



Position Description: Lead Director

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 Lead Director

In order to act as Lead Director of the Company, the person must:

- a. not be disqualified to serve as a director under Section 124 of the *Business Corporations Act* (British Columbia); and
- b. be "independent" (as such term is used in National Instrument 58-101 – Corporate Governance Guidelines).

Duties and Responsibilities of the Lead Director

1. The Lead Director will provide input to the Chair on preparation of agendas for meetings of the Board.
2. The Lead Director shall be entitled to convene meetings of the Board with the concurrence of at least one other Director.
3. The Lead Director, in the absence of the Chair, shall preside at meetings of the Board.
4. The Lead Director shall assist the Chair to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of management and other non-independent Board members. The Lead Director shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management or non-independent Board members being present.
5. The Lead Director shall endeavour to ensure reasonable procedures are in place for directors to engage outside advisors at the expense of the Company in appropriate circumstances.
6. With respect to meetings of directors, it is the duty of the Lead Director, when conducting a meeting, to enforce the by-laws, and 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;
 - c. confirming the admissibility of all persons at the meeting;
 - d. preserving order and the control of the meeting; and
 - g. to ascertain the sense of the meeting by a vote on all questions properly brought before the

meeting.

7. When required the Lead Director 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 the specific Board meeting to enable the participation of all attending Board members.
8. The Lead Director shall consult and meet with any or all of the independent Board members, at the discretion of such Board members and with or without attendance of the Chair, and, as appropriate and without inhibiting direct communication, represent such Board members in discussions with the Chair on corporate governance and other matters.
9. The Lead Director shall assist in the process of conducting director evaluations.
10. The Lead Director shall be the primary contact for stakeholders who wish to contact independent directors.
11. The Lead Director shall perform such other duties and responsibilities as may be determined by the independent directors from time to time..

Review of Position Description

The Lead Director, in consultation with the Chair and 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 Lead Director.