

ATHABASCA OIL CORPORATION
BOARD CHAIR POSITION DESCRIPTION

In addition to the responsibilities and specific duties set out in the Board Mandate, the Individual Director Mandate and any other applicable Mandate or Position Description, the Chair (**Board Chair**) of the board of directors (**Board**) of Athabasca Oil Corporation (**Company**) has the responsibilities and specific duties described below.

APPOINTMENT

The Board Chair will be a duly elected or appointed member of the Board and be appointed as the Board Chair by the Board each year. The Board Chair will be "independent" within the meaning of National Instrument 58-101 issued by the Canadian Securities Administrators or its successor instrument and will have such other appropriate competencies and skills as determined by the Board. The Board Chair is invited to attend meetings of committees of the Board (**Board Committees**) of which he or she is not a member, except for, as appropriate, in camera sessions.

RESPONSIBILITY

The Board Chair provides independent, effective leadership to the Board in the governance of the Company. The Board Chair sets the "tone" for the Board and its members to foster ethical and responsible decision making, appropriate oversight of management and responsible practices in corporate governance.

SPECIFIC DUTIES

The Board Chair will:

Governance

1. Serve as the "hub" of governance activity, overseeing all aspects of Board direction and administration, ensuring that the Board works as a cohesive team and builds a healthy governance culture.
2. With the Board, as set out in its Mandate, be accountable for the Company's overall approach to governance issues.

Corporate Social Responsibility

3. Provide leadership to the Board, the Board Committees, individual Directors and management in support of the Company's commitment to corporate social responsibility.
4. Foster ethical and responsible decision-making by the Board, the Board Committees and individual Directors.

Leadership

5. Provide overall leadership to enhance the effectiveness of the Board.
6. Provide the Board, the Board Committees and individual Directors with leadership to assist them to effectively carry out their duties and responsibilities.

7. Provide advice, counsel and mentorship to the Chief Executive Officer, Board Committee Chairs and fellow Directors.
8. Seek to ensure that the responsibilities and duties of the Board, Board Committees and individual Directors, as set out in the Mandates, are well understood by the Board and individual Directors and are executed as effectively as possible.

Board Meetings

9. Take reasonable steps to organize Committee affairs such that the Board meets at least four times annually and as many additional times as necessary to carry out its duties effectively.
10. Take reasonable steps to ensure that all business required to come before the Board is brought to a meeting in a timely manner.
11. With Board Committee Chairs, other Directors, the Secretary, members of management and outside advisors, as appropriate, establish the agenda for each Board meeting, including the annual Strategy Review.
12. Assist the Board Committees and Board Committee Chairs to bring important issues forward to the Board for consideration and resolution.
13. Take reasonable steps to facilitate the discussion and resolution of all business set out in the agendas of Board meetings, as required.
14. Take reasonable steps to provide sufficient time during Board meetings to fully discuss agenda items.
15. Encourage Directors to ask questions and express viewpoints during meetings.
16. Deal with dissent and work constructively towards arriving at decisions and achieving consensus.
17. Take reasonable steps to ensure that the Board meets in separate, regularly scheduled: (i) non-management; and (ii) independent Director only in camera sessions.
18. Take reasonable steps to ensure that that the Board meets in separate, non-management and/or independent Director only, closed sessions with internal personnel or outside advisors, as needed or appropriate.

Shareholder Meetings

19. Take reasonable steps to organize Company affairs such that the the shareholders of the Company meet at least once annually and as many additional times as required by law.
20. Take reasonable steps to facilitate the discussion and resolution of all business set out in the agenda of each shareholder meeting of the Company, as required.
21. Except as otherwise authorized by the Company's constating documents, chair all annual general meetings and special meetings of shareholders of the Company.

Board/Management Relationships

22. Seek to ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner.
23. Facilitate effective communication between Directors and management, both inside and outside of Board meetings.
24. With the Compensation and Governance (**CG Committee**) and/or the Audit Committee and the Board, respond to potential conflict of interest situations.

Director Recruitment and Retention

25. With the CG Committee, actively participate in the recruitment and retention of Directors.

Evaluation

26. With the Chair of the CG Committee, actively participate in and oversee the administration of the annual evaluation of performance and effectiveness of the Board, Board Committees, all individual Directors and Board Committee Chairs, other than that of the Board Chair.
27. Provide advice, counsel and mentorship to individual Directors, to assist them to improve performance or, when appropriate, to transition them from the Board.
28. Take reasonable steps to ensure that an annual performance evaluation of the Board Chair is conducted, soliciting input from all Directors and appropriate members of management.

Orientation/Education

29. Support the orientation of new Directors.
30. Support the continuing education of Directors.

Other

31. Carry out any other appropriate duties and responsibilities assigned by the Board.
32. To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Corporate Secretary, who will report any amendments to the CG Committee at its next meeting.
33. Once or more annually, as the CG Committee decides, this Position Description will be evaluated and updates recommended to the Board for consideration.

STANDARDS OF LIABILITY

Nothing contained in this Position Description is intended to expand applicable standards of liability under statutory, regulatory or other legal requirements for the Board Chair.

Approved: December 11, 2009

Revised: March 18, 2014