



PRAIRIE PROVIDENT RESOURCES INC.

**CHAIR OF THE BOARD OF DIRECTORS
POSITION DESCRIPTION**

This Position Description of the chair (the "Chair") of the board of directors (the "Board") of Prairie Provident Resources Inc. (the "Corporation") is adopted by the Board as of September 13, 2016.

The Chair is appointed by, reports to and serves at the pleasure of the Board.

The primary role of the Chair is to co-ordinate the affairs of the Board and promote its effective functioning, to facilitate interaction between the Board and management of the Corporation, and to work with management to promote and foster positive and effective relationships between the Corporation and its various stakeholders. In doing so, the Chair is expected to maintain frequent and open communications with the Chief Executive Officer (the "CEO") of the Corporation and with other Board members.

In furtherance of this role, the Chair shall have the following responsibilities, and in addition to the activities specifically described in this Position Description may conduct such activities incidental thereto that the Chair determines to be appropriate or as may otherwise be delegated or assigned to the Chair from time to time by the Board:

Leadership

- provide leadership to the Board on matters of corporate governance and in fulfilling its fiduciary duties and responsibilities under the Board charter (the "Charter");
- obtain reasonable assurance that the Board's responsibilities are understood by all members;
- oversee the direction, organization and administration of the Board;
- arrange for the engagement of independent legal counsel or such other advisors as the Board may determine to be necessary or desirable, as provided in the Charter, and represent the Board in dealings with such independent legal counsel or other advisors, as applicable;
- assist in the orientation of new Board members, and encourage Board members to participate in relevant orientation and/or continuing education opportunities relevant to the member's responsibilities;

- review the independence and other qualification criteria applicable to Board membership and their application to each director;
- arrange for and oversee the Board's annual performance self-evaluation as provided in the Charter, and in connection therewith obtain input from all Board members and appropriate officers of the Corporation;
- act as the principal contact between the Board and management of the Corporation ("Management");
- build and maintain an effective and constructive working relationship with Management;
- apprise Management of issues of concern to the Board as well as any concerns communicated to the Board by other stakeholders;
- be available to individual Board members to discuss issues of concern or interest relating to their duties as directors of the Corporation;
- facilitate the presentation to the Board of Management proposals and recommendations regarding the business and affairs of the Corporation, including strategies and plans;
- facilitate open and effective communication between Board members, between the Board and its committees (each, a "Committee"), and between the Board and Management;
- coordinate with the chair of each Committee on matters for which the Committee is responsible, and work with the Committee chair to facilitate the performance of such responsibilities;
- facilitate the dissemination of relevant information to Committees, and in connection therewith make any necessary arrangements with Management;
- facilitate the regular holding of meetings or sessions of independent directors without non-independent directors or Management;
- provide guidance and assistance to the CEO on significant corporate events;
- assist the CEO in the development of corporate strategies;
- with the assistance of applicable Committees, lead the Board in monitoring and evaluating the performance and effectiveness of the CEO and, together with the CEO, other senior management of the Corporation;
- promote the effective functioning of the Board independent of Management;
- lead the Board's consideration of its structure and organization, including the appropriateness of its Committees and the appointment of Committee members;
- be available for direct communications with significant stakeholders, upon request and as the Chair may consider to be appropriate;

- preside as chair at shareholders' meetings;

Board Meetings

- preside at all Board meetings (including in camera sessions);
- arrange for Board meetings to be held at such times and intervals as the Chair considers necessary or desirable to carry out the Board's responsibilities, and in connection therewith approve a schedule for regular meetings of the Board;
- approve the agenda for each Board meeting in consultation with the CEO, relevant Committee chairs and, as considered appropriate by the Chair, other directors;
- accommodate where practicable any requests from a Board member that additional items be included on the agenda for a Board meeting;
- co-ordinate with Committee chairs to arrange Committee input and reporting at Board meetings;
- arrange for the Board to receive relevant and comprehensive reports and presentations from Management and appropriate advisors;
- prior to each Board meeting, arrange for (i) the dissemination to Board members of information and materials pertinent to the agenda items, (ii) the identification of matters requiring the approval or recommendation of the Board, and (iii) the presentation of agenda items, and coordinate such matters with the CEO, relevant Committee chairs and appropriate advisors;
- cause necessary resolutions to be properly tabled for consideration and action;
- ensure sufficient time during Board meetings to fully discuss agenda items;
- facilitate open and frank discussion by encouraging questions and the expression of different views, and allowing reasonable time for discussion;
- avoid deadlock and promote constructive decision-making by the Board; and
- absent extenuating circumstances, cause an in camera session to be held without Management at each regular Board meeting.

Notwithstanding the responsibilities described herein, nothing in this Position Description is intended to create, or shall be construed as creating, any personal duty or liability on the part of the Chair, beyond those duties and liabilities specifically provided for under applicable law.