

**KIWETINOHK ENERGY CORP.
POSITION DESCRIPTION FOR
LEAD DIRECTOR OF THE BOARD**

1.0 Purpose and Scope

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

2.0 Definitions

"Board" means Kiwetinohk's board of directors.

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

"Independent Director" means a director of the Board with no direct or indirect "material relationship" (as such term is defined in National Instrument 52-110 - *Audit Committees of the Canadian Securities Administrators*) with 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 fundamental responsibility of the Lead Director is to provide leadership to the Board and act as a direct liaison between the Independent Directors and management.

If the Chair of the Board is not an Independent Director, the Independent Directors will select one of the members of the Board to be appointed Lead Director for such term as the Independent Directors may determine.

3.1 Duties and Responsibilities

- (a) In conjunction with the Chair of the Board, manage the affairs of the Board, including being satisfied that the Board operates independently of management and is alert to its obligations to the Corporation and its stakeholders, and conducts its business in accordance with the Code of Conduct.
- (b) Enhance the ability of the Board to act independently of management and directors that are not Independent Directors.
- (c) Act as a liaison between the Chair of the Board and the Independent Directors on sensitive issues.
- (d) Ensure that the Independent Directors have an opportunity to meet separately without directors that are not Independent Directors and senior executives of the Corporation present, as applicable, and as required, including by meeting in a separate in camera session at each Board meeting.

- (e) Be satisfied that the Corporation and the Board meet their obligations and responsibilities relating to corporate governance practices.
- (f) Review conflict of interest issues with respect to members of the Board as they arise.
- (g) In conjunction with the Governance and Nominating Committee of the Board, review and assess director attendance, performance, compensation and the size and composition of the Board and its committees.
- (h) If and when appropriate, consult and meet with any or all of the Independent Directors and represent such directors in discussion with management or directors that are not Independent Directors on corporate governance issues and other matters; be satisfied that questions and comments of Independent Directors are heard and addressed.
- (i) Be available, when appropriate and if requested, for consultation and direct communication with the shareholders of the Corporation for questions and discussions that are directed to the Lead Director or the Independent Directors as a group.
- (j) Chair Board meetings when the Chair of the Board is unavailable or when there is any potential conflict between the Chair of the Board and the Corporation.
- (k) Ensure that the different duties, responsibilities and roles of the Board are clearly understood by both the Board and management and the boundaries between the Board and management are clearly understood.
- (l) Work with the Chair of the Board and the other directors of the Board to ensure the Board receives appropriate and timely information, material and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities.
- (m) Carry out such other duties and responsibilities as the Board may request from time to time.

4.0 Other Matters

N/A.

5.0 Related Policies and Mandates

Board Mandate

Position Description for Chair of the Board

Code of Conduct

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.