



**DIVERGENT ENERGY SERVICES CORP.
LEAD INDEPENDENT DIRECTOR**

POSITION DESCRIPTION

This position description has been adopted by the Board of Directors (the “**Board**”) of Divergent Energy Services Corp., or its predecessor, as the case may be (the “**Corporation**”), effective **March 18, 2020**.

1. General Description

The lead independent director (the “**Lead Director**”) of the Board of the Corporation is appointed by, reports to and serves at the pleasure of the Board.

The primary responsibility of the Lead Director is to ensure that the Board acts independently of management of the Corporation.

The Lead Director must be fully independent, within the meaning of independence as described in Section 1.4 of National Instrument 52-110 – Audit Committees.

The Lead Director is expected to maintain frequent communication with the Executive Chairman of the Board (the “**Chair**”), the Chief Executive Officer (the “**CEO**”), other directors (“**Directors**”) and the Corporate Secretary. There will be a Lead Director of the Corporation as long as the Chair is not an independent director.

2. Mandate

The Lead Director’s specific duties and responsibilities include, but are not limited to, the following:

- ensure that all Directors have an independent contact on matters of concern to them and ensure that the Board successfully discharges its fiduciary duties;
- in conjunction with the Chair and the Corporate Secretary, ensure the co-ordination of the agenda, information packages and related events for Board meetings;
- together with the Chair, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Directors, including periodic meetings of independent directors without management present;
- organize and chair meetings of the independent members of the Board and act as the primary liaison between the independent directors and the Chair, and between the independent directors and the CEO;
- where the Lead Director deems it necessary or desirable, the Lead Director may call meetings of the board of directors, or the independent directors alone, set the agenda for any meeting of the board of directors and compel the Corporation to provide such information to the directors as the Lead Director, in his or her discretion, deems appropriate;

- in the absence of the Chair, act as chair of meetings of the Board;
- provide guidance on, and monitor, the independence of each Director to ensure the independence of the Board;
- provide leadership to the Board if circumstances arise in which the joint role of the Chair and CEO may be, or may be perceived to be, in conflict;
- lead the Board in monitoring and evaluating the performance and accountability of the CEO and, together with the Chair and CEO, assess the effectiveness of the senior management team below the level of CEO;
- ensure that functions delegated to Board committees are carried out as represented and results are reported to the Board;
- ensure that the Board has in place adequate processes for monitoring and evaluating the performance and accountability of the Chair and the CEO;
- work with the Chair and CEO, including helping to review strategies, defined issues, and maintain accountability and build relationships;
- together with the Chair, maintain communication with all Directors and Board committee chairs, coordinate input from Directors, and optimize the effectiveness of the Board and its committees;
- act as the principal sounding board, counsellor and confidant for the Chair and CEO, including providing assistance on major policy issues such as acquisitions, divestitures, and new strategic alternatives;
- in conjunction with the Corporate Governance and Nominating Committee, facilitate the review and assessment of individual Director attendance and performance and the size, composition and overall performance of the Board and its committees;
- in collaboration with the Chair and the Corporate Secretary, ensure that information requested by Directors or Board committees is provided and meets their needs; and
- together with the Chair, ensure the Directors are alert to their obligations to the Corporation, securityholders, management, other stakeholders and pursuant to applicable law.

3. Review

The Corporate Governance and Nominating Committee, with input from all Board members, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or amendments are required.