

POINTS INTERNATIONAL LTD.

POSITION DESCRIPTION
CHAIRMAN OF THE BOARD

GENERAL

This position description describes the appointment, role and responsibilities of the Chairman (the “Chairman”) of the Board of Directors of Points International Ltd. (“Points”). It should be read together with the:

- written mandate of the Board (the “Board Mandate”); and
- position description of the chief executive officer (the “CEO”);

all as such documents may be amended from time to time.

A “Director” means any member of the Board.

OFFICE OF THE CHAIRMAN

The Board shall appoint the Chairman on terms and conditions that it considers appropriate.

RESPONSIBILITIES OF THE CHAIRMAN

Board Leadership

The Chairman will provide leadership to Directors in discharging their mandate as set out in the Board Mandate, including by:

- leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;
- promoting cohesiveness among the Directors; and
- being satisfied that the responsibilities of the Board and its Committees are well understood by the Directors.

Relationship with Chief Executive Officer

The Chairman shall provide advice, counsel and mentorship to the CEO.

Information Flow

The Chairman shall promote the delivery of information to the Directors on a timely basis to keep the Directors fully apprised of all matters which are material to Directors at all times.

The Chairman shall be satisfied that the information requested by any Director is provided and meets the needs of that Director.

Meetings of the Board

In connection with meetings of the Directors, the Chairman shall be responsible for the following:

- scheduling meetings of the Directors;
- coordinating with the chairmen of the committees of the Directors to schedule meetings of the committees;
- ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Corporation;
- setting the agenda for meetings of the Board;
- monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- presiding over meetings of the Directors; and
- encouraging free and open discussion at meetings of the Board.

Meetings of Shareholders

The Chairman shall preside over meetings of Points' shareholders.

Other Responsibilities

The Chairman shall perform such other functions:

- as may be ancillary to the duties and responsibilities described above; and
- as may be delegated to the Chairman by the Board from time to time.

This position description is subject to the *Canada Business Corporations Act* and to Points' articles and by-laws, all as amended from time to time.