



**DIVERGENT ENERGY SERVICES CORP.
COMMITTEE CHAIRS**

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**. *National Policy 58-201 (Corporate Governance Guidelines) provides that the Board should develop a clear position description for the chair (the "**Chair**") of each Board committee (a "**Committee**"). However, as the responsibilities for the Chair of each Committee are viewed to be similar, individual position descriptions for each Committee have not been developed.*

This position description outlines the general description, qualifications and responsibilities applicable to the Chair of each Committee.

1. General Mandate and Appointment

The Chair of each Committee is responsible for the effective and independent functioning of such Committee and ensuring that the Committee fulfills its mandate, as set out in its Charter.

2. General Duties and Responsibilities

The Chair of each Committee shall perform the following duties and responsibilities:

- in consultation with the Chairman of the Board (the "**Chairman**") and with reference to the Board meeting schedule, set the date, times and place for meetings of such Committee;
- in consultation with the Chairman, other Committee members, the Corporate Secretary, members of management and, if applicable, the external auditors of the Corporation, establish an agenda for each meeting of such Committee;
- ensure that properly prepared documents required to be reviewed by the members of such Committee are circulated to the members in sufficient time for study prior to the meetings;
- preside as chair at each meeting of such Committee, provided that if the Chair is not present at any meeting, the Committee members shall choose a Committee member to chair the meeting;
- report to the Board on behalf of such Committee and ensure that all matters requiring Committee approval and all Committee recommendations to the Board are appropriately tabled to the Board;
- ensure that such Committee has access to such members of senior management of the Corporation as may be required by Committee members;
- ensure free and open discussion at all meetings of such Committee and sufficient time during Committee meetings to fully discuss agenda items;
- facilitate effective communication between Committee members, management and, if applicable, the external auditors of the Corporation; and
- perform such other duties and responsibilities as may be requested from time to time by the Board.