



POSITION DESCRIPTION

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHAIR

The Chair (the “Chair”) of the Human Resources & Compensation Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Precision Drilling Corporation (the “Corporation”) is responsible for the effective functioning of the Committee.

The Chair will be a duly-elected, independent member of the Board of Directors and will be appointed by the Board of Directors as the Chair, each year, in accordance with the terms of the Committee’s Charter (“Charter”).

The Chair will provide overall leadership to enhance the effectiveness of the Committee and take all reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee.

RESPONSIBILITIES

Without limitation to the foregoing, the Chair shall:

Committee Structure

- seek to ensure the adoption of and compliance with procedures such that the Committee will conduct its work effectively and efficiently, independent from management, including the scheduling, calling and chairing of Committee meetings, meetings without the presence of management, and meetings of the independent Committee members;
- assign tasks to members of the Committee, management and external advisors to fulfill the Committee’s goals;

Committee Management

- take all reasonable measures to provide that the Committee meets at least four times annually and as many additional times as necessary to carry out its duties effectively;
- foster ethical and responsible decision making by the Committee and its members;
- ensure that the Committee is discharging its duties and responsibilities as set forth in its Charter;
- co-ordinate with management and external advisors to ensure that documents are delivered to members of the Committee in sufficient time in advance of Committee meetings for thorough review, and matters are properly presented for the members’ consideration at meetings;
- facilitate Committee’s access to members of senior management to question them regarding matters of importance to the Committee;

- encourage the Committee to meet in separate, regularly scheduled, non-management, closed sessions with internal personnel or external advisors, as needed or appropriate;
- ensure that the Committee considers its Charter regularly in the discharge of its duties and reviews that Charter annually;
- take all reasonable steps to ensure that a process is in place for the assessment on a regular basis of the effectiveness of the Committee and the contribution of each of its members;

Meeting Conduct

- call and schedule meetings of the Committee and establish, with input from other Committee members and management, the agenda for each Committee meeting
- chair all meetings of the Committee and ensure free and open discussion at meetings, provided that if the Chair is not present, the Committee members shall choose a Committee member to chair the meeting;
- ensure sufficient time during Committee meetings to fully discuss agenda items;
- encourage Committee members to ask questions and express viewpoints during meetings;
- seek to ensure that all business set out in the agendas of Committee meetings is discussed and brought to resolution as required;

Communication

- act as a liaison with the Chair of the Board of Directors;
- arrange for the preparation and distribution of minutes of Committee meetings to members of the Committee;
- report to the Board of Directors, on behalf of the Committee, regarding its activities, findings and recommendations;
- represent the Committee at meetings with major shareholders and other stakeholder groups;

Other

- provide leadership for the Committee and mentor and encourage Committee orientation and education programs;
- ensure that external advisors retained by the Committee are appropriately qualified and independent;
- annually require the Committee to evaluate and recommend revisions to this Position Description;
- carry out any other appropriate activities delegated to the Committee by the Board of Directors; and
- take all other reasonable steps to educate the Committee members on its responsibilities, as outlined in its Charter and Checklists, and executed as effectively as possible.