

**KIWETINOHK ENERGY CORP.
POSITION DESCRIPTION FOR
CHAIR OF THE BOARD**

1.0 Purpose and Scope

To describe the responsibilities and duties of Kiwetinohk's Chair of the Board.

2.0 Definitions

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

"**Board Mandate**" means the mandate of the Board.

"**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.

3.0 Principles and Rules

The fundamental responsibility of the Chair is to provide leadership to the Board and act as a direct liaison between the Board and management of the Corporation.

The Chair will be a non-executive member of the Board unless otherwise determined by the Board. If the Chair is not independent (as determined by the Board), and an independent Lead Director has been appointed, the Chair will consult with, or assign responsibility to, the Lead Director as appropriate.

3.1 Duties and Responsibilities

- (a) Provide leadership to the Board and facilitate teamwork and communication to enhance the effectiveness of the Board.
- (b) Oversee the Board's discharge of its obligations and responsibilities, including those specified in the Board Mandate, ensuring that the Board functions independently from management, is involved in decision-making where appropriate and conducts its business in accordance with the Code of Conduct.
- (c) Oversee and monitor work of the committees of the Board to ensure that delegated functions are carried out and reported to the Board.
- (d) Ensure that the resources available to the Board and its committees are adequate to support their work, and assist with the retention of external advisors, if required.
- (e) Provide advice, counsel and mentorship to individual directors, to improve performance or, when appropriate, to transition them from the Board.

- (f) Receive reports from the Corporate Secretary of Kiwetinohk or any other responsible individual and internal audit.
- (g) Keep well informed of the major operations of the Corporation and the economic and political environment in which it operates, and maintain regular contact with the Chief Executive Officer and other executive officers of the Corporation, acting as a sounding board and advisor.
- (h) Manage and clarify the boundaries between Board and management responsibilities while fostering a constructive and professional working relationship.
- (i) Act as the principal liaison between the Board and management, working closely with the Chief Executive Officer of the Corporation with a view to ensuring that management strategies, plans and performance are clearly represented to the Board, Board resolutions are implemented and the Board is kept up to date on all issues of relevance to the Corporation.
- (j) Assist in monitoring and evaluating the performance of the Chief Executive Officer of the Corporation and other officers, and provide input with respect to compensation and succession planning.
- (k) Chair meetings of the Board and of the shareholders, ensuring that such meetings are duly convened to conduct business and are conducted in an efficient, effective and focused manner.
- (l) Assist in setting the agenda for each meeting of the Board and bring forward for consideration matters within the mandate of the Board.
- (m) Carry out any other appropriate duties and responsibilities assigned by the Board.

4.0 Other Matters

N/A

5.0 Related Policies and Mandates

Board Mandate

Position Description for Lead Director of the Board

Code of Conduct

Board and Committee Meeting Guidelines

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.