



HEALTH & SAFETY EDUCATION COMMITTEE CHARTER

As of August 1, 2017

PART I ESTABLISHMENT OF COMMITTEE

1. Committee

The Health & Safety Education Committee (the "**Committee**") is established by the Board of Directors (the "**Board of Directors**") of Trinidad Drilling Ltd. ("**Trinidad**") to assist the Board of Directors in fulfilling its oversight responsibilities to ensure that Trinidad's activities are conducted in a manner that maintains the health and safety of its employees, contractors, customers and the public at large.

2. Composition of Committee

The Committee shall consist of as many members as the Board of Directors shall determine, but in any event not fewer than three directors, provided that a majority of the members of the Committee shall be determined by the Board of Directors to be:

- (a) independent directors for the purposes of and pursuant to Trinidad's corporate governance policies;
- (b) "unrelated" and "independent" directors as defined in and for the purposes of any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of Trinidad are from time to time listed; and
- (c) "independent" directors for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline or interpretation under such legislation,

provided that, the Chief Executive Officer is permitted to attend and participate at each of the meetings of the Committee.

3. Appointment of Committee Members

The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Corporate Governance & Nominating Committee. The members of the Committee shall initially be appointed at the time of an annual meeting of shareholders, and shall hold office until they resign, are removed by the Board of Directors, until their successors are earlier appointed, or until they cease to be directors of Trinidad.

PART II COMMITTEE PROCEDURE

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board of Directors on the recommendation of the Corporate Governance & Nominating Committee, and shall be filled by the Board of Directors if the membership of the Committee is fewer than three directors. The Board of Directors may remove and replace any member of the Committee.

5. Committee Chair

The Board of Directors upon recommendation of the Corporate Governance & Nominating Committee shall appoint, from among its members, a Chair (the "**Chair**") for the Committee. The Chair may be removed and replaced by the Board of Directors. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

6. Absence of Chair

If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

7. Secretary of Committee

The Committee shall appoint a Secretary who need not be a director of Trinidad.

8. Regular Meetings

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet as many times as is required to carry out its duties and responsibilities and at least twice per year. The Committee at any time may, and at each regularly scheduled Committee meeting shall, meet without management present.

9. Special Meetings

The Chair, the Chair of the Board of Directors, any two members of the Committee or the Chief Executive Officer of Trinidad may call a special meeting of the Committee by notifying the Chair who will notify the members of the Committee.

10. Quorum

Two members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

11. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. Agenda

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board of Directors and management of Trinidad. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

13. Procedure, Records and Reporting

The Committee shall fix its own procedure at meetings and shall maintain minutes or other records of its meetings and activities in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board of Directors. However, the Chair may report orally to the Board of Directors on any matter in his or her view requiring the immediate attention of the Board.

14. Delegation

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

15. Attendance of Non-Members at a Meeting

At the invitation of the Chair, one or more officers or employees of Trinidad may, and if required by the Committee shall, attend a meeting of the Committee. Further, the Committee may invite to a meeting any advisors, legal counsel and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

16. Outside Consultants or Advisors

The Committee, when it considers it necessary or advisable, may retain, at Trinidad's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

**PART III
MANDATE OF COMMITTEE**

17. Review of Health & Safety Education Matters

The Committee shall advise and make recommendations to the Board of Directors as appropriate on matters relating to health and safety, and shall, when determined appropriate by the Chair:

- (a) review Trinidad's significant Health & Safety policies and, if appropriate, make recommendations to Management and the Board of Directors;
- (b) review compliance by Trinidad with its significant health and safety policies and its compliance with legislation^[FC1] and regulatory requirements relating to health and safety matters;
- (c) review the methods of communicating Trinidad's health and safety policies and procedures throughout the organization;
- (d) review the health & safety plans and other strategies and methods used to improve the health and safety performance of Trinidad;
- (e) review the annual budget for the Corporation's health and safety operations to assure sufficient funding for compliance with this mandate;
- (f) review the effectiveness of the response to, and management of, significant health and safety issues by Trinidad, as the case may be; and
- (g) review the insurable risks related to health and safety issues and evaluate cost/insurance benefits associated with those risks.

18. Quarterly Review of Health & Safety Matters

The Committee shall receive and review a Quarterly Performance Report from Trinidad's Chief Executive Officer and/or other of the Corporation's officers responsible for health and safety matters regarding Trinidad's health and safety performance and shall review quarterly Trinidad's health and safety activities, including:

- (a) performance summaries for the previous quarter, and any outstanding performance issues;

- (b) status of the Health & Safety Plans and any significant external audits, new or outstanding non-compliance issues or deviations in corrective action plans;
- (c) legal and regulatory developments respecting health and safety matters which may have a significant impact on any of Trinidad's operations, remediation projects or health and safety risks;
- (d) enforcement actions or litigation brought or threatened against Trinidad relating to health and safety matters;
- (e) Management's review of its health and safety risks; and
- (f) any significant event or potential event that would, in the opinion of management or the Committee, constitute a significant health or safety occurrence.

19. Review of Disclosure

The Committee shall review those portions of Trinidad's disclosure documents containing significant information relating to matters within the Committee's mandate.

20. Review of Committee's Charter

The Committee shall periodically assess the adequacy of this Charter and recommend any changes to the Board of Directors.

21. Non-Exhaustive List

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its responsibilities.

22. Oversight Function

While the Committee has the responsibilities set out in this Charter, the members of the Committee are members of the Board of Directors appointed to provide broad oversight of Trinidad's activities and affairs relating to health and safety matters, and are specifically not accountable or responsible for the day-to-day activities, nor the administration or implementation of arrangements relating thereto.

23. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board of Directors assist the Board of Directors in directing the affairs of Trinidad. While it should be interpreted in its context of all applicable laws, regulations and listing requirements, as well as in the context of Trinidad's Articles and By-Laws, it is not intended to establish any legally binding obligations.