



TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS CHAIR

The following sets forth the terms of reference of chairperson (the "**Chair**") of the board of directors (the "**Board**") of Bengal Energy Ltd. (the "**Corporation**"):

I. INTRODUCTION

- A. The Chair will be a member of the Board, will be appointed periodically as deemed appropriate by the Board and reports to the Board;
- B. The Chair manages the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively, meets its obligations and responsibilities, including those matters set forth in the Mandate of the Board of Directors and operates independently of management; and
- C. The Chair maintains on-going communications with the officers and employees of the Corporation as the Chair determines appropriate.
- D. In order to act as Chair, the director must:
 - (a) be qualified to serve as a director under Section 105 of the Business Corporations Act (Alberta); and
 - (b) be "independent" (as such term is used in National Instrument 58-201 – *Corporate Governance Guidelines* and is defined in the Company Manual of the Toronto Stock Exchange), unless the Board determines otherwise.

II. DUTIES AND RESPONSIBILITIES

The Chair has the responsibility to:

- (a) provide leadership to the Board;
- (b) assist the Board in effectively discharging its duties, responsibilities and obligations to the Corporation and to be satisfied that the Board functions independently of management; and
- (c) satisfy himself or herself that the responsibilities of the Board are well understood and respected by both the Board and management.

The Chair shall:

- (a) when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders;

- (b) 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;
- (c) endeavour 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 facilitate the use of each individual director's particular knowledge and competence for the benefit of the Corporation. The Chair shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and that clarity regarding decisions is reached and duly recorded;
- (d) endeavour to ensure that the Board's deliberations take place when as many of the directors as possible are present and that essential decisions are made when as many directors as possible are present;
- (e) endeavour to establish a line of communication with the Chief Executive Officer of the Corporation to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings;
- (f) 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 Corporation, as determined by the Board, in appropriate circumstances;
- (g) together with the Chief Executive Officer and/or Chief Financial Officer of the Corporation develop meeting agendas;
- (h) liaise with the Chief Executive Officer and/or Chief Financial Officer of the Corporation to ensure that a proper notice and agenda has been disseminated, and that appropriate accommodations have been made for all Board and shareholder meetings; and
- (i) with respect to meetings of directors or shareholders, it is the duty of the Chair to enforce the Rules of Order. These duties include:
 - (i) ensuring that the meeting is duly constituted;
 - (ii) ensuring the meeting provides for reasonable accommodation;
 - (iii) confirming the admissibility of all persons at the meeting;
 - (iv) reviewing conflict of interest issues with respect to members of the Board as they arise;
 - (v) preserving order and the control of the meeting;
 - (vi) in respect of shareholders' meetings, appointing scrutineers if requested and instruct them in their duties;

- (vii) ruling on the validity of proxies; and
- (viii) ascertaining the sense of the meeting by a vote on all questions properly brought before the meeting.

III. REVIEW OF TERMS OF REFERENCE

The Board shall review and assess these Terms of Reference annually or otherwise as it deems appropriate and recommend changes. Such review shall include the evaluation of the performance of the Chair against the criteria defined in the Terms of Reference.

Dated: March 28, 2018