

**PULSE SEISMIC INC. – CHAIR OF THE BOARD OF DIRECTORS
AND COMMITTEE CHAIR GUIDELINES**

Revised January 12, 2020

CHAIR OF THE BOARD OF DIRECTORS

GENERAL:

The fundamental responsibility of the Chair of the Board of Directors is to effectively manage the affairs of the Board.

SPECIFIC:

Board Structure

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities in a timely manner.
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board (including meetings of the independent directors without non-independent directors or management being present).

Board Management

- Chair Board meetings.
- Assist the CEO in the co-ordination of the agenda, information packages and related matters for Board meetings.
- Maintain liaison and communication with all directors and Board Committee Chairs to co-ordinate input for and optimize the effectiveness of Board meetings.
- In conjunction with the Corporate Governance and Nominating Committee, review and assess Board and Committee effectiveness.

Advisory

- Work with the CEO to ensure effective relations with the members of the Board.
- Communicate with the CEO regarding concerns of the Board.

CEO Performance

- In conjunction with the Compensation Committee, monitor and evaluate the performance of the CEO.

Shareholder Meetings

- Chair all shareholder meetings.

COMMITTEE CHAIR

GENERAL:

The fundamental responsibility of the Chair of any Committee of the Board of Directors is to effectively manage the affairs of such Committee.

SPECIFIC:

Committee Structure

- Ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities in a timely manner.
- Establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Committee or the Board.

Committee Management

- Chair Committee meetings.
- Assist the management representative in the co-ordination of the agenda, information packages and related matters for Committee meetings.
- Maintain liaison and communication with the other Committee members to optimize the effectiveness of Committee meetings.
- Maintain liaison and communication with the Chair of the Board to co-ordinate the input of the Committee for and optimize the effectiveness of Board meetings.