



**CES ENERGY SOLUTIONS CORP.**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**POSITION DESCRIPTION**

---

**General**

The Chairman is an independent director within the meaning of National Instrument 52-110 – *Audit Committees* appointed to the position of Chairman by the Board of Directors (the “**Board**”) of CES Energy Solutions Corp. (the “**Corporation**”).

**Responsibilities**

The Chairman shall:

1. guide and direct the governance process, centering the work of the Board on the Corporation’s mission, vision and strategic direction;
2. be satisfied that the Board understands and discharges its obligations to the Corporation;
3. in consultation with the Chief Executive Officer of the Corporation (the “**CEO**”), determine the dates and locations of meetings of the Board and meetings of the shareholders of the Corporation;
4. in consultation with the CEO, set agendas for Board meetings;
5. ensure that the Board receives adequate and regular updates from the senior management on all issues important to the Corporation;
6. except as otherwise authorized by the by-laws, chair all meetings of the Board and meetings of the shareholders of the Corporation and ensure that all business required to come before such meetings is brought before the respective meeting, discussed and brought to resolution, as required;
7. maintain a liaison and communication with all members of the Board and the committee chairs to co-ordinate input from all members of the Board, and optimize the effectiveness of the Board and its committees;
8. at the request of the Board, dialogue and interact with the Corporation’s shareholders and other stakeholders;
9. serve as the Board’s central point of communication with the CEO and develop and maintain a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action;

10. provide the Board with leadership to assist with effectively carrying out its duties and responsibilities; and
11. be satisfied that information requested by members of the Board or committees of the Board is provided and meets their needs.

**Review of Position Description**

The Board of Directors shall review the adequacy of this position description annually or otherwise as it deems appropriate (so long as such review is conducted at least on an annual basis). Such review shall include the evaluation of the performance of the Chairman in light of this position description.