

ENSIGN ENERGY SERVICES INC.

POSITION DESCRIPTION FOR THE LEAD DIRECTOR

**Approved by:** Board of Directors

**Current Revision Date:** August 5, 2016

The term “**Corporation**” refers to Ensign Energy Services Inc., the term “**Board**” refers to the Board of Directors of the Corporation, the term “**Chair**” refers to the chairperson of the Board and the term “**Lead Director**” refers to the lead independent director of the Board appointed by the Board as set forth herein.

The purpose of the position of Lead Director is to provide independent leadership for the Board, in particular, its independent directors, and to assist the Board in discharging its duties, responsibilities and obligations independently of management.

**Appointment and Term of the Lead Director:**

1. The Lead Director shall be appointed from among the independent members of the Board where the Chair is determined by the Board not to be independent or at any other time the Board determines that the appointment of a Lead Director is appropriate.
2. The Lead Director shall hold such office at the pleasure of the Board.
3. If the Lead Director is not present at any meeting of the Board, one of the other independent members of the Board who is present at the meeting shall be chosen by the Board to act as Lead Director for the purpose and duration of such meeting.

**Duties and Responsibilities of the Lead Director:**

In fulfilling his or her responsibilities, the Lead Director has responsibility to:

4. Provide independent leadership to the independent directors and to the Board as a whole to enable the Board to function independently of management.
5. Preside over regular meetings of all independent directors without management or non-independent directors being present.
6. Provide input to the Chair on agenda for Board meetings.
7. Preside over Board meetings if the Chair is not present. At such meetings, the Lead Director shall assume the duties and responsibilities of Chair.
8. Act as a liaison between the independent directors and the Chair, on sensitive issues and otherwise.
9. Provide interim leadership in the event of an unplanned event which results in a vacancy in the position of Chair.
10. As deemed appropriate by the Lead Director, consult and meet with any or all of the independent directors, and where appropriate represent such directors in discussions with management or the Board on corporate

governance issues and other matters; ensure that questions and comments of independent directors are heard and addressed.

11. Review conflict of interest issues with respect to members of the Board as they arise.
12. Carry out such other duties as requested by the Board as needs and circumstances arise.

**Review of Position Description:**

13. This position description is to be reviewed by the Board periodically.