

**SOURCE ENERGY SERVICES LTD.**  
**POSITION DESCRIPTION FOR CHAIR OF THE BOARD**

**1.0 Introduction**

The board of directors (the “**Board**”) of Source Energy Services Ltd. (the “**Company**”) has determined that, on the recommendation of the Compensation and Corporate Governance Committee, the Company should adopt a formal position description for the Chair of the Board (the “**Chair**”) in accordance with National Policy 58-201 – *Corporate Governance Guidelines*.

**2.0 Appointment**

The Board will select one of its members to be appointed Chair for such term as the Board may determine.

**3.0 Duties and Responsibilities**

The duties and responsibilities of the Chair as they relate to the following matters, are as follows:

**3.1 Leadership and Governance**

- (a) provide overall leadership to enhance the effectiveness and performance of the Board;
- (b) work with the other directors of the Board, to ensure that the Board is being provided with timely and relevant information necessary to discharge their statutory duties and responsibilities;
- (c) assist the Board, Board committees and the individual directors in effectively understanding and discharging their respective duties and responsibilities;
- (d) act as liaison between the Board and management.
- (e) oversee all aspects of the Board and Board committee functions to ensure compliance with the Company’ corporate governance practices;
- (f) organize and lead the Board in the conduct of its business in accordance with the Company’ Code of Business Conduct and Ethics;

**3.2 Corporate Social Responsibility**

- (a) provide overall leadership in corporate governance in support of the Company’ commitment to corporate social responsibility;
- (b) foster ethical and responsible decision making by the Board, Board committees and the individual directors;

**3.3 Board Meetings**

- (a) ensure the Board meets at least quarterly and otherwise as required;
- (b) preside as the chair of all meetings of the Board;
- (c) prepare the agenda for all meetings of the Board in consultation with the Chief Executive Officer and, as appropriate, the chair of each committee of the Board;
- (d) ensure that all matters required to be considered by the Board are brought to a meeting of the Board in a timely fashion;
- (e) ensure that all items set out in the agenda are properly discussed, considered and resolved including directing the dialogue in such a way that all directors are encouraged to and get the opportunity to actively participate in the discussion on each matter considered by the Board;
- (f) ensure sufficient time is provided to discuss agenda items;
- (g) create a cooperative atmosphere where Board members are encouraged to openly discuss, debate and question matters requiring Board attention in a constructive and productive fashion;
- (h) encourage dialogue and sharing of ideas and information – while consensus is most often desirable it should not be seen as necessary so long as each director has the opportunity to express his/her views;

- (i) ensure that the independent members of the Board meet in a separate *in camera* session at each Board meeting;

**3.4 Shareholder Meetings**

- (a) ensure the shareholders meet at least once a year and otherwise as required by applicable law;
- (b) preside as the chair at all meetings of the shareholders;
- (c) ensure that all items set out in the notice of meeting are properly discussed, considered and resolved;

**3.5 Board Committees**

- (a) ensure the duties and responsibilities of the Board committees are carried out in accordance with the Board committee charters;
- (b) assist the Board committees in bringing their recommendations forward to the Board for consideration;

**3.6 Board – Management Relationships**

- (a) ensure that the different duties, responsibilities and roles of the Board are clearly understood by both the Board and management and the boundaries between the Board and management are clearly understood;

**3.7 Other Duties**

- (a) carry out such other duties and responsibilities as the Board may request from time to time.

*Approved by the Board on February 10, 2017.*