

**VERMILION ENERGY INC. (the “Corporation”)
MANDATE OF THE CHAIR OF THE BOARD**

1. Key Responsibilities

- Responsible for managing the affairs and the development and effective functioning of the Board.
- Acts in an advisory capacity on behalf of the Board to the President and other members of the senior management of the Corporation.
- Manages the relationships between management of the Corporation and the Board.
- Assists management of the Corporation with shareholder engagement.

2. Appointment and Qualifications

- The Chair of the Board is elected and appointed by the Board from among the members of the Board and is required to be an independent Director as determined by the Board.

3. Specific Responsibilities

The Chair of the Board will have the following specific responsibilities:

3.1 Board Leadership

- Facilitates the candid and full discussion of all key matters that come before the Board.
- Facilitates the ongoing formal and informal communication with and among directors.
- Builds consensus, fosters effectiveness and develops teamwork within the Board.

3.2 Management Relations

- Works with the President to ensure management strategies, plans and performance are appropriately represented to the Board for review and approval.
- Provides advice to the President on major issues and acts as a sounding-board and counselor for the President, ensuring the President is aware of feedback from the Board.
- Facilitates effective communication between Directors and management of the Corporation, both inside and outside of meetings of the Board.
- Has unrestricted access to management.

3.3 Relations with Shareholders and Other Stakeholders

- Chairs the annual general/special meetings of the shareholders.
- Provides leadership to the Board in respect of, and where appropriate, in consultation with management of the Corporation and the Board, represents the Corporation to major stakeholders, including regulatory and governmental authorities, policyholders, shareholders and the financial community.

3.4 Board Meetings and Information

- Chairs Board meetings and ensures that Board functions are effectively carried out.
- In consultation with the President and Committee Chairs, establishes (well in advance) the proposed annual schedule of Board and Committee meetings.
- Consults with Directors as appropriate, and working closely with the President, develops the agenda and priorities for Board meetings and related events.
- Approves meeting agendas and the flow of information to the Board.
- Ensures that Board and Board Committee meetings are conducted in an efficient, effective and focused manner.
- Ensures that sufficient time is allotted during Board meetings for the effective discussion of agenda items and other key issues and concerns.
- Leads Board *in camera* sessions.

3.5 Committees

- In consultation with the Governance and Human Resources Committee (the “GHRC”) and taking into account the skills and experience of each Director, makes recommendations as to Committee membership and Committee Chairs, for approval by the GHRC and the Board.
- Recommends the formation of Committees for approval by the Board and facilitates the integration of the Committees’ activities with the work of the Board;
- Provides high-level advice and guidance to Committee Chairs.
- Attends Committee meetings, if available.

3.6 Director Evaluation and Development

- Works with directors and GHRC to ensure that director orientation and development programs meet the needs of the Board in order to discharge its responsibilities to the Corporation.
- With the GHRC Chair, actively participates in and oversees the administration of the annual evaluation of performance and effectiveness of the Board, Board Committees, Committee Chairs, and the President, other than that of the Chair of the Board.
- Provides advice, counsel and mentorship to individual Directors, to maximize directors’ contributions to the Board. Receives notification of a Director's material change in health or employment, and if appropriate, facilitates their transition from the Board.
- Works with the Board and the GHRC regarding Board Chair succession planning.

4. Summary

In addition to the foregoing list of duties, the Chair of the Board may perform such other functions as may be necessary or appropriate in the circumstances as delegated by the Board.