



**TOUCHSTONE EXPLORATION INC.  
POSITION DESCRIPTION - CHAIRMAN OF THE BOARD**

**1. The Overall Tasks and Responsibilities of the Board**

The Board of Directors (the "Board") of Touchstone Exploration Inc. (the "Corporation") is responsible for the stewardship of the Corporation and its subsidiaries. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board.

**2. Qualifications of the Chairman of the Board**

In order to act as Chairman of the Board of the Corporation, the director must:

- (a) be qualified to serve as a director under Section 105 of the *Business Corporations Act* (Alberta); and
- (b) be an independent director within the meaning of National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, such that the director is independent of management and has no direct or indirect material relationship with the Corporation.

**3. Duties and Responsibilities of the Chairman of the Board**

- (a) The Chairman shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders of the Corporation.
- (b) The Chairman's primary role is managing the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and independent of management and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board of Directors.
- (c) The Chairman 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.
- (d) The Chairman 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 Chairman attempt to ensure that the individual director's particular knowledge and competence are utilized in the most effective manner for the benefit of the Corporation. The Chairman 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.
- (e) The Chairman, in conjunction with the Compensation and Governance Committee, shall:
  - (i) recommend Board committee members and Board committee chair appointments to the Board for approval; and
  - (ii) ensure that a process is in place for the assessment of the Board, committees of the Board and individual members of the Board.
- (f) The Chairman shall endeavour to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- (g) The Chairman 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 Chairman shall allow for in camera meetings of independent directors in the absence of management at every meeting of the Board. The Chairman shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances.

- (h) With respect to meetings of directors or shareholders, it is the duty of the Chairman to enforce the Rules of Order. These duties include:
  - (i) ensuring that the meeting is duly constituted;
  - (ii) ensuring that the meeting provides for reasonable accommodation;
  - (iii) confirming the admissibility of all persons at the meeting;
  - (iv) preserving order and the control of the meeting;
  - (v) in respect of shareholders' meetings, appointing scrutineers if requested and instructing them in their duties;
  - (vi) ruling on the validity of proxies; and
  - (vii) ascertaining the sense of the meeting by a vote on all questions properly brought before the meeting.
- (i) The Chairman shall also liaise with the Corporate Secretary 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.

#### **4. Relationship with the Chief Executive Officer**

- (a) The Chairman shall work with the Chief Executive Officer ("CEO") to ensure effective relations with the members of the Board, shareholders, other stakeholders and the public.
- (b) The Chairman shall act as the principal sounding board for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships.
- (c) The Chairman shall communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.

#### **5. Review of Position Description**

The Chairman of the Board, in consultation with the Board as a whole or in consultation with the Compensation and Governance Committee, shall meet at least annually or more frequently, if required, to review and consider refinement of the position description for the Chairman.