

**MANDATE OF THE LEAD INDEPENDENT DIRECTOR
OF
FIRST NATIONAL FINANCIAL CORPORATION
(the “Corporation”)**

1. ROLE

The Lead Independent Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the Board of Directors may determine.

2. APPOINTMENT

If the offices of Chair of the Board and Chief Executive Officer of the Corporation, are held by the same person, the independent members of the Board of Directors will appoint after each annual meeting of shareholders an independent Director to serve in a lead capacity (the “**Lead Independent Director**”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year.

3. ACCOUNTABILITIES AND RESPONSIBILITIES

The Lead Independent Director shall have the accountabilities and responsibilities set out below.

(1) Functions as Liaison with the Chairman and CEO

Serves as a liaison between the independent Directors and the Chair and CEO and forwards questions, comments and suggestions to the Chair and CEO.

(2) Calls Meetings of Independent Directors

Has the authority to call meetings of the independent Directors and serves as chair of such meetings.

(3) Authorizes Retention of Outside Advisors and Consultants

Authorizes the retention of outside advisors and consultants who report directly to the Board of Directors on board-wide issues, as necessary.

(4) Shareholder Communication

If required by shareholders, ensures that he/she is available, when appropriate, for consultation and direct communication.

(5) Information to Board

Request information to be sent to the Directors on matters of interest.

This Mandate of the Lead Independent Director of the Corporation was approved by the Directors on February 27, 2018 and may be amended from time to time.