



MANDATE OF THE BOARD OF DIRECTORS

GEODRILL

GEODRILL LIMITED

Mandate of the Board of Directors

I. PURPOSE

The Board of Directors (the “**Board**”) of Geodrill Limited (the “**Corporation**”) assumes responsibility for the stewardship of the Corporation.

II. RESPONSIBILITIES

As an integral part of that stewardship responsibility, the Board has responsibility for the following matters (either itself, or through duly appointed and constituted committees of the Board in accordance with applicable laws):

1. The Board has primary responsibility for the development and adoption of the strategic direction of the Corporation. The Board contributes to the development of strategic direction by approving, at least annually, a strategic plan developed and proposed by management. The plan will take into account the business opportunities and business risks of the Corporation. The Board reviews with management from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Corporation. The Board reviews and approves the Corporation’s financial objectives, plans and actions, including significant capital allocations and expenditures. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.
2. The Board monitors corporate performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
3. The Board identifies the principal business risks of the Corporation and ensures that there are appropriate systems put in place to manage these risks.
4. The Board monitors and ensures the integrity of the internal controls and procedures (including adequate management information systems) within the Corporation and its financial reporting procedures of the Corporation.
5. The Board is responsible for ensuring appropriate standards of corporate conduct including, adopting a corporate Code of Business Conduct and Ethics for all employees and senior management, and monitoring compliance with such code, if appropriate. Any waiver from any part of the corporate Code of Business Conduct and Ethics for officers or directors requires the express approval of the Board and, if required by applicable securities regulatory authorities, public disclosure.
6. The Board is responsible for the review and approval of quarterly and annual financial statements, management’s discussion and analysis related to such financial statements, and budgets (including spending authorizations and limits) and forecasts.

7. The Board is responsible for establishing and reviewing from time to time a dividend policy for the Corporation.
8. The Board is responsible for reviewing the compensation of members of the Board to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and for reviewing the compensation of members of the senior management team to ensure that they are competitive within the industry and that the form of compensation aligns the interests of each such individual with those of the Corporation.
9. The Board reviews and approves material transactions not in the ordinary course of business.
10. The Board reviews and approves the budget on an annual basis, including the spending limits and authorizations, as recommended by the Audit Committee.
11. The Board ensures that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management and members of the Board.
12. The Board is responsible for assessing its own effectiveness in fulfilling its mandate and evaluating the relevant relationships of each independent director and shall make an affirmative determination that such relationship does not preclude a determination that the director is independent.
13. The Board develops and approves a disclosure policy that includes a framework for investor relations and a public disclosure policy.
14. The Board is responsible for satisfying itself as to the integrity of the chief executive officer (the “CEO”) and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the organization. The Board is responsible for developing and approving goals and objectives which the CEO is responsible for meeting. The position description and responsibilities of the CEO are set out in Schedule “B” attached hereto.
15. The Board is responsible for developing the Corporation’s approach to corporate governance principles and guidelines that are specifically applicable to the Corporation.
16. The Board is responsible for performing such other functions as prescribed by law or assigned to the Board in the Corporation’s governing documents.
17. Set forth below are procedures relating to the Board’s operations:
 - (a) Size of Board and selection process – The directors of the Corporation are elected each year by the shareholders at the annual meeting of shareholders. The individual members of the Board will recommend to the full Board the nominees for election to the Board. The Board then proposes a slate of nominees to the shareholders for election based upon the following considerations: (i) the competencies and skills which the Board as a whole should possess; (ii) the

competencies and skills which each existing director possesses; and (iii) the appropriate size of the Board to facilitate effective decision-making. Any shareholder may propose a nominee for election to the Board in accordance with applicable law. The Board also recommends the number of directors on the Board to shareholders for approval, subject to compliance with applicable law. Between annual meetings, the Board may appoint directors to serve until the next annual meeting, subject to compliance with applicable law.

- (b) Qualifications – Directors should have the highest personal and professional ethics and values and be committed to advancing the best interests of the Corporation. They should possess skills and competencies in areas that are relevant to the Corporation’s activities. A majority of the directors will be “independent” directors within the meaning of National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.
- (c) Director Orientation and Continuing Education – The Board, together with the Corporate Governance and Nominating Committee is responsible for providing a comprehensive orientation and education program for new directors which fully sets out: (i) the role of the Board and its committees; (ii) the nature and operation of the business of the Corporation; and (iii) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. In addition, the Board together with the Corporate Governance and Nominating Committee is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.
- (d) Meetings – The Board has at least four scheduled meetings a year. The Board is responsible for its agenda. Prior to each Board meeting, the Chairman of the Board shall circulate an agenda to the Board. The Chairman of the Board shall discuss the agenda items for the meeting with the Chief Executive Officer. Materials for each meeting will be distributed to directors in advance of the meetings. Directors are expected to attend 75% of all meetings of the Board held in a given year, and are expected to adequately review meeting materials in advance of all such meetings.

The independent directors shall meet at the end of each Board meeting without management and non-independent directors present. The independent directors shall appoint a chairman to chair these meetings.

- (e) Committees – The Board has established the following standing committees to assist the Board in discharging its responsibilities: the Audit Committee, the Corporate Governance and Nominating Committee, the Compensation Committee and the Health, Safety and Environmental Committee. Special committees are established from time to time to assist the Board in connection with specific matters. The chair of each committee reports to the Board following meetings of

the committee. The terms of reference of each standing committee are reviewed annually by the Board.

- (f) Evaluation – The Corporate Governance and Nominating Committee performs an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of individual directors.
 - (g) Compensation – The Compensation Committee recommends to the Board the compensation and benefits for non-management directors. The Committee seeks to ensure that such compensation and benefits reflect the responsibilities and risks involved in being a director of the Corporation and align the interests of the directors with the best interests of the shareholders.
 - (h) Nomination – The Corporate Governance and Nominating Committee from time to time, will identify and recommend new nominees as directors of the Corporation, based upon the following considerations:
 - (i) the competencies and skills necessary for the Board as a whole to possess;
 - (ii) the competencies and skills necessary for each individual director to possess;
 - (iii) competencies and skills which each new nominee to the Board is expected to bring; and
 - (iv) whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Corporation.
 - (i) Access to independent advisors – The Board may at any time retain outside financial, legal or other advisors at the expense of the Corporation. Any director may, subject to the approval of the Corporate Governance and Nominating Committee, retain an outside advisor at the expense of the Corporation.
18. Shareholders of the Corporation are encouraged to provide feedback to the Board concerning its mandate and the operations of the Corporation by contacting any independent member of the Board.

Schedule "A"

GEODRILL LIMITED

Position Description for the Chairman of the Board Of Directors

I. Purpose

The Chairman of the Board shall be a director who is designated by the full Board to act as the leader of the Board.

II. Who may be Chairman

The Chairman will be selected amongst the directors of the Corporation who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

III. Responsibilities

The following are the responsibilities of the Chairman. The Chairman may delegate or share, where appropriate, certain of these responsibilities with the Corporate Governance and Nominating Committee and/or any other independent committee of the Board:

1. Chairing all meetings of the Board in a manner that promotes meaningful discussion.
2. Providing leadership to the Board to enhance the Board's effectiveness, including:
 - (a) Ensuring that the responsibilities of the Board are well understood by both management and the board;
 - (b) Ensuring that the Board works as a cohesive team with open communication;
 - (c) Ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
 - (d) Together with the Corporate Governance and Nominating Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and
 - (e) Together with the Corporate Governance and Nominating Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the Board is assessed at least annually.

3. Managing the Board, including:
 - (a) Preparing the agenda of the Board meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
 - (b) Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - (c) Ensuring meetings are appropriate in terms of frequency, length and content;
 - (d) Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
 - (e) Ensuring that a succession planning process is in place to appoint senior members of management when necessary;
 - (f) Together with the Corporate Governance and Nominating Committee, approaching potential candidates once potential candidates are identified, to explore their interest in joining the Board and proposing new nominees for appointment to the Board and its committees; and
 - (g) Ensuring procedures are established to assess and recommend new nominees for appointment to the Board and its committees.
4. Acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Corporate Governance and Nominating Committee to ensure that the Corporation is building a healthy governance culture.
5. At the request of the Board, representing the Corporation to external groups such as shareholders and other stakeholders, including community groups and governments.

Schedule “B”

GEODRILL LIMITED

Position Description for the Chief Executive Officer

The Chief Executive Officer’s primary role is to take overall supervisory and managerial responsibility for the day-to-day operations of the Corporation’s business and to manage the Corporation in an effective, efficient and forward-looking way and to fulfil the priorities, goals and objectives determined by the Board in the context of the Corporation’s strategic plans, budgets and responsibilities set out below, with a view to increasing shareholder value. The Chief Executive Officer is responsible to the Board.

Without limiting the foregoing, the Chief Executive Officer is responsible for the following:

1. Maintain and develop the Corporation’s role as a leading drilling company in the markets where it operates.
2. Maintain and develop with the Board strategic plans for the Corporation and successfully implement such plans.
3. Provide quality leadership to the Corporation’s staff and ensure that the Corporation’s human resources are managed properly.
4. Provide high-level policy options, orientations and discussions for consideration by the Board.
5. Together with any special committee appointed for such purpose, maintain existing and develop new strategic alliances and consider possible merger or acquisition transactions with other companies which will be constructive for the Corporation’s business and will help enhance shareholder value.
6. Provide support, coordination and guidance to various responsible officers and managers of the Corporation.
7. Ensure communications between the Corporation and major stakeholders, including and most importantly the Corporation’s shareholders, are managed in an optimum way and are done in accordance with applicable securities laws.
8. Provide timely strategic, operational and reporting information to the Board and implement its decisions in accordance with good governance, with the Corporation’s policies and procedures, and within budget.
9. Act as an entrepreneur and innovator within the strategic goals of the Corporation.
10. Coordinate the preparation of an annual business plan.

11. Ensure appropriate governance skills development and resources are made available to the Board.
12. Provide a culture of high ethics throughout the organization.
13. Take primary responsibility for the administration of all of the Corporation's sub-areas and administrative practices.