Board**”) of D2L Inc. (the “**Company**”), as long as the Chair of the Board is not an independent director, the Board shall appoint a lead director (the “**Lead Director**”) from among the independent members of the Board. The Lead Director shall provide a source of leadership for the Board, complementary to that of the Chair of the Board, but independent of management of the Company.

For purposes of this position description, the Lead Director will be independent if they meet the definition of independence as set out in both National Instrument 52-110 – *Audit Committees*.

Without limitation to the foregoing, the Lead Director shall:

- (a) provide leadership to ensure the Board functions effectively and independently of management of the Company and other non-independent directors;
- (b) act as an advisor to senior management in matters concerning the interests of the Company;
- (c) provide advice to the Chair of the Board concerning the preparation of the agenda for each meeting of the Board;
- (d) together with the Chair of the Board, ensure that timely and relevant information is provided to the Board as required for the proper performance of their duties;
- (e) together with the Chair of the Board, ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bring to the attention of senior management any issues that are preventing the Board from being able to carry out its responsibilities;
- (f) chair meetings of independent Board members without management present and act as liaison between the independent directors and the Chair of the Board and management of the Company;
- (g) chair Board meetings when the Chair of the Board is not in attendance, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (h) together with the Chair of the Board, ensure that the appropriate committee structure is in place and assisting the Corporate Governance and Nominating Committee in making recommendations for appointment to such committees;
- (i) together with the Chair of the Board, be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board’s mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board; and
- (j) provide additional services required by the Board.

D2L INC.

POSITION DESCRIPTION OF CHIEF EXECUTIVE OFFICER AND PRESIDENT

The Chief Executive Officer and President (“**CEO**”) is primarily responsible for the overall management of the business and affairs of D2L Inc. (the “**Company**”). In this capacity, the CEO shall establish the strategic and operations priorities of the Company and provide leadership for the effective overall management of the Company. The CEO is directly responsible to the Board of Directors of the Company (the “**Board**”) for all activities of the Company.

Without limitation to the foregoing, the CEO shall:

- (a) develop and recommend to the Board a long-term strategy and vision for the Company that is consistent with creating stakeholder value;
- (b) develop and recommend to the Board annual business and operational plans, policies and budgets that support the Company’s long-term strategy;
- (c) provide leadership and vision, maintain a high level of employee morale and motivation, with a view to ensuring the implementation of the Company’s strategy;
- (d) establish the strategy and optimization of the day-to-day operations of the business with input from the senior leadership team;
- (e) develop and motivate executive officers, and provide overall management to ensure the effectiveness of the leadership team;
- (f) consistently strive to achieve the Company’s financial and operating goals and objectives and maintain the operation oversight of financial results;
- (g) provide oversight to ensure proper and sufficient resources are in place to support the delivery of the strategic plans.
- (h) (ensure that proper organizational structure and reporting lines are in place to support the delivery of the strategic plans.
- (i) after consideration of the objectives of the Diversity Policy of the Company, make recommendations to the Corporate Governance and Nominating Committee of the Board respecting the appointment of the Chief Financial Officer, all senior management reporting directly to the Chief Executive Officer and all other officers appointed by the Board (collectively “**Senior Management**”);
- (j) make recommendations to the Corporate Governance and Nominating Committee of the Board respecting the compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) of members of Senior Management;
- (k) ensure that succession plans are in place for the Company (which also reflects consideration of the Company’s Diversity Policy);
- (l) ensure that the Board remains fully informed through direct communication with the Lead Director, the Chair of the Board and the Board on all significant matters;

- (m) together with the Company's Chief Financial Officer, establish, maintain, and supervise the design of appropriate disclosure controls and procedures and internal control over financial reporting;
- (n) serve as the Company's chief spokesperson (including communication with shareholders and regulators), subject to the direction of the Board;
- (o) foster and maintain a positive image and reputation of the Company, including a corporate culture that promotes integrity and ethical values throughout the organization; and
- (p) ensure compliance by the Company and its personnel with all applicable laws, rules and regulations, as well as the Company's Code of Conduct and any other policies of the Board in effect from time to time.