

## **SAVANNA ENERGY SERVICES CORP.**

### **CHAIRMAN OF THE BOARD POSITION DESCRIPTION**

The following are established as the Terms of Reference in respect of the Chairman of the Board (“**Chair**”). If determined by the Board to be appropriate, such Terms of Reference shall be allocated between the Chair and a Lead Director where the Chairman of the Board is not “independent” within the meaning set forth in Multilateral Instrument 52-110 or any rule or instrument implemented in substitution or addition thereto. Any Lead Director shall be an “independent” director.

The Chair shall:

1. Be appointed annually by, and report to, the Board;
2. Be responsible for managing the affairs of the Board which shall include its proper organization, its ability to function effectively and to discharge its obligations and responsibilities.
3. Work with the President and Chief Executive Officer (“**CEO**”) of the Corporation and endeavour to ensure effective relations with Board members and security holders.
4. Work with the CEO and endeavour to ensure effective communication between the Board and management. The Chair shall also work with the Corporate Secretary and other senior officers on Board affairs as required.

#### **Working with Management**

The Chair shall:

1. Act as a sounding board and counselor for the CEO, including helping to identify problems, reviewing strategy, ensuring accountability and building relationships;
2. Facilitate the awareness of the CEO of concerns of the Board and security holders;
3. Lead the Board in monitoring and evaluating the performance of the CEO in conjunction with the Compensation Committee;
4. Work with the CEO to ensure corporate strategy, annual operating plans and performance reports are presented to the Board;
5. Lead the Board in monitoring the performance of the CEO and in the implementation of management development and succession plans;
6. Endeavour to foster a constructive and harmonious relationship between the Board and management;

7. Review minutes of Board meetings and, in collaboration with the Corporate Secretary, ensure their accuracy; and
8. At the request of the Board and/or the CEO, act as a spokesperson for the Corporation in respect of shareholder or other matters directly within the purview of the Board.

### **Managing The Board**

The Chair shall:

1. Ensure the Board is alert to its obligations to the Corporation, security holders, management, other stakeholders, and pursuant to applicable law;
2. Chair Board meetings or appoint other directors to do so;
3. Endeavour to provide leadership to the Board, assist the Board in reviewing and monitoring the strategy, plans and directions of the Corporation and the achievement of its objectives;
4. Ensure decisions made by the Board are consistent with good corporate governance and in the overall best interests of the Company;
5. Endeavour to build consensus and develop teamwork within the Board;
6. Endeavour to ensure the Board receives adequate and regular updates from the CEO thereby providing the Board with sufficient information to permit it to make major decisions when required;
7. Coordinate the agenda for Board meetings with the CEO and the Corporate Secretary;
8. Endeavour to ensure Board and committee meetings are conducted in an efficient, effective and focused manner;
9. Endeavour to provide opportunity for all independent Board members to make comments in the absence of management and to give freely independent advice at each Board meeting; and
10. Ensure there is an annual assessment of the effectiveness of the Board.

This Chairman of the Board Position Description was approved by the Board of Directors of the Corporation on March 11, 2008 and may be amended at any time.

Dated for reference March 11, 2008