

## **CRIOUS ENERGY ADMINISTRATOR INC.**

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

#### **1. GENERAL**

The chairman (the "**Chairman**") of the board of directors (the "**Board**") of Crius Energy Administrator Inc. (the "**Administrator**"), administrator of Crius Energy Trust (the "**Trust**") is appointed at the pleasure of, and reports to, the Board. The primary responsibilities of the Chairman include:

- effectively managing the affairs of the Board; and
- working with the Chief Executive Officer ("**CEO**") to coordinate the affairs of the Board, and together with the CEO, to ensure effective relations with the members of the Board, the officers of the Corporation, the unitholders ("**Unitholders**") of the Trust, other stakeholders and the public.

The Chairman is expected to maintain two-way communication with the CEO, the Board, and the corporate secretary (the "**Corporate Secretary**").

#### **2. DUTIES & RESPONSIBILITIES**

The Chairman's specific duties and responsibilities include, but are not limited to, the following:

##### *Working with the Board*

The Chairman will:

- A. ensure that the Board is properly constituted and organized and that it functions effectively with a view to appropriate delegation to and supervision of executive management, the appropriate balancing of risk and reward, the enhancement of Unitholder value and the obligations and responsibilities of appropriate corporate governance matters; and
- B. establish the frequency of Board meetings, as considered appropriate, including periodic meetings of independent directors without management present, as appropriate.

##### *Managing the Board*

The Chairman will:

- A. chair Board meetings;

- B. assist the Governance, Nomination & Compensation Committee in recommending director and committee appointments and assist in the review of the need for, and the performance and suitability of, those committees;
- C. assist the CEO and the Corporate Secretary in the coordination of the agenda, information packages and related matters for Board meetings;
- D. establish a system that provides for maintaining communication with all directors and committee chairs to coordinate input from directors and optimize the effectiveness of the Board and its committees;
- E. monitor the adequacy of materials provided to the Board by management in connection with the Board deliberations, and ensure that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board during deliberations;
- F. ensure the delivery of information to members of the Board on a timely basis to keep them fully apprised of all matters that are material to the Board at all times, including coordinating with the CEO to ensure that information requested by any member of the Board is provided to and meets the needs of that Board member;
- G. recommend procedures to enhance the work of the Board and cohesion among directors; and
- H. on an annual basis, facilitate the annual performance review and evaluation of the Board and its members in accordance with the Board's charter and facilitate the assessment of the adequacy of the Board's charter.

*Advising the CEO*

The Chairman will:

- A. work with the CEO to ensure effective relations with the members of the Board, Unitholders, other stakeholders and the public;
- B. act as the principal conduit for conveying Board advice effectively to the CEO;
- C. communicate with the CEO regarding concerns of Unitholders, other stakeholders and the public;
- D. work with the CEO, including helping to review strategies, define issues, maintain accountability and build relationships;
- E. at the request of the CEO, provide advice to the CEO on major issues; and
- F. work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.

*Facilitating Annual Meetings and Other Communications*

The Chairman will:

- A. chair meetings of the Unitholders;
- B. where appropriate, represent the Board at official functions and meetings with major Unitholder groups and other stakeholder groups; and
- C. where appropriate, assist in representing the Administrator, Trust and the Trust's direct and indirect subsidiary entities (collectively, the "**Crius Group**") in a general industry and community context.

**3. REVIEW**

The Governance, Nomination & Compensation Committee, with input from all Board members, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or amendments are required.

Adopted by the Board on November 13, 2012.