

# **PEYTO EXPLORATION & DEVELOPMENT CORP.**

## **POSITION DESCRIPTION**

### **LEAD INDEPENDENT DIRECTOR**

The term "Corporation" refers to Peyto Exploration & Development Corp., the term "Board" refers to the Board of Directors of the Corporation and the term "Chairman" refers to the Chair of the Board.

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

The Board 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.

#### **2. Qualifications of the Lead Independent Director**

In order to act as Lead Independent Director of the Corporation, the person must:

- (a) be qualified to serve as a director under Section 105 of the *Business Corporations Act* (Alberta); and
- (b) be "independent" (as such term is used in National Instrument 58-201 – Corporate Governance Guidelines).

#### **3. Duties and Responsibilities of the Lead Independent Director**

- (a) The Lead Independent Director's primary role is to act as liaison between management and the independent directors to ensure the Board is organized properly, functions effectively and independently of management and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board.
- (b) The Lead Independent Director, in the absence of the Chairman, shall preside at meetings of the Board.
- (c) The Lead Independent Director shall perform such other duties and responsibilities as may be delegated to the Lead Independent Director by the Board from time to time.

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

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