

BONAVISTA ENERGY TRUST

TERMS OF REFERENCE FOR THE LEAD DIRECTOR

The following sets forth the terms of reference of lead director ("**Lead Director**") of the board of directors (the "**Board**") of Bonavista Petroleum Ltd. (the "**Corporation**"):

Introduction

- The Lead Director is reviewed annually by and reports to the Board; and
- The Lead Director's primary role is to act as liaison between management and the independent directors to ensure the Board is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board.

Duties and Responsibilities

- The Lead Director, in the absence of the Chairman or where the Chairman has excused himself due to any potential conflict, shall preside at meetings of the Board.
- The Lead Director shall chair the "in camera" portions of Board meetings held without management being present.
- The Lead Director shall 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 Lead Director will provide input to the Chairman of the Board 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.
- In conjunction with the Chair of the Governance and Nominating committee, the Lead Director shall meet annually with each director to obtain insights as to where they believe the Board and its committees could be operating more effectively.