

# BIRCHCLIFF

## ENERGY

### CHAIRMAN OF THE BOARD OF DIRECTORS AND COMMITTEE CHAIRS – POSITION DESCRIPTIONS

#### Chairman of the Board of Directors

The principal role of the Chairman (the “**Chairman**”) of the Board of Directors (the “**Board**”) of Birchcliff Energy Ltd. (the “**Corporation**”) is to organize and manage the affairs of the Board and provide overall leadership to the Board in order for it to function effectively and fulfill its duties and responsibilities.

Without limiting the generality of the foregoing, the duties and responsibilities of the Chairman include the following:

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities, including those relating to corporate governance matters.
- The Chairman shall endeavour to ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner.
- Working with the assistance of the independent lead director of the Corporation (the “**Lead Director**”), ensure that the Board is able to function independently of management and meets regularly in the absence of management with internal personnel or outside advisors, as needed or appropriate.
- Facilitate deliberations of the Board to enhance overall Board effectiveness. Without limiting the generality of the foregoing, the Chairman shall endeavor to:
  - encourage Board members to ask questions and express view points during meetings; and
  - deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- Provide advice, counsel and mentorship to individual directors.
- Working with the management of the Corporation, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.
  - The Chairman shall endeavour to ensure that the Board meets at least four times annually and as many additional times as necessary to carry out its duties effectively.
- Assist the corporate secretary of the Corporation in the co-ordination of the agenda and information packages for Board meetings and ensure the timely dissemination thereof.
- Chair meetings of the Board and the shareholders of the Corporation, ensuring that such meetings are duly convened to conduct business and are conducted in an efficient, timely and focused manner.
  - In accordance with the terms of reference for the Lead Director, in the absence of the Chairman or where the Chairman has excused himself due to any potential conflict, the Lead Director shall preside at meetings of the Board and meetings of the shareholders of the Corporation.

- Review and sign minutes of Board and shareholder meetings.
- Oversee the administration of the annual evaluation of the performance and effectiveness of the Board and its Committees and review the results thereof.
- When appropriate, assist directors in their transition from the Board, support the orientation of new directors and the continuing education of current directors.

### **Committee Chairs**

The principal role of the Chair of any Committee of the Board is to organize and manage the business of the Committee.

Without limiting the generality of the foregoing, the duties and responsibilities of the Chair of any Committee include the following:

- Ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities.
- Working with the management of the Corporation, establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.
- Ensure that the Committee functions independently of management and meets regularly in the absence of management with internal personnel or outside advisors, as needed or appropriate.
- Assist the corporate secretary of the Corporation in the co-ordination of the agenda and information packages for Committee meetings.
- Liaise and communicate with the Chair of the Board to provide input from the Committee for Board meetings.
- Chair meetings of the Committee.
- Review and sign minutes of Committee meetings.

Approved and Adopted: March 28, 2022.