

**KIWETINOHK ENERGY CORP.
POSITION DESCRIPTION FOR
CHIEF EXECUTIVE OFFICER**

1.0 Purpose and Scope

To describe the responsibilities and duties of Kiwetinohk's CEO.

2.0 Definitions

"**Board**" means Kiwetinohk's board of directors.

"**CEO**" means Chief Executive Officer of the Corporation.

"**CFO**" means Chief Financial Officer of the Corporation.

"**Chair**" means the Chair of the Board.

"**Code of Conduct**" means the code of conduct of the Corporation.

"**Kiwetinohk**" or the "**Corporation**" means Kiwetinohk Energy Corp. and includes its subsidiaries where the context requires.

"**Lead Director**" means the Lead Director of the Board.

3.0 Principles and Rules

The CEO is appointed by, and reports to, the Board. The CEO's fundamental responsibility is to oversee Kiwetinohk's business and affairs.

The CEO has the powers and duties as set out in Kiwetinohk's by-laws, and as otherwise specified by the Board from time to time. The CEO will liaise with the Chair and/or the Lead Director (if any) and report directly to the Board at Board meetings. References to the Chair also include the Lead Director (if any) as appropriate.

The CEO is responsible for meeting the corporate objectives of the Corporation, and shall manage and oversee the day-to-day operations of the Corporation, which shall include but not be limited to the following (which is not exhaustive):

- (a) provide leadership and vision for the Corporation, and effectively communicate the vision and values to all employees;
- (b) devote substantially all of his or her working time to the business and affairs of the Corporation;
- (c) develop and recommend strategic plans to the Board that ensure the Corporation's achievement of its business objectives are in alignment with its core values and that it conducts business in accordance with the Code of Conduct;

- (d) establish processes and specific performance measures that clearly support the Corporation's long-term strategy;
- (e) develop and maintain an effective organizational structure for the Corporation by delegating to senior management, where appropriate and in line with approved delegations of authority set by the Board, certain functions and responsibilities required to meet objectives and grow the Corporation while retaining oversight and ultimate responsibility over the discharge of these functions and responsibilities;
- (f) together with the CFO, develop and implement the Corporation's annual corporate budget and establish long-term financial objectives consistent with the business strategy;
- (g) regularly review and report to the Board on corporate progress and results against operating and financial objectives and make timely changes to strategy, structure and resource allocation in accordance with this performance assessment;
- (h) act as a liaison between management and the Board, working closely with the Chair and the Lead Director (if any) with a view to ensuring the Board is kept fully informed of the material undertakings and activities of the Corporation, and management's objectives align with the business strategy approved by the Board;
- (i) foster an understanding and respect for the differing mandates and responsibilities of the Board and management;
- (j) meet with the Chair, the Lead Director (if any), the Board and committees of the Board on material matters or those not otherwise delegated by the Board and ensure the Chair, the Lead Director (if any) and other Board members are provided with all relevant information on a timely basis and have the necessary access to senior management to enable the Board to fulfill its obligations and make decisions;
- (k) foster a culture that promotes ethical practices and decision-making, diversity, individual integrity and social responsibility;
- (l) together with the CFO, (i) establish and maintain effective disclosure controls, internal controls and management information systems to ensure the accuracy and integrity of the Corporation's financial reporting and public disclosure, (ii) oversee the implementation of key corporate policies, including in respect of corporate governance, risk management and financial reporting, and (iii) exercise diligence in making the appropriate certifications required under governing legislation;
- (m) act as principal spokesperson for the Corporation and effectively engage in dialogue and maintain relationships with stakeholders (including indigenous communities), investors and industry;
- (n) ensure public disclosure is appropriate and timely;

- (o) advise the Board with respect to the principal risks for the Corporation and any emerging risks emanating from industry, financial markets, governments and regulations, including climate-related risks;
- (p) establish, maintain and report to the Board on the Corporation's risk assessment processes and procedures and ensure there is an appropriate emphasis on risk management in management's approach to business decisions and that the business risks undertaken by management are within the guidelines established by the Board;
- (q) ensure operations are conducted in accordance with laws, regulations, industry standards and internal policies;
- (r) mentor individuals in senior management and establish, and regularly review with the Board, a plan for senior management development and succession. Assess the performance of management; and.
- (s) if requested, serve as an officer and/or a director of any of the Corporation's subsidiaries or other entities in which the Corporation has a significant interest.

4.0 Other Matters

The CEO will also perform any function required of a CEO by any legislation, stock exchange or internal policy and any other duties established by the Board from time to time.

5.0 Related Policies and Mandates

Board Mandate

Position Description for Chair of the Board

Position Description for Lead Director of the Board

Code of Conduct

Disclosure Policy

6.0 Review and Modification

The Governance and Nominating Committee of the Board will review this Position Description annually, with changes or modifications (if any) recommended to the Board for approval.

Approved by the Board on November 23, 2021.