

# Chair of the Board of Directors & Committee Chair General Guidelines

Effective: April 11, 2014, amended and restated February 10, 2020

## 1. CHAIR OF THE BOARD OF DIRECTORS

The fundamental responsibility of the Chair of the board of directors (the "**Board**") of PrairieSky Royalty Ltd. (the "**Company**") is to effectively manage the affairs of the Board. The primary duties and responsibilities of the Chair of the Board are to:

### A. Board Structure

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities, including those relating to corporate governance matters.
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors.

### B. Board Management

- Chair Board meetings.
- In conjunction with the Governance and Compensation Committee, recommend Board committee members and committee chair appointments to the Board for approval and assist in the review of the need for, and the performance and suitability of, those committees.
- Assist the President & Chief Executive Officer ("**CEO**") and Secretary of the Company in the co-ordination of the agenda, information packages and related matters for Board meetings.
- Establish a system that provides for maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees.
- In conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board.

### C. Advisory and Oversight

- Work with the CEO to ensure effective relations with the members of the Board, shareholders, other stakeholders of the Company and the public.
- Act as the principal sounding board, counselor and confidant for the CEO, including helping

to review strategies, define issues, maintain accountability and build relationships.

- At the request of the CEO, provide advice to the CEO on various issues.
- Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public, including any issues raised through engagement activities undertaken in accordance with the Company's *Shareholder Engagement Policy*.
- Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
- Respond to questions from members of senior management and directors regarding the Company's Business Code of Conduct.
- Remain informed of the economic, political and social environment in which the Company operates and maintain regular contact with the CEO and other executive officers of the Corporation in such regard.
- Review management reports with respect to the Company's principal risks, including but not limited to risks related to the environment, health and safety and social matters, including political and legal ramifications in addition to reputational consequences.

#### **D. CEO Performance**

- Lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the management succession and development plans by the CEO.
- Assess, in conjunction with the Governance and Compensation Committee, the performance of the CEO and provide input with respect to compensation.
- Provide input to the Governance and Compensation Committee with respect to CEO succession.

#### **E. Annual Meeting and Other Communication**

- At the request of the CEO, assist in representing the Company in a general industry and community context.
- Chair meetings of shareholders of the Company.
- At the request of the CEO, or where in accordance with the Company's *Shareholder Engagement Policy*, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

## **2. COMMITTEE CHAIR**

The fundamental responsibility of the Chair of any committee of the Board is to effectively manage the duties of the committee. Each Board committee has a written mandate, setting out the scope of its operations, and its key roles and responsibilities. The Board has three standing committees: the Audit Committee; the Governance and Compensation Committee; and the

Reserves Committee. The purpose and responsibilities for each of these committees are outlined in committee mandates adopted by the Board.

The primary duties and responsibilities of the Chair of any committee of the Board are to:

- Ensure that the committee is properly organized, functions effectively and meets its obligations and responsibilities.
- Establish the frequency of committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors.
- Chair committee meetings.
- Assist the management representative in the co-ordination of the agenda and related matters for committee meetings.
- Liaise and communicate with the Chair of the Board to co-ordinate input from the committee for Board meetings.
- Report to the full Board on the affairs of the committee ensuring those matters requiring Board approval are brought forward.