



**DIVERGENT ENERGY SERVICES CORP.  
CHAIRMAN OF THE BOARD**

**POSITION DESCRIPTION**

This position description has been adopted by the Board of Directors (the “**Board**”) of Divergent Energy Services Corp., or its predecessor, as the case may be (the “**Corporation**”), effective **May 5, 2014**.

**1. General Description**

The chairman of the board (the “**Chair**”) is responsible for the effective functioning of the Board. If the Chair is not an independent, unrelated member of the Board, a Lead Director shall be appointed by the Board.

**2. Appointment**

The Corporate Governance and Nominating Committee shall be responsible for recommending a candidate for the position of Chair from among the members of the Board. The Board shall be responsible for approving and appointing the Chair.

The Chair shall hold office at the pleasure of the Board, until a successor shall have been duly elected or appointed or until the Chair resigns, is no longer a member of the Board or is otherwise removed from office by the Board. In the event of a vacancy, until the vacancy is filled by the Board, the Lead Director (if appointed) or, if a Lead Director has not been appointed, the chair of the Corporate Governance and Nominating Committee shall act as the Chair.

**3. Duties and Responsibilities**

The Chair shall:

- in conjunction with the Lead Director and the Corporate Governance and Nominating Committee, provide leadership to ensure that the Board operates independent of management;
- act as chair of the meetings of the Board and annual and special meetings of the shareholders;
- act as a liaison and facilitate effective communication between the Board and management of the Corporation;
- liaise with, and where appropriate, provide direction to the activities of the Corporate Secretary;
- provide leadership to the Board and assist the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation;
- establish procedures to govern the Board’s work and ensure the Board’s full discharge of its duties, including:
  - organizing regularly scheduled meetings of the Board;
  - in consultation with the Lead Director (if appointed) and the Chief Executive Officer, developing the agenda for meetings of the Board;
  - ensuring that all members of the Board receive information required for the proper performance of their duties;

- identify guidelines for the conduct of directors and encourage each director to fully participate in Board activities;
- ensuring that the proper committee structure is in place and making initial recommendations to the Board for appointment to such committees;
- monitoring the work of all committees of the Board and, in that regard, attend committee meetings as a non-voting participant whenever possible;
- ensuring that all external advisors retained or to be retained by the Board are appropriately qualified and independent;
- ensuring that the Board has access to such members of senior management of the Corporation as may be required by the Board;
- ensuring free and open discussion at all meetings and sufficient time during meetings to fully discuss agenda items; and
- ensuring the proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
- together with the Corporate Governance and Nominating Committee, identify guidelines for the selection of, and evaluation of the performance and conduct of, the members of the Board;
- where appropriate, and in coordination with the CEO, assist in representing the Corporation to external groups, such as shareholders, creditors, clients, etc.; and
- perform such other functions as may be reasonably requested by the Board or the Lead Director.