

POSITION DESCRIPTION OF CHAIR OF THE AUDIT COMMITTEE

GENERAL

PURPOSE

This position description describes the appointment, role, and responsibilities of the chair (the "**Chair**") of the Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of Enerflex Ltd. (the "**Corporation**").

GOVERNING STATUTE; ARTICLES; BY-LAWS; AND REGULATIONS

This position description is subject to the provisions of: (i) the *Canada Business Corporations Act*; (ii) the articles of the Corporation; (iii) the by-laws of the Corporation; and (iv) the applicable rules of any stock exchange on which securities of the Corporation are listed and posted for trading.

TERMS OF REFERENCE OF THE COMMITTEE

This position description should be read together with the written terms of reference of the Committee (the "**Terms of Reference**"), as the same may be amended from time to time.

COMMITTEE CHAIR

BOARD TO APPOINT CHAIR

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair of the Committee from among its members).

CHAIR TO BE APPOINTED ANNUALLY

The designation of the Chair by the Board shall take place annually, provided that if the designation of Chair is not so made, the director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

REMUNERATION

The Chair shall receive such remuneration as the Board may determine from time to time.

RESPONSIBILITIES OF THE CHAIR

COMMITTEE LEADERSHIP

The Chair will provide leadership to the Committee in discharging its mandate as set out in the Terms of Reference, including by:

- (i) promoting a thorough understanding by members of the Committee, management, and the Corporation's internal and external auditors of:
 - (a) the duties and responsibilities of the Committee; and

- (b) the relationship between the Committee and each of the Corporation's management; internal auditor; and external auditor;
- (ii) communicating with the Senior Vice President & Chief Financial Officer regarding issues of the Committee and providing guidance to the Senior Vice President & Chief Financial Officer on significant issues and matters relating to accounting disclosure, financing, risk management, and internal and disclosure controls as such issues and matters relate to the financial statements and financial matters of the Corporation; and
- (iii) promoting cohesiveness among members of the Committee.

LIASON BETWEEN THE COMMITTEE AND MANAGEMENT

The Chair shall be the primary liaison between the Committee and each of the Corporation's management, the Board, the internal auditor, and the external auditor, promoting open and constructive discussions between members of the Committee and each of these parties.

INFORMATION FLOW

The Chair shall promote the proper flow of information to the Committee to keep the Committee fully apprised of all matters which are material to the Corporation and the Committee at all times.

MEETINGS OF THE COMMITTEE

In connection with meetings of the Committee, the Chair shall be responsible for:

- (i) scheduling meetings of the Committee;
- (ii) organizing and presenting the agenda for Committee meetings such that:
 - (a) all of the responsibilities assigned to the Committee under the Terms of Reference are discharged on a timely and diligent basis; and
 - (b) members of the Committee have input into the agendas;
- (iii) monitoring the adequacy of materials provided to the Committee by management in connection with the Committee's deliberations;
- (iv) ensuring that the Committee has sufficient time to review the materials provided to it and that all items set out in the agenda are properly discussed, considered, and resolved;
- (v) assisting the Nominating and Corporate Governance Committee and the Board in determining the size and composition of the Committee for approval by the Board;
- (vi) presiding over meetings of the Committee;
- (vii) presiding over *in camera* meetings of the Committee; and

- (viii) reviewing and approving the minutes of Committee meetings for which he or she has acted as the Chair.

REPORTING TO THE BOARD

The Chair shall report periodically to the Board on the activities of the Committee as contemplated in the Terms of Reference.

OTHER RESPONSIBILITIES

ANNUAL PERFORMANCE EVALUATION

On an annual basis, the Chair coordinates with the Nominating and Corporate Governance Committee in following the process established by the Board for assessing the performance of the Committee.

REVIEW

The Committee shall review and assess the adequacy of this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary and recommend to the Board any changes it deems appropriate.

OTHER

The Chair shall perform such other functions: (i) as may be ancillary to the duties and responsibilities described above; and (ii) as may be delegated to the Chair by the Committee or the Board from time to time.