

## **NUVISTA ENERGY LTD.**

### **POSITION DESCRIPTION FOR THE LEAD DIRECTOR**

The following sets forth the terms of reference for the lead director ("**Lead Director**") of the board of directors (the "**Board**") of NuVista Energy Ltd. ("**NuVista**");

#### ***Introduction***

- The Lead Director is appointed annually by and reports to the Board; and
- The Lead Director's primary role is to act as liaison between management and the independent directors to ensure the Board is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board.

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

- The Lead Director, in the absence of the Chair or were the Chair has excused himself due to a potential conflict, shall preside at meetings of the Board.
- The Lead Director shall chair the "in camera" portions of Board meetings held without management being present.
- The Lead Director shall assist the Chair to endeavour to ensure Board leadership responsibilities are conducted in a manner that allows the Board to function independently of management.
- The Lead Director will provide input to the Chair on preparation of agendas for meetings of the Board.
- The Lead Director shall be entitled to convene meetings of the Board with the concurrence of at least one other Director.
- The Lead Director shall meet annually with each director to obtain insight as to where they believe the Board and its committees could be operating more effectively.

Last reviewed and reapproved March 5, 2019