

## BIRCHCLIFF ENERGY LTD.

### TERMS OF REFERENCE FOR THE LEAD DIRECTOR

The following sets forth the terms of reference for the lead director (the “**Lead Director**”) of the board of directors (the “**Board**”) of Birchcliff Energy Ltd. (the “**Corporation**”):

#### Introduction

- The Lead Director is appointed by, reports to and serves at the pleasure of the Board.
- The Lead Director will be an “independent director”, as that term is defined in the then current laws applicable to the Corporation.
- The Lead Director’s primary role is to act as liaison between management and the independent directors to ensure that the Board is organized properly, functions effectively and meets its obligations and responsibilities.

#### Duties and Responsibilities

- The Lead Director shall assist the Chairman of the Board (the “**Chairman**”) in ensuring that the Board is able to function independently of management.
- The Lead Director shall chair the “in camera” portions of the Board meetings held without management or any non-independent director being present.
- The Lead Director, in the absence of the Chairman or where the Chairman has excused himself due to any potential conflict, shall preside at meetings of the Board and meetings of the shareholders of the Corporation.
- The Lead Director may provide input to the Chairman on the preparation of agendas for meetings of the Board.
- The Lead Director shall be entitled to requisition meetings of the Board with the concurrence of at least one other director.
- The Lead Director will communicate with each Board member to ensure that:
  - (i) each director has the opportunity to be heard and participate in decision-making; and
  - (ii) each director is accountable to the Board and each committee on which he or she serves.
- The Lead Director shall act as a liaison between the Chairman and the independent directors on sensitive issues.
- The Lead Director shall review and provide advice with respect to conflict of interest issues relating to members of the Board.
- The Lead Director shall meet annually with each director to obtain insights as to where they believe the Board and its committees could be operating more effectively.

*Approved and adopted by the board of directors of the Corporation on May 11, 2017.*