

## **NUVISTA ENERGY LTD.**

### **POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD**

The following sets forth the terms of reference for the chair ("**Chair**") of the board of directors (the "**Board**") of NuVista Energy Ltd. ("**NuVista**"):

#### ***Introduction***

- The Chair is appointed annually by and reports to the Board;
- The Chair's primary role is managing the affairs of the Board, ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board; and
- The Chair maintains ongoing communications with the chairs of the committees of the Board and with such other officers and employees of NuVista as the Chair determines appropriate.

#### ***Duties and Responsibilities***

##### **Working With the Board**

The Chair has the responsibility to lead the Board in carrying out its mandate.

##### **Managing the Board**

The Chair has the responsibility to:

- assist the Board in understanding its obligations as a Board and pursuant to law;
- chair Board meetings;
- chair annual and special meetings of the shareholders of NuVista;
- establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate (provided, however, that Board meetings shall be called by the Chair as required by the *Business Corporations Act* (Alberta) and the by-laws);
- ensure the coordination of the agenda, information packages and related events for Board meetings;
- maintain a liaison and communication with Board members to coordinate input from Board members, and optimize the effectiveness of the Board; and
- ensure information requested by Board members is provided and meets their needs.

Last reviewed and reapproved March 8, 2016