
POSITION DESCRIPTION

LEAD DIRECTOR

THE OVERALL TASKS AND RESPONSIBILITIES OF THE BOARD

The Board of Directors (the "Board") of TESSA-NILE Well Service Ltd. (the "Corporation") is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The mandate of the Board is set forth in further detail in the written Mandate adopted by the Board.

DUTIES AND RESPONSIBILITIES OF THE LEAD DIRECTOR

The Lead Director shall be independent (in accordance with the definition of "independent" as set out in section 1.4 of Multilateral Instrument 52-110 – Audit Committees). The primary responsibility of the Lead Director is to assist the Chairman to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of management. The duties and responsibilities of the Lead Director shall be as follows:

- The Lead Director, in the absence of the Chairman, shall preside at meetings of the Board.
- The Lead Director shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management being present. The Lead Director shall chair such meetings of independent directors.
- The Lead Director shall endeavour to ensure reasonable procedures are in place for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances.
- The Lead Director will provide input to the Chairman of the Board (and if there is no Chairman, to the Chief Executive Officer) on preparation of agendas for meetings of the Board.
- The Lead Director shall be entitled to convene meetings of the Board with the concurrence of at least one other Director.
- With respect to meetings of directors, it is the duty of the Lead Director, when conducting a meeting, to enforce the by-laws, and rules of procedure. These duties include:
 - ensuring that the meeting is duly constituted;
 - ensure the meeting provides for reasonable accommodation;
 - confirming the admissibility of all persons at the meeting;
 - preserving order and the control of the meeting; and
 - ascertaining the sense of the meeting by a vote on all questions properly brought before the meeting.
- The Lead Director shall meet periodically with each director to obtain insight as to where they believe the Board and its committees could be operating more effectively, and shall report his findings to the Chair of the Corporate Governance Committee.