

GIBSON ENERGY INC.

Position Description for the Chair of the Board

Title:	Chair of the Board.
Appointment:	At the pleasure of the board of directors (the " Board ") of Gibson Energy Inc. (the " Company "), with such appointment to be reviewed annually.
Reports to:	Other than as set forth herein, the Board.
Direct Reports:	None, although he or she maintains open communication with the Chief Executive Officer (the " CEO "). Unfettered two-way communication with all senior officers of the Company is expected to occur on such frequency as may be required from time to time.
Functions:	The Chair serves as the agent of the Board. His or her primary role includes seeing that the Board functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and working effectively.

Key Responsibilities:

1. Chairs meetings of the Company's Board and shareholders.
2. In consultation with the CEO and Board committee chairs ("**Committee Chairs**"), establishes a calendar for holding meetings of: (a) the Board; (b) all committees appointed by the Board ("**Board Committees**"); and (c) the Company's shareholders.
3. In consultation with the CEO sets the agendas for the meetings of: (a) the Board; (b) the Board Committees; and (c) the Company's shareholders.
4. In collaboration with the CEO, Chief Financial Officer and the Secretary, ensures that agenda items for all Board and shareholder meetings are ready for presentation and that adequate information is distributed to directors in advance of such meetings in order that directors may properly inform themselves on matters to be acted upon.
5. Maintains liaison and communication with all directors and Committee Chairs to optimize and coordinate input from directors, and to optimize effectiveness of the Board and the Board Committees.
6. Ensures that the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Company.
7. In collaboration with the CEO, Chief Financial Officer and the Secretary, ensures that data requested by directors or Board Committees is provided and meets their needs.

8. Assesses, in conjunction with the Corporate Governance, Compensation and Nomination Committee, the performance of the CEO, and provides input with respect to compensation and succession.
9. Assesses, in conjunction with the Corporate Governance, Compensation and Nomination Committee, the performance of directors and the Board.
10. Assists the Corporate Governance, Compensation and Nomination Committee in drawing up an annual slate of directors and Board Committee members for consideration and approval by the Board.
11. At the request of the CEO provides assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives, and also assists in representing the Company at senior levels of industry or government to promote specific corporate objectives. With respect to assignments made under this paragraph 11, the Chair reports to the CEO.