



Position Description for the Chairman

Purpose

The Chairman of the Board (the "Chairman") is appointed by the board of directors (the "Board") of Cequence Energy Ltd. (the "Corporation") at the first meeting of the Board following the annual meeting of shareholders and thereafter serves until he resigns or his successor is chosen. The Chairman shall satisfy the independence, financial literacy and experience requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.

The purpose of the Chairman is to assist the Board in effectively discharging its duties, responsibilities and obligations to the Corporation and to be satisfied that the Board functions independently of management.

Responsibilities

The Chairman shall:

- be satisfied that the Board is alert to its obligations to the Corporation and to its shareholders;
- determine the dates and locations of the meetings of the Board and the shareholders;
- require the Board to meet at least four times annually and as many additional times as necessary for the Board to carry out its duties and responsibilities effectively;
- approve agendas for Board meetings after being satisfied such agenda enables the Board to successfully carry out its duties;
- ensure that all business that is required to be brought before a meeting of shareholders is brought before a meeting of shareholders;
- maintain a liaison and communication with all members of the Board and the committee chairs to co-ordinate input from all members of the Board, and optimize the effectiveness of the Board and its committees;
- endeavour to attend all meetings of the Board and the shareholders;
- be satisfied that the Board receives adequate and regular updates from the management on all issues important to the welfare and future of the Corporation;
- be satisfied that information requested by members of the Board or committees of the Board is provided and meets their needs;
- review conflict of interest issues with respect to members of the Board as they arise;

- provide leadership to enable the Board to act as a team in carrying out its duties and responsibilities;
- chair *in camera* meetings of the Board, without management present, at every Board meeting; and
- provide advice, counsel and mentorship to the fellow members of the Board.

Appointment and Role of the Chairman

The Chairman shall:

- satisfy the independence requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules;
- manage the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively and operates independently of management; and
- satisfy himself or herself that the responsibilities of the Board are well understood and respected by both the Board and management.

Procedures

Term of the Chairman

The Chairman shall be appointed from time to time by, and shall hold office at the pleasure of, the Board.

Vacancies

Where a vacancy occurs at any time in the office of Chairman, it may be filled by the Board.

Absence of Chairman

If the Chairman is not present at any meeting of the Board, one of the other independent members of the Board who is present at the meeting shall be chosen by the Board to act as Chairman for the purpose and duration of such meeting.

Review of Terms of Reference

The Board shall review the adequacy of this position description annually or otherwise as it deems appropriate (so long as such review is conducted at least on an annual basis). Such review shall include the evaluation of the performance of the Chairman in light of this position description and the terms of reference of the Board of Directors.