

POSITION DESCRIPTIONS

The Board has adopted the following position descriptions for the Chair of the Board and the Chair of each Committee of the Board.

Chair of the Board of Directors

In addition to the Chair's responsibilities as a director of the Corporation, as provided by the *Business Corporations Act* (Alberta) (the "Act"), and the Corporation's By-Laws, the Chair shall also have specific duties and responsibilities as set out below. In addition, the Chair shall have other such powers and duties as the Board may specify.

Provisions of the Corporation's By-laws:

"The Chair of the Board of Directors (the "Board") shall be a director and shall have such other duties and powers as the directors may specify and delegate. During the absence or disability of the Chair of the board, his duties shall be performed and his powers exercised by the Vice-Chair of the Board or by the President or by any other director designated by the directors.

The Chair of any meeting of the directors shall be the first mentioned of such of the following persons as has been appointed and who is a director and is present at the meeting: Chair of the Board, Vice-Chair of the Board, or President. If no such person is present, or if such persons decline to act, the directors present shall choose one of their numbers to be Chair."

Responsibilities

The Chair must act in the best interests of the Corporation and the shareholders within applicable legislation and best practices in corporate governance.

The Chair must set the appropriate atmosphere for the Board and its members, and will require a combination of relationship and consensus building skills to do so. The Chair must encourage directors to participate in healthy debate and take independent viewpoints when appropriate. The Chair must also provide the guidance and leadership to support a group perspective. Such an atmosphere is intended to promote ethical and responsible decision making, proper oversight of management and best practices in corporate governance.

Specific Undertakings

The Chair is specifically responsible to ensure that the following actions occur:

- (i) times and places of meetings of the Board and shareholders are determined and disseminated to appropriate parties;
- (ii) the Board meets a minimum of four times a year plus as many additional times as required to carry out its duties;
- (iii) the shareholders meet at least once annually and any other additional times as may be required by law or circumstances;
- (iv) all business required to be brought before a meeting of shareholders is brought before a meeting of shareholders;
- (v) all business required to be brought before the Board is brought before the Board in a manner that facilitates the Board in the performance of its duties to manage, or supervise the management of, the business and affairs of the Corporation;
- (vi) all business on the agenda of any Board or shareholder meeting is discussed, the discussion is closed, and the matter is brought to resolution as required;
- (vii) all meetings of the Board and shareholders are presided over by the Chair or allowable alternate;

- (viii) the Board meets, or has the opportunity to meet, at regular intervals without management present;
- (ix) the Board and its members and Board Committees are given leadership to assist with effectively carrying out their duties and responsibilities;
- (x) the President and Chief Executive Officer receives counsel and support from the Chair, the Board and its members; and
- (xi) alternative views of the Board members are given due consideration.

Chair of the Audit Committee

The primary functions of the Audit Committee are to fulfill the Board's oversight responsibilities as they relate to the Corporation's accounting policies, internal controls, disclosure controls, financial reporting practices, and legal and regulatory compliance.

Responsibilities

The Audit Committee Chair is appointed annually or more frequently if required, by the Board. The Chair is charged with oversight of the Committee. Oversight responsibilities include convening and presiding over Committee meetings and taking the lead role as a member of the Board in dealings with the external auditor.

Specific Undertakings

The Chair is specifically responsible to ensure that the following actions occur:

- (i) meetings are scheduled in sufficient number and at appropriate times of the year to facilitate proper continuous disclosure of the Corporation's financial performance and related documents;
- (ii) Committee members are kept current with any changes in the CICA Handbook that pertain to the Corporation;
- (iii) all disclosure documents that are required to be reviewed and approved by the Committee are reviewed, amended as required and approved;
- (iv) all members of the Committee are independent and financially literate within the guidelines of National Instrument 52-110 (*Audit Committees*);
- (v) new members to the Committee are recommended based on relevant education and experience;
- (vi) the Committee's findings, conclusions and recommendations are reported to the Board;
- (vii) an annual self-evaluation of the Committee is undertaken and the results reported to the Board;
- (viii) the Committee's terms of reference are reviewed at least annually and any proposed changes are recommended to the Board for approval;
- (ix) management is able to communicate with the Committee through the Chair during the intervals between scheduled meetings; and
- (x) the Chief Financial Officer receives counsel and support from the Chair, and the Committee's members.

Chair of the Human Resources, Compensation and Governance (HRC&G) Committee

The primary function of the HRC&G Committee is to assist the Board of Directors with all corporate governance related matters and in fulfilling its oversight responsibilities in relation to the Corporation's overall compensation and human resource philosophy.

The HRC&G Committee is responsible for reviewing, reporting and making recommendations to the Board on matters of human resources, corporate governance, Board composition, Board succession, and the formation and membership

of committees. The Committee has the responsibility to address governance issues; and also holds the responsibility of identifying, recruiting, nominating, endorsing, recommending appointment of, and orienting new directors. The Committee is also responsible for the content and application of the Corporation's Code of Conduct and the disclosure of the Corporation's corporate governance practices in response to legal and regulatory requirements. Other responsibilities of the Committee include ensuring that the mission and strategic direction of the Corporation is reviewed annually and that the Board and its committees carry out their functions in accordance with due process. The Committee is also responsible for assessing the effectiveness of the Board as a whole, the committees of the Board, and the contribution of each individual director. This also includes the assessment of the performance and compensation of the Chief Executive Officer and other officers. The Committee shall consist of at least three unrelated directors.

Responsibilities

The Chair of the HRC&G Committee bears primary responsibility for leading the Committee and is charged with oversight of the Committee. Oversight responsibilities include convening and presiding over Committee meetings. The Chair is appointed annually by the Board from the Committee's members and is responsible to schedule meetings of the Committee and establish the agenda and any related documents for the meetings. The Chair must provide leadership in developing and amending the Corporation's compensation philosophy and encourage orderly discussion among the Committee members. The Chair is responsible for reporting significant developments to the Corporation's Board.

Specific Undertakings

The Chair is specifically responsible to ensure the following actions occur:

- (i) the Committee is convened at least three times per year and an agenda is distributed in advance of the meeting;
- (ii) the annual *Report on Executive Compensation* is reviewed and, if required, amended, prior to inclusion in proxy materials;
- (iii) provides regular reports to the Board regarding the Committee's activities and decisions;
- (iv) the Committee's terms of reference are reviewed at least annually and any proposed changes are recommended to the Board for approval;
- (v) ensures periodic self-evaluations of the Committee's functions are performed and communicated to the Board;
- (vi) revises and provides recommendations to the Board on the Corporation's compensation philosophy, policies and guidelines, including controversial executive compensation practices;
- (vii) advises and gives counsel to other Board members of the Corporation on matters of compensation, reviews major activities and plans to ensure conformity with the Board's view on corporation compensation philosophy and policy;
- (viii) presents any proposed changes in major policies of the Corporation for Board action;
- (ix) retains and works with outside consultants and other advisors when necessary;
- (x) promotes legal and regulatory compliance in the Committee's activities;
- (xi) succession plans for the officers and for key employees of the Corporation are in place;
- (xii) manages meetings so that there is adequate time for review and discussion of all matters;
- (xiii) ensures that all members of the Board have been informed of and are aware of their duties and responsibilities as a director of the Corporation;

- (xiv) management is able to communicate with the Committee through the Chair during the intervals between scheduled meetings;
- (xv) assure assessments of the Board's' performance are conducted at least annually;
- (xvi) assure written statements affirming compliance with the Corporation's *Business Code of Conduct* are received from each employee annually;
- (xvii) any matters brought to the Chair by any employee, member of management or director is brought to the full Committee for review and reported to the Board;
- (xviii) Committee members are current with regulatory requirements and best practices pertaining to corporate governance;
- (xix) assure the development of clear position descriptions for the Chairman of the Board, Committee Chair and CEO roles;
- (xx) develop written corporate governance guidelines and mandate for the Board in which it explicitly acknowledges responsibility for the stewardship of the Corporation; and

develop and follow a process for identifying, recruiting and evaluating the potential of new directors.