

ACE Aviation Holdings Inc. ("Corporation")

Mandate of the Lead Director

The Lead Director is the director elected from among the Board's independent directors and designated as such. The Lead Director will consult with the Chairman, President and Chief Executive Officer (the "CEO") to develop the agenda for Board meetings, Board procedures and the composition of the Board Committees. The Lead Director shall be entitled to convene executive sessions of the independent directors to assess the CEO, assess corporate performance, conduct Board evaluations and consider other matters as the independent directors may deem appropriate.

The Lead Director shall ensure that the Board carries out its responsibilities effectively. The responsibilities of the Lead Director's shall include the following:

- ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood and respected;
- ensuring that the Board works as a cohesive team and providing the requisite leadership to achieve this;
- ensuring that the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- ensuring that a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis;
- ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the Board and committees is assessed on a regular basis;
- consulting with the CEO to set the agendas of the Board's meetings;
- Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structures and composition, scheduling, and management of meetings;
- ensuring that, where functions are delegated to a Committee, the functions are carried out and results are reported to the Board. Without limiting them, examples of such functions could include:
 - assessing the performance of the CEO;
 - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management;
 - ensuring that succession planning for the Board is carried out; and

- ensuring an adequate orientation and training program for new Board members and an education program for existing directors are in place.
- acting as chair of the Governance and Corporate Matters Committee;
- approaching potential candidates (with or without the CEO) once they are identified, to explore their interest in joining the Board;
- being available as a resource to consult with the CEO and other directors on corporate governance practices and policies, and assuming the leadership role in addressing issues of this nature if under the circumstances it is inappropriate for the CEO to assume such leadership;
- acting as the spokesperson for the Corporation in the event of the absence or the incapacity of the Chairman;
- considering, together with the Chairman, questions of conflict of interest of the directors, as such questions arise; and
- considering questions of conflict of interest of the CEO, if such questions arise.

Term

The Lead Director shall be appointed from time to time by, and shall hold office as decided by the Board.

Meetings of Independent Directors

At each Board meeting, non-management directors will consider if a meeting under the chairmanship of the Lead Director would be appropriate. Additional meetings may be held at the request of any director. The Lead Director will forward to the Chairman any questions, comments or suggestions of the directors.

Advisers

The Lead Director shall have full and complete access to management and any outside advisers and counsel to the Corporation.

December 15, 2005