

## **PRECISION DRILLING CORPORATION**

### **POSITION DESCRIPTION OF THE AUDIT COMMITTEE CHAIR**

#### **1. General**

The Chair (the “Chair”) of the Audit 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 and Terms of Reference.

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 and Terms of Reference, are well understood by the Committee.

The Chair will foster ethical and responsible decision making by the Committee and its individual members.

#### **2. Responsibilities**

Without limitation to the foregoing, the Chair shall:

- call and schedule meetings of the Committee and establish, with input from other Committee members, the agenda for each Committee meeting;
- 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;
- 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;
- foster ethical and responsible decision making by the Committee and its members;
- arrange for sufficient time during Committee meetings to fully discuss agenda items;
- encourage Committee members to ask questions and express viewpoints during meetings;
- arrange for the preparation and distribution of minutes of Committee meetings to members of the Committee;
- provide leadership for the Committee and arrange Committee orientation and education programs;
- ensure that the Committee is discharging its duties and responsibilities as set forth in its Charter and Terms of Reference;

- consider external auditors qualifications and independence;
- co-ordinate with management and 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;
- report to the Board of Directors, on behalf of the Committee, regarding its activities, findings and recommendations;
- act as a liaison with the Chair of the Board of Directors;
- annually require the Committee to evaluate and recommend revisions to this Position Description;
- ensure that the Committee considers its Charter and Terms of Reference regularly in the discharge of its duties and reviews that Charter and Terms of Reference 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;
- carry out any other appropriate activities delegated to the Committee by the Board of Directors; and
- take all other reasonable steps to ensure that the responsibilities of the Committee, as outlined in its Charter and Terms of Reference, are well understood by the Committee members and executed as effectively as possible.

**Effective as at June 1, 2010**