

DELPHI ENERGY CORP.

Position Description for the Chair (Effective March 6, 2018)

Purpose

The Chair's primary role is to provide leadership to the Board of Directors (the "**Board**") of Delphi Energy Corp. (the "**Corporation**") to enhance the Board's effectiveness, including by managing the affairs of the Board and ensuring that the Board is organized properly, functions effectively and independent of management and meets its obligations and responsibilities, including those matters set forth in the Board's mandate.

The Chair is appointed by and reports to the Board.

Specific Duties and Responsibilities

The Chair has the responsibility to:

1. *Manage the Board*
 - (a) Chair meetings of the Board;
 - (b) Set meeting schedules and agendas with input from the President and Chief Executive Officer ("**CEO**") and other directors;
 - (c) Determine Board information packages with management and ensure they meet the needs of the Board;
 - (d) Communicate with directors between meetings as deemed appropriate;
 - (e) Monitor each committee's work to see that its functions are carried out, work and decision-making is co-ordinated between committees and results are reported to the Board; and
 - (f) Provide input and assistance to committees and committee chairs to facilitate their work as deemed appropriate.
2. *Develop and Maintain an Effective Board*
 - (a) Ensure Board member contribution;
 - (b) Allow independent directors to meet in separate, regularly-scheduled in camera sessions without management present;
 - (c) Engage the Board effectively in the affairs of the Corporation;
 - (d) Assess the Board's effectiveness; and
 - (e) Ensure the responsibilities of the Board, as set out in its mandate and pursuant to law, are well-understood by the directors and are discharged as effectively as possible.

3. *Work with Management*

- (a) Assist the CEO and other management of the Corporation with respect to strategic or other material issues on an as-needed basis;
- (b) Monitor and influence the Corporation's strategic direction;
- (c) Help define and resolve issues as required by the CEO or other senior management; and
- (d) Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.

4. *Manage Stakeholder Relations*

- (a) Chair annual and special meetings of the shareholders; and
- (b) In coordination with the CEO, engage with the Corporation's key stakeholders, including representing the Corporation to external groups such as shareholders, creditors, all levels of government and regulatory authorities.

Review of Position Description

This position description will be reviewed by the Board annually.