



**TERMS OF REFERENCE
FOR THE
CHAIR OF THE BOARD**

The following sets forth the terms of reference of the chairperson ("**Chair**") of the board of directors (the "**Board**") of Whitecap Resources Inc. (the "**Corporation**");

Introduction

- The Chair is appointed annually by and reports to the Board;
- The Chair's primary role is managing the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board; and
- The Chair maintains on-going communications with the chairs of other committees of the Board and with such other officers and employees of the Corporation as the Chair determines appropriate.

Duties and Responsibilities

Working With the Board

The Chair has the responsibility of leading the Board in carrying out its mandate.

Managing the Board

The Chair has the responsibility to:

- assist the Board in understanding its obligations as a Board and pursuant to law;
- chair Board meetings;
- establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate (provided, however, that Board meetings shall be called by the Chair as required by the *Business Corporations Act* (Alberta) and the by-laws of the Corporation);
- ensure the co-ordination of the agenda, information packages and related events for Board meetings;
- maintain a liaison and communication with Board members to co-ordinate input from Board members, and optimize the effectiveness of the Board; and
- ensure information requested by Board members is provided and meets their needs.

Approved by the Board of Directors on October 31, 2017.