



## **Position Description: Chair of the Board**

### The Overall Tasks and Responsibilities of the Board

The Board of Directors (the "**Board**") of Meren Energy Inc. (the "**Company**") is responsible for the stewardship of the Company. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Company. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board.

### Qualifications of the Chair of the Board

In order to act as Chair of the Board of the Company, the person must not be disqualified to serve as a director under Section 124 of the Business Corporations Act (British Columbia).

### Duties and Responsibilities of the Chair of the Board

1. The Chair shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders.
2. The Chair shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
3. The Chair shall be responsible to ensure that Board meetings function satisfactorily and that the tasks of the Board are handled in the most reasonable fashion under the circumstances. In this connection, it is recommended that the Chair attempt to ensure that the individual director's particular knowledge and competence are used as best as possible in the Board work for the benefit of the Company. The Chair shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
4. The Chair shall endeavour to ensure that the Board's discussions take place when as many of the directors as possible are present and that all essential decisions are made when as many of the directors as possible are present.
5. The Chair shall endeavour to establish a line of communication with senior management of the Company to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
6. The Chair shall endeavour to fulfill his or her Board leadership responsibilities in a manner that will ensure that the Board is able to function independently of management. The Chair shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management being present. The Chair shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Company in appropriate circumstances.
7. The Chair shall act as a liaison representing shareholders and the Board to management and representing management to the Board and shareholders.

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8. With respect to meetings of directors or shareholders, it is the duty of the Chair to enforce the rules of procedure. These duties include:
  - a. ensuring that the meeting is duly constituted;
  - b. ensure the meeting arrangements provide for reasonable accommodation of all attending Board members or shareholders;
  - c. confirming the admissibility of all persons at the meeting;
  - d. preserving order and the control of the meeting;
  - e. in respect of shareholders' meetings, appointing scrutineers if requested and instructing them in their duties;
  - f. rule on the validity of proxies; and
  - g. to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting.
9. The Chair shall also liaise with the Corporate Secretary of the Company to ensure that a proper notice and agenda has been disseminated, and that appropriate arrangements have been made for all Board and shareholder meetings to enable the participation of all attending Board members or shareholders, as applicable.

### Review of Position Description

The Chair, in consultation with the Board as a whole or in consultation with any appropriate committee of the Board, shall meet at least annually or more frequently, if required, with the Board or with any appropriate committee of the Board, to review and consider refinement of the position description for the Chair.