



POSITION DESCRIPTION FOR LEAD INDEPENDENT DIRECTOR

The board of directors (the “**Board**”) of GFL Environmental Inc. (the “**Company**”) shall select one of the independent members of the Board to be appointed as the lead independent director (the “**Lead Independent Director**”) of the Board. If the Board has a non-executive chair, then the role of the Lead Independent Director will be filled by the non-executive chair of the Board.

The Lead Independent Director shall facilitate the functioning of the Board independently of the senior executives of the Company and provide independent leadership to the Board and to the individual directors (the “**Directors**”) on the Board.

The duties and responsibilities of the Lead Independent Director shall be as follows:

- work collaboratively with the chair of the Board (the “**Chair**”), if any, and the chief executive officer of the Company with respect to Board governance and Board processes;
- provide independent leadership to enable the Board to effectively carry out its duties and responsibilities independently from the senior executives of the Company;
- provide advice, counsel and mentorship to the senior executives of the Company and fellow Directors;
- in consultation with the Chair, work to facilitate an effective relationship between senior executives of the Company and the Directors;
- work with the Chair, if any, and other senior executives of the Company, as appropriate and as required, in assisting and monitoring progress of their respective mandates and duties;
- seek to ensure the proper flow of information to the Board;
- ensure that the independent Directors have the opportunity to meet separately without non-independent Directors and senior executives of the Company present, as applicable and as required;
- chair meetings of the Board when the Chair is not in attendance, if any,;
- to the extent applicable, chair the meetings of the independent Directors and prepare the agendas for such meetings;
- be 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 Independent Director or the independent Directors as a group; and
- carry out special assignments or any functions as requested by the Board or the independent Directors.

Dated: March 5, 2020

Approved by: Nomination, Governance and Compensation Committee
Board of Directors of the Company