

**SEVEN GENERATIONS ENERGY LTD.  
POSITION DESCRIPTION FOR THE  
GOVERNANCE AND NOMINATING COMMITTEE CHAIR**

**1.0 Introduction**

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

**2.0 Appointment**

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

**3.0 Duties and Responsibilities**

In addition to the duties and responsibilities of the Chair outlined in the Committee’s Mandate, the duties and responsibilities of the Chair as they relate to the following matters, are as follows:

- (a) overseeing the activities delegated to the Committee by the Board;
- (b) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate;
- (c) chairing every meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
- (d) scheduling and setting the agenda for Committee meetings with input from other Committee members, the Chairman of the Board and management as appropriate;
- (e) facilitating the timely, accurate and proper flow of information to and from the Committee;
- (f) arranging for management, internal personnel, external advisors and others to attend and present at Committee meetings as appropriate;
- (g) arranging sufficient time during Committee meetings to fully discuss agenda items and ensuring that all items set out in the agenda are properly discussed, considered and resolved;
- (h) encouraging Committee members to ask questions and express viewpoints during meetings;

- (i) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Mandate, are well understood by the Committee members and executed as effectively as possible;
- (j) fostering ethical and responsible decision making by the Committee and its individual members;
- (k) encouraging the Committee to meet in separate, regularly scheduled, non-management, closed sessions with internal personnel or external advisors, as needed or appropriate;
- (l) following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee;
- (m) representing the Committee at meetings of the members of Seven Generations, as necessary;
- (n) carrying out such other duties and responsibilities as the Board may request from time to time; and
- (o) identifying the need for and, with Committee consultation, acting upon such needs for independent review or advice on matters related to corporate governance.

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