



POSITION DESCRIPTION

LEAD DIRECTOR

The Lead Director will facilitate the functioning of the Board of Directors ("**Board**") of Trinidad Drilling Ltd. ("**Trinidad**") independently of management of Trinidad and provide independent leadership to the Board in circumstances where the Chair of the Board is unable to act. In fulfilling his or her responsibilities, the Lead Director will be responsible for:

- (a) providing leadership to ensure that the Board functions independently of management of Trinidad and other non-independent directors;
- (b) providing leadership to foster the effectiveness of the Board;
- (c) working with the Chair to ensure that the appropriate committee structure is in place and assisting the Corporate Governance & Nominating Committee in making recommendations for appointment to such committees;
- (d) suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) in the absence of the Chair, chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (f) as may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in discussions with management of Trinidad on corporate governance issues and other matters;
- (g) providing recommendations and advice to the Corporate Governance & Nominating Committee on candidates for nomination or appointment to the Board;
- (h) recommending, where necessary, the holding of special meetings of the Board;
- (i) working with the President and Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chair any issues that are preventing the Board from being able to carry out its responsibilities; and
- (j) providing additional services required by the Board.