

# **ADVANTAGE OIL & GAS LTD.**

**(the "Corporation")**

## **POSITION DESCRIPTION**

### **CHAIRMAN OF THE BOARD**

#### **1. The Overall Tasks and Responsibilities of the Board**

The Board of Directors (the "Board") of the Corporation is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board on April 16, 2003, as amended from time to time.

#### **2. Qualifications of the Chairman of the Board**

In order to act as Chairman of the Board of the Corporation, the director must:

- (a) qualify under Section 105 of the *Business Corporations Act* (Alberta); and
- (b) be "independent" as such term is defined in National Instrument 52-110 – Audit Committees.

#### **3. Duties and Responsibilities of the Chairman of the Board**

- (a) The Chairman shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders.
- (b) The Chairman shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- (c) To the extent that is reasonably practicable, to provide advice, counsel and mentorship to the CEO, Committee Chairs, and fellow directors.
- (d) The Chairman shall be responsible to ensure that Board meetings function satisfactorily and that the tasks of the Board are handled in the most reasonable fashion under the circumstances. In this connection, it is recommended that the Chairman attempt to ensure that the individual director's particular knowledge and competence are used as best is possible in the Board work for the benefit of the Corporation. The Chairman shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
- (e) The Chairman shall endeavour to ensure that the Board's deliberations take place when all of the directors are present and, to the extent that is reasonably practicable, to ensure that all essential decisions are made when all of the directors are present.

- (f) The Chairman shall encourage Board members to ask questions and express view points during meetings.
- (g) The Chairman shall deal effectively with dissent and work constructibly towards arriving at decisions and achieving consensus.
- (h) The Chairman shall endeavour to ensure that the independent members of the Board meet in separate, regularly scheduled, non-management closed sessions with internal personnel or outside advisors, as needed or appropriate.
- (i) The Chairman shall endeavour to establish a line of communication with a Chief Executive Officer of the Corporation to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- (j) The Chairman shall endeavour to fulfill his or her Board leadership responsibilities in a manner that will ensure that the Board is able to function independently of management. The Chairman shall consider, and provide for meetings of all of the independent directors without management being present. The Chairman shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances, subject to the approval of the Corporate Governance Committee.
- (k) The Chairman shall endeavour to ensure that the Board meets at least four times annually and as many additional times as necessary to carry out its duties effectively and shall endeavour to ensure that the shareholders meet at least once annually and as many additional times as required by law.
- (l) With respect to meetings of directors or shareholders, it is the duty of the Chairman to enforce the Rules of Order. These duties include:
  - (i) ensuring that the meeting is duly constituted;
  - (ii) ensure the meeting provides for reasonable accommodation;
  - (iii) confirming the admissibility of all persons at the meeting;
  - (iv) preserving order and the control of the meeting;
  - (v) in respect of shareholders' meetings, appointing scrutineers if requested and instruct them in their duties;
  - (vi) rule on the validity of proxies;
  - (vii) to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting;
- (m) The Chairman shall liaise with the Corporate Secretary of the Corporation to ensure that a proper notice and agenda has been disseminated, and that appropriate accommodations have been made for all Board and shareholder meetings and shall also liaise with the Committee Chairs, other directors, the Chief Executive Officer and outside advisors, as appropriate, to establish the agenda for each Board meeting.

- (n) The Chairman shall endeavour to:
- (i) ensure that the boundaries between the Board and Management responsibilities are clearly understood and respected and that relationships between the Board and Management are conducted in a professional and constructive manner;
  - (ii) facilitate effective communication between directors and Management, both inside and outside of Board meetings;
  - (iii) actively participate and oversee the administration of the annual evaluation of performance and effectiveness of the Board, Board Committees, all individual directors, committees chairs (other than the Chairman or any committee upon which the Chairman sits as the Chair) and CEO;
  - (iv) when appropriate, assist directors in their transition from the Board and to support the orientation of new directors and the continuing education of current directors; and
  - (v) to ensure that an annual performance evaluation of the Board (and any committee upon which the Chairman sits as the Chair) is conducted, soliciting input from all directors and appropriate members of Management and to carry out any other appropriate duties and responsibilities as may be assigned by the Board from time to time.

#### **4. Review of Position Description**

The Chairman of the Board, in consultation with the Board as a whole or in consultation with the Corporate Governance Committee shall meet at least annually or more frequently, if required, to review and consider refinement of the position description for the Chairman.