



CES ENERGY SOLUTIONS CORP.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON JUNE 22, 2021**

AND

INFORMATION CIRCULAR AND PROXY STATEMENT

MAY 12, 2021



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on June 22, 2021

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (together with any and all adjournments and postponements thereof, the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of CES Energy Solutions Corp. (the “**Corporation**” or “**CES**”) will be held on June 22, 2021 at 9:00 a.m. (Calgary time). As a result of concerns relating to the unprecedented health impact of COVID-19, CES will conduct the Meeting in a virtual only format conducted via live audio webcast at <https://web.lumiagm.com/220394844>. **Shareholders will not be able to attend the Meeting in person.**

The Meeting will be held for the following purposes:

1. to receive and consider the audited consolidated comparative financial statements of the Corporation for the year ended December 31, 2020, together with the auditors’ report on those financial statements;
2. to fix the number of directors to be elected at the Meeting at six (6) members;
3. to elect persons to serve as directors of the Corporation for the ensuing year;
4. to appoint Deloitte LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix the remuneration of the auditors; and
5. to transact such other business as may properly be brought before the Meeting.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice of Meeting. The audited consolidated comparative financial statements of the Corporation for the year ended December 31, 2020, including the auditors’ report on those financial statements, have been mailed to Shareholders who have requested the same, in accordance with applicable securities laws. The financial statements are also available on the internet on the Corporation’s SEDAR profile at www.sedar.com.

A Shareholder may attend the Meeting or may be represented at the Meeting by a third party proxy, in either case virtually via audio webcast only. Shareholders attending virtually, they will be able to ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements as set out in the Information Circular.

Shareholders of the Corporation who are unable or do not wish to attend the Meeting virtually are requested to complete, date and sign the enclosed form of proxy or voting instruction form (each referred to as a “**Form of Proxy**”) to appoint a third party proxyholder and return it in the enclosed envelope. Non-registered Shareholders (being Shareholders who hold their Common Shares through brokerage accounts or other intermediaries) who wish to appear attend virtually and vote at the Meeting must appoint themselves as proxy by inserting their name in the blank space provided on the Form of Proxy and returning the Form of

Proxy in the envelope provided. In order to be valid and acted upon at the Meeting, the Form of Proxy must be received (either directly or through a Shareholder's broker or other intermediary) by Computershare Investor Services Inc. not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting. Further instructions with respect to attending the Meeting virtually or voting by proxy are provided in the Form of Proxy and in the Information Circular accompanying this Notice of Meeting.

Shareholders of record as of the close of business on May 10, 2021 are entitled to receive notice of the Meeting and to vote Common Shares registered in their name at the Meeting. Any transferee or person acquiring Common Shares after such date may, on proof of ownership of such Common Shares, demand not later than 10 days before the Meeting that his or her name be included in the list of persons entitled to attend and vote at the Meeting, in which case the transferee is entitled to vote those Common Shares at the Meeting.

DATED at Calgary, Alberta on May 12, 2021.

CES ENERGY SOLUTIONS CORP.

(signed) "Thomas J. Simons"

Thomas J. Simons
President and Chief Executive Officer



INFORMATION CIRCULAR AND PROXY STATEMENT

**For the Annual General Meeting of Shareholders to be held
on June 22, 2021**

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PROXIES

Solicitation of Proxies

This Information Circular and Proxy Statement (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management (“**Management**”) of CES Energy Solutions Corp., including, where context requires, its predecessors and subsidiaries (the “**Corporation**” or “**CES**”) for use at the Annual General Meeting of the holders (the “**Shareholders**”) of common shares of the Corporation (the “**Common Shares**”) to be held on June 22, 2021 at 9:00 a.m. (Calgary time) (together with all adjournments and postponements thereof, the “**Meeting**”). As a result of concerns relating to the unprecedented health impact of COVID-19, as well as government regulations requiring physical distancing and restricting large gatherings, CES will conduct the meeting virtually via audio webcast at <https://web.lumiagm.com/220394844>. **Shareholders will not be able to attend the Meeting in person.**

The Meeting is being held for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders (the “**Notice of Meeting**”) accompanying this Information Circular. Information contained in this Information Circular is given as at May 12, 2021 unless otherwise stated.

Voting at the Meeting

A Registered Shareholder or a Beneficial Shareholder (each as defined below) who has appointed themselves or a third-party proxyholder to represent them at the meeting, will appear on a list of shareholders prepared by Computershare Trust Company of Canada / Computershare Investor Services Inc. (collectively, “Computershare”), the transfer agent and registrar for the meeting. To have their Common Shares voted at the meeting, each Registered Shareholder or proxyholder will be required to enter their control number or username provided by Computershare at <https://web.lumiagm.com/220394844> prior to the start of the meeting. Beneficial Shareholders who appoint themselves as a proxyholder **MUST** register with Computershare at <https://www.computershare.com/CESEnergy> after submitting their voting instruction form in order to receive a username and to be able to vote. **It is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences.**

Notice and Access Procedures

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”) allow for the use of a “notice and access” regime for the delivery of proxy-related materials.

Under the notice-and-access regime, reporting issuers are permitted to post electronic versions of their proxy-related materials on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) as well as a website other than SEDAR, rather than mailing paper copies to Shareholders. Under notice-and-access, a notice package containing (i) a paper copy of a notice outlining the matters to be addressed at the Meeting and how a Shareholder may obtain a copy of the Information Circular electronically or request a paper copy at no charge, and (ii) a Form of Proxy (as defined below), in the case of Registered Shareholders or a voting instruction form, in the case of Beneficial Shareholders will be sent to Shareholders. Where prior consent has been obtained, a reporting issuer can send this notice package to Shareholders electronically. This notice package must be mailed to Shareholders from whom consent to electronic delivery has not been received.

The Corporation has elected to send its Information Circular to Registered and Beneficial Shareholders using the notice-and-access regime. Accordingly, the Corporation will send the abovementioned notice package directly to Registered Shareholders and indirectly to Beneficial Shareholders. Using notice-and-access is expected to reduce the volume of materials that must be physically mailed to shareholders and reduce our impact on the environment.

The Corporation will not pay for proximate intermediaries to forward the proxy related materials and the voting instruction form to objecting beneficial owners under NI 54-101 and accordingly, objecting beneficial owners will not receive such materials unless their intermediary assumes the cost of delivery.

Notice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of the Shareholders do not hold Common Shares in their own name. Shareholders who do not hold Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares (referred to herein as “**Registered Shareholders**”) can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc.), which acts as nominee for many Canadian brokerage firms. Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the brokers/nominees are prohibited from voting Common Shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of securityholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder.

The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a scannable “voting instruction form” in lieu of the form of proxy. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail, phone or online. Alternatively, Beneficial Shareholders can call a toll-free telephone number or access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Beneficial Shareholders who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting.

A Beneficial Shareholder receiving a voting instruction form from Broadridge or a form of proxy from an organization other than Broadridge cannot use it to vote Common Shares directly at the Meeting. A Beneficial Shareholder who wishes to participate online and vote at the Meeting must have themselves appointed as proxy by the Registered Shareholder by following the instructions in the voting instruction form or form of proxy. In addition, you must register yourself as your proxyholder at www.computershare.com/CESEnergy.

After the proxyholder is registered, Computershare will provide the proxyholder with a control number for the Meeting. This control number will allow the proxyholder to log in to the live webcast and vote at the Meeting using the LUMI meeting platform. To vote during the Meeting online via webcast log in at <https://web.lumiagm.com/220394844>, click on “I have a Control Number”, enter the 13-digit control number

provided by Computershare and the password “cesenergy2021” (case sensitive), then click on the “Login” button.

For Beneficial Shareholders in the United States, in order to attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to Computershare, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or via email at uslegalproxy@computershare.com.

Requests for registration must be labeled as “Legal Proxy” and be received no later than 9:00 am Mountain Standard Time on Friday, June 18, 2021. You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the Meeting and vote your shares at <https://web.lumiagm.com/220394844> during the Meeting. In addition, you must register yourself as a proxyholder at www.computershare.com/CESEnergy.

Beneficial Shareholders who do not have a 15-digit control number or username will only be able to attend as a guest which allows them listen to the Meeting however will not be able to vote or submit questions. A Beneficial Shareholder may revoke voting instructions which have been given to an intermediary by carefully following the instructions provided by the intermediary.

If you are using a 15-digit control number to login to the Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in this case you will be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest. If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

Record Date

Only Registered Shareholders of record at the close of business on May 10 2021 (the “**Record Date**”) are entitled to notice of, and to attend and vote at, the Meeting, unless a Registered Shareholder has transferred Common Shares subsequent to that date and the transferee Registered Shareholder establishes ownership to the Common Shares and demands, not later than 10 days before the Meeting, that the transferee’s name be included on the list of shareholders entitled to vote.

Appointment and Revocation of Proxies

Registered Shareholders may vote virtually at the Meeting or they may appoint another person as their proxy to attend and vote in their place. A form of proxy (“**Form of Proxy**”) has been mailed with the Notice of Meeting and this Information Circular to all Registered Shareholders. **The persons named in the Form of Proxy are officers of the Corporation. A Registered Shareholder submitting the Form of Proxy has the right to appoint a person (who does not have to be a Shareholder) to be their representative at the Meeting, other than the persons designated in the Form of Proxy furnished by the Corporation. Such appointment may be exercised by inserting the name of the appointed representative in the blank space provided for that purpose. In addition, a Registered Shareholder must register its proxyholder at www.computershare.com/CESEnergy.**

After such registration is complete, Computershare will provide a control number to the Registered Shareholder. This control number will allow the proxyholder to log in to the live webcast and vote at the Meeting using the LUMI meeting platform. Without a control number, the proxyholder will not be able to vote at the Meeting. Computershare will provide the duly appointed proxyholder with a control number provided that the Form of Proxy has been received by Computershare prior to the deadline set out below.

Registered Shareholders that cannot attend the Meeting virtually are requested to complete, sign, date and return the accompanying Form of Proxy in the envelope provided. In any case, the Form of Proxy must be dated and executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. In order to be effective, the completed Form of Proxy must be deposited at the office of the Corporation's registrar and transfer agent, Computershare, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, no later than 9:00 am Mountain Standard Time on Friday, June 19, 2020.

A Registered Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends virtually at the Meeting, such person may revoke the proxy and vote virtually at the Meeting. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Registered Shareholder or his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. In order to be effective, the revocation must be deposited either at the office of Computershare, as described above, at any time prior to 2:30 p.m. (Calgary time) on the last business day preceding the day of the Meeting at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, and upon either of such deposits the proxy is revoked.

Persons Making the Solicitation

This solicitation is made on behalf of Management of the Corporation. The costs incurred in the preparation and mailing of the Form of Proxy, Notice of Meeting and this Information Circular and the solicitation of proxies will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, or by other means of communication or by the directors, officers and employees of the Corporation, who will not be remunerated therefor.

Exercise of Discretion by Proxies

The persons designated in the enclosed Form of Proxy will, if the instructions are clear, vote the Common Shares represented by that Form of Proxy, and where a choice with respect to any matter to be acted upon has been specified in the Form of Proxy, the Common Shares represented by that Form of Proxy will be voted or withheld from voting in accordance with the specification so made. **In the absence of such specification in a Form of Proxy received by the Corporation, the Common Shares will be voted in favour of any matters for which no specification has been made.**

The persons designated in the enclosed Form of Proxy are conferred with discretionary authority with respect to amendments or variations of those matters identified in the Form of Proxy and the Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting. In the event of any amendments or variations to matters identified in the Form of Proxy and the Notice of Meeting, or with respect to any other matters which may properly be brought before the Meeting, it is the intention of the persons designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matters. At the time of printing this Information Circular, Management is not aware of any such amendment, variation or other matter.

Quorum

At the Meeting, a quorum shall consist of a minimum of two (2) shareholders present (virtually) or represented by proxy and representing in the aggregate not less than 5% of the outstanding Common Shares.

VOTING SHARES AND THE PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and as at May 12, 2021, 254,362,636 Common Shares were issued and outstanding. Each matter to be voted on at the Meeting

will be conducted by poll or ballot with every Shareholder present or represented by proxy has one vote for each Common Share held.

To the best of the knowledge of Management and the directors of the Corporation, as at May 12, 2021, no Shareholder beneficially owned or controlled or directed, directly or indirectly, Common Shares carrying more than 10% of the votes attached to all of the issued and outstanding Common Shares that may be voted at the Meeting, except as set forth in the table below:

Name	Number of Common Shares	Percentage of Class
EdgePoint Investment Group Inc. ⁽¹⁾	52,768,151	20.75
Turtle Creek Asset Management Inc. ⁽²⁾	33,942,350	13.34

Notes:

- (1) Based upon information provided from EdgePoint Investment Group Inc. and upon a Form 62-103F3 (Required Disclosure by an Eligible Institutional Investor) filed on SEDAR on December 10, 2019, which may be found on the Corporation's SEDAR profile at www.sedar.com.
- (2) Based upon information provided by TMX InfoSuite Streamer.

SHAREHOLDER PROPOSALS

The *Business Corporations Act* (Alberta) (the “**ABCA**”) permits certain eligible Shareholders to submit shareholder proposals to the Corporation for inclusion in a management proxy circular for an annual meeting of shareholders. No Shareholder proposals were submitted for consideration at the upcoming Meeting. The final date by which the Corporation must receive shareholder proposals for the annual meeting of Shareholders to be held in 2022 is March 24, 2022, being the date that is at least 90 days before the anniversary of the Meeting.

APPROVAL REQUIREMENT

All of the matters to be considered at the Meeting are ordinary resolutions requiring approval by more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present (virtually) or represented by proxy at the Meeting.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Presentation of Financial Statements

The consolidated comparative financial statements of the Corporation for the year ended December 31, 2020, including the auditors' report on those financial statements, made available on the internet on the Corporation's SEDAR profile at www.sedar.com.

2. Number of Directors

At the Meeting, Shareholders will be asked to fix the number of directors to be elected at the Meeting at six (6) members. **The persons designated in the enclosed Form of Proxy, unless otherwise instructed, intend to vote IN FAVOUR of the recommendation to fix the number of directors at six (6) persons.**

3. Election of Directors

The board of directors of the Corporation (the “**Board of Directors**” or the “**Board**”) currently consists of six (6) directors whose terms will expire at the Meeting. At the Meeting, the Shareholders of record as at May 10, 2021 will be asked to elect six (6) nominees to serve as directors of the Corporation until the next annual general meeting of the Shareholders or until their respective successors have been appointed or

elected. **The persons designated in the enclosed Form of Proxy, unless otherwise instructed, intend to vote IN FAVOUR of the election of the nominees listed herein.**

Management does not contemplate that any of the nominees will be unable to serve as a director, but should that circumstance arise for any reason it is intended that the person named as nominee in the enclosed Form of Proxy shall exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other nominee or nominees as directors.

The Board of Directors adopted a Majority Voting Policy (the “**Majority Voting Policy**”) effective May 8, 2013, as subsequently amended on May 11, 2017, pursuant to which, in an uncontested election of directors, a director who receives an equal number or more “withhold” votes than “for” votes at the annual meeting of Shareholders will tender his or her resignation to the Chair of the Board of Directors, to be effective upon acceptance by the Board of the Directors. The Compensation, Corporate Governance and Nominating Committee of the Board of Directors (the “**Compensation and Governance Committee**”) will expeditiously consider the director’s offer to resign and make a recommendation to the Board of Directors whether to accept it or not. The Compensation and Governance Committee will be expected to recommend acceptance of the resignation except in situations in which exceptional circumstances warrant the applicable director continuing to serve on the Board of Directors. The Board of Directors will make its decision and announce it in a news release within 90 days following the annual meeting, including the reasons for its decision. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Compensation and Governance Committee at which the resignation is considered.

Shareholders should note that, as a result of the Majority Voting Policy, a “withhold” vote is effectively the same as a vote against a director nominee in an uncontested election.

The name, residence, date of appointment as a director of the Corporation or its predecessor, principal occupation and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised and other information, with respect to each of the six (6) nominees as directors of the Corporation, as at April 30, 2021, is set forth below:

**Mr. Kyle D. Kitagawa,
CPA**

Calgary, Alberta,
Canada
Age 60
Chairman of the Board
of Directors⁽¹⁾
Director since
December 9, 2005
Independent

Mr. Kitagawa is an independent businessman and has been a corporate director since March 2003. Mr. Kitagawa currently is Managing Director of North River Capital Corp. Prior thereto, Mr. Kitagawa was the President and Chief Executive Officer of Enron Canada Corp. Mr. Kitagawa has previously sat on the board of directors for Advanced Mobile Power Systems, LLC, Esprit Exploration Ltd., Ferus Trust, Independent Energy Ltd., Invasion Energy Inc., Livingston Energy Ltd., Papier Masson Ltee., ProspEx Resources Ltd., Wave Energy Ltd., Coral Hill Energy Ltd. and Zargon Oil & Gas Ltd. He holds a Master of Business Administration degree from Queen's University, a Bachelor of Commerce from the University of Calgary and is a Chartered Professional Accountant.

Securities Held	Number	Value⁽²⁾
Common Shares	1,651,722	\$2,675,790 ⁽³⁾
RSUs	117,366	\$142,599
Total Equity Value at Risk		\$2,818,389

Committee Membership and Meeting Attendance in 2020:

Chairman of Board of Directors	5/5
Audit Committee ⁽¹⁾	4/4
Compensation and Governance Committee	6/6

Mr. Spencer D. Armour, III
 Midland, Texas, United States
 Age 67
 Director since December 12, 2018
 Independent

Mr. Armour has over 30 years of executive and entrepreneurial experience in the energy services industry and is based in Midland, Texas. Mr. Armour is currently a director ProPetro Holding Corp., a board member of Viper Energy Partners, LP since 2017 and also serves as partner at Geneses Investments LLC. He served as President of PT Petroleum LLC from 2013 to 2018, and he was the Vice President of Corporate Development for Basic Energy Services, Inc. from 2007 to 2008, which acquired Sledge Drilling Corp., a company Mr. Armour cofounded and served as Chief Executive Officer for from 2005 to 2006. From 1998 through 2005, he served as Executive Vice President of Patterson-UTI Energy, Inc., which acquired Lone Star Mud, Inc., a company Mr. Armour founded and served as President for from 1986 to 1997. He also served on the Patterson-UTI Board of Directors from 1999 through 2001. Mr. Armour received a B.S. in Economics from the University of Houston in 1977 and was appointed to the University of Houston System Board of Regents for a six year term in 2011 by former Texas Governor, Rick Perry.

<u>Securities Held</u>	<u>Number</u>	<u>Value⁽²⁾</u>
Common Shares	113,004	\$183,066
RSUs	88,024	\$142,599
Total Equity Value at Risk		\$325,665

Committee Membership and Meeting Attendance in 2020:

Board of Directors	5/5
Audit Committee	4/4
Compensation and Governance Committee	6/6
Health, Safety & Environment Committee	2/2

Ms. Stella Cosby, ICD.D
 Calgary, Alberta, Canada
 Age 63
 Director since September 14, 2017
 Independent

Ms. Cosby was previously the Vice President, People of Cervus Equipment Corporation from July 1, 2014 until June 27, 2020. Prior to joining Cervus, Ms. Cosby was a Senior Director with Agrium Inc. from 2002 to 2014 where she held positions responsible for all aspects of Human Resources. Prior to joining Agrium Inc., Ms. Cosby was Vice President, Human Resources for Manulife Financial and Senior Director, Business Effectiveness for Canadian Pacific Railway. Ms. Cosby was on the board of directors of Savanna Energy Services from 2013 to 2017. Ms. Cosby holds a Bachelor of Arts in Sociology from Western University and a Master of Arts in Organization Systems Renewal from Antioch University. Ms. Cosby is a graduate of the Institute of Corporate Directors (ICD) Education Program.

<u>Securities Held</u>	<u>Number</u>	<u>Value⁽²⁾</u>
Common Shares	154,072	\$248,597
RSUs	88,024	\$142,599
Total Equity Value at Risk		\$392,196

Committee Membership and Meeting Attendance in 2020:

Board of Directors	5/5
Compensation and Governance Committee	6/6
Health, Safety & Environment Committee (Chair)	4/4

Mr. John M. HooksCalgary, Alberta,
Canada

Age 63

Director since December
9, 2005

Independent

Mr. Hooks has been the Chief Executive Officer, and formerly President, of PHX Energy Services Corp. and its predecessor, Phoenix Technology Services Inc., since 1995, and has been chairman of its board of directors since 2000. Mr. Hooks was on the board of directors of Savanna Energy Services Corp. from 2005 until 2017.

<u>Securities Held</u>	<u>Number</u>	<u>Value⁽²⁾</u>
Common Shares	1,089,026	\$1,764,222
RSUs	88,024	\$142,599
Total Equity Value at Risk		\$1,906,821

Committee Membership and Meeting Attendance in 2020:

Board of Directors	5/5
Compensation and Governance Committee (Chair)	6/6

**Mr. Philip J. Scherman, FCPA,
FCA, ICD.D**

Calgary, Alberta, Canada

Age 70

Director since May 14, 2015

Independent

Mr. Scherman is a Chartered Professional Accountant and currently serves on the board of Mullen Group Ltd. and The Calgary Foundation. Mr. Scherman was an engagement partner at KPMG from 1982 to 2012 for public and private energy and energy service entities. Mr. Scherman also served on the KPMG Canada Board of Directors for six years. Mr. Scherman is a member of the Canadian and Alberta Institutes of Chartered Professional Accountants and was awarded the Fellow of the Chartered Professional Accountants designation. Mr. Scherman is a graduate of the Institute of Corporate Directors (ICD) Education Program.

<u>Securities Held</u>	<u>Number</u>	<u>Value⁽²⁾</u>
Common Shares	215,202	\$348,627
RSUs	88,024	\$142,599
Total Equity Value at Risk		\$491,226

Committee Membership and Meeting Attendance in 2020:

Board of Directors	5/5
Audit Committee (Chair) ⁽¹⁾	4/4

Mr. Thomas J. SimonsCalgary, Alberta,
Canada

Age 52

Director since
December 9, 2005

Non-Independent

Mr. Simons has been the President and Chief Executive Officer of the Corporation and its predecessor since March 2006. Prior thereto, Mr. Simons was the co-founder and one of the principals of Impact Fluid Systems Inc. Mr. Simons has over 25 years of experience in the North American oilfield service industry. Mr. Simons graduated from the Advanced Management Program at Harvard Business School.

<u>Securities Held</u>	<u>Number</u>	<u>Value⁽²⁾</u>
Common Shares	3,246,131	\$5,258,732
RSUs	1,634,717	\$2,648,242
Incentive Rights		Nil ⁽⁴⁾
Total Equity Value at Risk		\$7,906,974

Committee Membership and Meeting Attendance in 2020:

Board of Directors	5/5
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Notes:

- (1) On May 12, 2021 the Board of Directors determined that immediately following the Meeting, Mr. Kitagawa will be appointed to the role of Chair of the Audit Committee and Mr. Scherman will be appointed to the role of Chairman of the Board of Directors.
- (2) All values in this table have been determined based on the closing price of the Common Shares on the Toronto Stock Exchange ("TSX") as at April 30, 2021 being \$1.62 per Common Share.
- (3) Includes 974,400 Common Shares held by a family trust, which is neither controlled nor directed by Mr. Kitagawa, but for which Mr. Kitagawa acts as a trustee.
- (4) Value of unexercised Incentive Rights as at April 30, 2021.

Cease Trade Orders or Bankruptcies

Except as set forth below, no proposed director is as at the date hereof, or has been within the last ten (10) years of the date hereof, a director or executive officer of any company (including the Corporation) that, while he was acting in that capacity: (i) was the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the company being the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets.

Mr. Kitagawa was a director and Chairman of the Board of Zargon Oil & Gas Ltd. ("**Zargon**"), a publicly traded oil and gas producer traded on the TSX. Mr. Kitagawa resigned as director and Chairman of the Board on September 4, 2020. Subsequently, on September 8, 2020, Zargon submitted a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* and appointed MNP Ltd. as Zargon's trustee. On November 13, 2020 a consolidation order was granted and a Proposal was filed, which was subsequently approved by the shareholders of Zargon and by the Alberta Court of Queen's Bench on January 6, 2021. The Proposal contemplated the reorganization of Zargon's share capital to allow Blue Sky Resources Ltd. to become the sole shareholder of Zargon ("**Zargon Reorganization**"). The securities regulators in the Provinces of Alberta and Ontario issued cease trade orders in relation to the securities of Zargon for the failure of Zargon to file financial statements and related management's discussion and analysis. On January 29, 2021 the Alberta and Ontario securities regulators partially revoked the cease trade orders to permit the Zargon Reorganization, however the general cease trade orders continue to be in effect. Zargon's common shares continue to be suspended from trading on the TSX.

Mr. Scherman was a director of Parallel Energy Inc., the administrator of Parallel Energy Trust (collectively, "**Parallel**"), a Calgary based oil and gas producer. On November 9, 2015, Parallel filed an application for protection under the *Companies' Creditors Arrangement Act* and voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code. In the Chapter 11 proceedings, the U.S. Bankruptcy Court approved the sale of the assets of Parallel and the sale closed on January 28, 2016. Mr. Scherman resigned from the board of directors of Parallel on March 1, 2016, and subsequently, the Canadian entities of Parallel filed for bankruptcy under the *Bankruptcy and Insolvency Act* on March 3, 2016, which proceedings have subsequently been concluded. In November, 2015, the securities regulators in the Provinces of Alberta, British Columbia, Saskatchewan, Manitoba, Ontario, Quebec, and New Brunswick issued cease trade orders in relation to the securities of Parallel for the failure of Parallel to file financial statements and related management's discussion and analysis, which cease trade orders continue to be in effect. Parallel's trust units and debentures were delisted from the TSX on December 11, 2015.

No proposed director has, within the last ten (10) years of the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

In addition, no proposed director has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

4. Appointment of Auditor

Deloitte LLP, Chartered Accountants (“**Deloitte**”) are the current auditors of the Corporation. Deloitte was first appointed as auditors of the Corporation on January 13, 2006. At the Meeting, Shareholders will be requested to re-appoint Deloitte as the independent auditors of the Corporation to hold office until the next annual general meeting of the Shareholders and to authorize the Board of Directors to fix the auditors’ remuneration.

Certain information regarding the audit committee of the Board of Directors (the “**Audit Committee**”), including the fees billed by the Corporation’s external auditors during the fiscal periods ended December 31, 2019 and December 31, 2020, which are required to be disclosed in accordance with National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), is contained in Schedule “A” of the Corporation’s Annual Information Form for the year ended December 31, 2020 dated March 11, 2021. The Corporation’s Annual Information Form is available on the internet on the Corporation’s SEDAR profile at www.sedar.com.

The persons designated in the enclosed Form of Proxy, unless otherwise directed, intend to vote IN FAVOUR of the appointment of the firm of Deloitte LLP of Calgary, Alberta, as auditors of the Corporation to hold office until the next annual general meeting of the Shareholders and to authorize the Board of Directors to fix their remuneration.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

General

The Board of Directors is responsible for the governance of the Corporation, considers good corporate governance to be central to the effective operation of the Corporation and is committed to maintaining a high standard of corporate governance. The Corporation’s governance practices (the “**Governance Guidelines**”) are consistent with, and in many cases exceed the governance guidelines set forth in National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) and the audit committee rules set forth in NI 52-110 – *Audit Committees* (“**NI 52-110**”), each of which has been adopted by Canadian securities regulatory authorities. The disclosure set forth herein is responsive to and complies in full with the disclosure requirements set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), Form 58-101F1 – *Corporate Governance Disclosure*, and the disclosure requirements as set out in the *Business Corporations Act* (Alberta) and its respective regulations.

Compensation, Corporate Governance and Nominating Committee

The Board of Directors established a Compensation and Governance Committee and its Charter and has delegated to it responsibility for assisting the Board of Directors in fulfilling its responsibilities relating to matters of human resources and compensation (including equity compensation), establishing a plan of continuity and development for senior management of the Corporation, maintaining and enhancing the Corporation’s corporate governance practices and identifying and recommending qualified individuals for nomination for election to the Board of Directors and for appointment to senior management positions, including the Chief Executive Officer position. The Charter provides that the governance responsibilities of the Compensation and Governance Committee include, but are not limited to, assisting the Board of Directors in:

- (a) evaluating, developing and recommending the process and structure by which the Board of Directors, Management and committees of the Corporation are held accountable to the Shareholders and other stakeholders of the Corporation;

- (b) establishing and reviewing the appropriate skills, composition and characteristics (including independence) of the Board of Directors;
- (c) reviewing the composition of, and succession planning in respect of, the directors on the Board of Directors;
- (d) evaluating, identifying and recommending nominees for election or re-election to the Board of Directors;
- (e) evaluating, identifying and recommending individuals for the Chief Executive Officer position;
- (f) succession planning for the Chief Executive Officer position and other senior management positions in the Corporation;
- (g) monitoring, reviewing and making recommendations regarding the orientation, education and development of the Board of Directors;
- (h) recommending directors to serve as members and Chairs of the Corporation's committees;
- (i) reviewing and recommending changes to the Governance Guidelines, Terms of Reference (as defined below) and other approvals, policies and procedures of the Board of Directors;
- (j) reviewing and recommending changes to the respective charters of the Corporation's committees;
- (k) establishing procedures for the engagement of separate independent counsel by each committee and director;
- (l) reviewing the Corporation's annual disclosure documents that contain significant information relating to matters within the Compensation and Governance Committee's mandate;
- (m) reviewing and evaluating the Charter and the Compensation and Governance Committee's efficacy;
- (n) oversight of risk management activities, including monitoring and reviewing the Corporation's risk management policies and procedures for key risks to the Corporation's business and operations; and
- (o) providing oversight of corporate governance related matters.

The Board of Directors and the Corporation have devoted significant attention and resources to reviewing the Corporation's corporate governance practices and ensuring that the Corporation's system of corporate governance continually meets or exceeds applicable legal requirements. Of particular note, the Board of Directors adopted its Code of Business Conduct (the "**Code**"), as well as a number of policies including: a clawback policy; an insider trading policy; a disclosure and media policy; a whistleblower policy and a board and management diversity policy. These policies, together with the Board of Directors' Terms of Reference, have been put in place to assist the Corporation in maintaining a high standard of corporate governance. With input from the relevant committees, the Board of Directors also created charters for the Corporation's committees. A copy of the Code is available on the Corporation's website and on the Corporation's SEDAR profile at www.sedar.com. Copies of each of the insider trading policy, disclosure and media policy, board and management diversity policy and the Terms of Reference are available on the Corporation's website.

Further information regarding the compensation related activities of the Compensation and Governance Committee is provided in the "*Executive Compensation*" section of this Information Circular.

Set out below is a description of certain corporate governance practices of the Corporation as required by NI 58-101.

Board of Directors

NP 58-201 recommends that boards of directors be composed of a majority of independent directors and that the chair of a board of directors be an independent director¹. The Board of Directors of the Corporation is currently comprised of six (6) directors, five (5) of whom are independent for the purpose of NI 58-101 and NI 52-110. The one (1) non-independent director is Mr. Thomas J. Simons, the President and Chief Executive Officer of the Corporation. The other five (5) directors, including the Chairman of the Board of Directors, Mr. Philip J. Scherman, are all independent. Following the Meeting, the Board of Directors is expected to be comprised of six (6) directors, five (5) of whom are independent.

In determining that each director other than Mr. Simons is independent, the Board of Directors affirmatively determined that each such director has no material relationship with the Corporation that would be reasonably expected to interfere with the exercise of such members' independent judgment, either directly or as a partner, securityholder or officer of an organization that has a relationship with the Corporation. The Board of Directors also determined that each such director has not received any consulting, advisory, or other compensatory fee from the Corporation except in the capacity of a member of the Board of Directors or a committee of the Board of Directors. The table below lists the members of the Board of Directors, their year of appointment and their respective committee memberships as at the date of this Information Circular.

	Year Appointed	Committees		
		Audit	Compensation and Governance	Health, Safety and Environment
Independent Board Members				
Kyle D. Kitagawa (Chair of the Board) ⁽¹⁾	2015	✓	✓	
Philip J. Scherman	2005	Chair ⁽¹⁾		
Spencer D. Armour III	2018	✓	✓	✓
Stella Cosby	2017		✓	Chair
John M. Hooks	2005		Chair	
Non-Independent - Management				
Thomas J. Simons	2005			

Note:

(1) On May 12, 2021 the Board of Directors determined that immediately following the Meeting, Mr. Kitagawa will be appointed to the role of Chair of the Audit Committee and Mr. Scherman will be appointed to the role of Chairman of the Board of Directors.

The Board of Directors currently considers six (6) directors to be appropriate for the size and present stage of development of the Corporation, and sufficient to provide an appropriate mix of background and skills.

The Corporation and the Board of Directors recognize the significant commitment involved in being a member of the Board of Directors. Accordingly, the Corporation's Governance Guidelines require every director to immediately notify the Board of Directors of all potential conflicts of interest. Subsequent to such notification, the Board of Directors or the President and Chief Executive Officer of the Corporation will be responsible for evaluating the potential conflict and will take such actions as are reasonably required to resolve such matters with a view to the best interests of the Corporation. In addition, a director whose principal occupation or professional position materially changes must promptly advise the Chairman of the Board of Directors. Upon such a significant change in a director's principal occupation or upon a director

¹ NI 58 101 states that a director is considered "independent" if he or she has no direct or indirect "material relationship" with the issuer. The definition of "material relationship" includes a relationship that could "in the view of the issuer's Board, be reasonably expected to interfere with the exercise of a member's independent judgment". The Board has completed an assessment of director independence. The assessment included a review of directors' responses to a questionnaire in which each director was required to review and respond to all of the components of the definition of "independent" under NI 58 101 and to disclose any and all current or prior relationships between the director and the Corporation

assuming any significant outside commitments, the Compensation and Governance Committee is responsible for reviewing, in light of the Board of Directors' current policies and the Corporation's Governance Guidelines and policies, whether that director should continue as a member of the Board of Directors. If the Compensation and Governance Committee determines that such a director should no longer serve as a member of the Board of Directors, then upon receiving a resignation request from the Chairman, that director would be expected to tender his or her resignation to the Board of Directors for consideration.

Certain directors currently serve on the boards of directors of other reporting issuers in Canada (or the equivalent in a foreign jurisdiction) as listed below.

Director	Public Company Board Membership	Stock Exchange
KYLE D. KITAGAWA	None	N/A
SPENCER D. ARMOUR III	ProPetro Holding Corp. Viper Energy Partners LP	NYSE NASDAQ
RODNEY L. CARPENTER ⁽¹⁾	None	N/A
STELLA COSBY	None	N/A
JOHN M. HOOKS	PHX Energy Services Corp.	TSX
PHILIP J. SCHERMAN	Mullen Group Ltd.	TSX
THOMAS J. SIMONS	None	N/A

Other Board Memberships and Interlocks

The Compensation and Governance Committee considers it to be good governance to avoid interlocking relationships on the boards of other reporting issuers and on the Corporation's committees. No Board members sit on the same board of directors of any outside reporting issuer.

Meeting Attendance

The Corporation's Governance Guidelines provide that any director may, at any time, request that a meeting of the Board of Directors or any committee of the Board of Directors be held without representatives of Management and without non-independent directors present or that all or some representatives of Management absent themselves from any particular portion of any meeting of the Board of Directors or committee of the Board of Directors. In addition, the Board of Directors generally schedules time at the end of each meeting to meet without the President and Chief Executive Officer and other Management and without non-independent directors. This is intended to ensure that adequate structures and processes are in place to permit the Board of Directors to function independently of Management. For the period from January 1, 2020 to December 31, 2020, the Board of Directors held five (5) in-camera sessions. In addition, the Audit Committee has held four (4) in-camera sessions, the Compensation and Governance Committee have held six (6) in-camera session, and the HS&E Committee (as defined below) have held four (4) in-camera sessions, without the presence of members of Management and the non-independent directors. During 2020, the Board of Directors and its committees held the following number of meetings:

Director	Board	Audit	Compensation and Governance	Health, Safety and Environment
Kyle D. Kitagawa	5/5 (100%)	4/4 (100%)	6/6 (100%)	-
Spencer D. Armour III	5/5 (100%)	4/4 (100%)	6/6 (100%)	2/2 (100%) ⁽¹⁾
Stella Cosby	5/5 (100%)	-	6/6 (100%)	4/4 (100%)
John M. Hooks	5/5 (100%)	-	6/6 (100%)	-
Philip J. Scherman	5/5 (100%)	4/4 (100%)	-	-
Thomas J. Simons	5/5 (100%)	-	-	-

Notes:

(1) Mr. Armour was appointed to the Health, Safety and Environment Committee on June 23, 2020.

Board Mandate

The Board of Directors' primary responsibility is the stewardship of the Corporation and the Board of Directors' fundamental objectives are to enhance and preserve long-term Shareholder value and to ensure that the Corporation meets its obligations on an ongoing basis and operates in a reliable and safe manner. In broad terms, the stewardship of the Corporation involves the Board of Directors in strategic planning, risk management and mitigation, senior management determination, financial reports and internal control integrity. The Board of Directors discharges these responsibilities directly and through delegation of specific responsibilities to the committees of the Board of Directors and Management.

The Board of Directors' mandate, the Terms of Reference, is attached as Appendix "A" to this Information Circular (the "**Terms of Reference**").

Strategic Planning

The Board oversees the development, execution and fulfillment of the Corporation's strategic goals. This responsibility includes a strategic planning process whereby one Board meeting per year is specifically set aside for a substantial strategic planning session in which the Board reviews and discusses the strategic plan developed by Management. Subsequent to the Board's annual strategy meeting, the Board reviews on a regular basis the implementation of the strategic plan and monitors the Corporation's performance against the plan.

Position Descriptions

The Board of Directors has implemented position descriptions for the CEO, Chair of the Board of Directors and the Chair of each committee of the Board of Directors.

The Chairman of the Board is generally responsible for delineating the role and responsibilities of each of the members of the Board of Directors and, in consultation with each of the Chairs of the committees of the Board of Directors, ensures that appropriate resources and attention are allocated to each committee of the Board to ensure that the Board functions in an efficient and effective manner.

The Board of Directors believes in a management team of the highest calibre and delegates specific duties and responsibilities to the committees of the Board of Directors and Management and imposes certain limitations as to the authority of the committees and Management including, for example, discretionary spending limits within the annual capital expenditure budget. The President and Chief Executive Officer, together with Management, is responsible for ensuring that the corporate objectives, developed annually with the Board of Directors, are met in order to enhance Shareholder value.

Succession Planning for Senior Executives and Management

The Compensation and Governance Committee has discussed a succession plan for the President and Chief Executive Officer and certain other senior executives of the Corporation. The Compensation and Governance Committee also has an emergency succession plan in place, should it be required.

Risk Management Oversight

The Compensation and Governance Committee oversees enterprise risk management, including reports prepared by management which: (a) identify the key risks facing the Corporation and ensure that such risks are properly defined; and (b) identify who is responsible for oversight, prevention and management in respect of such key risks and the coordination of any response by the Corporation in the event such key risk materializes. Management of the Corporation is responsible for ensuring that there are processes in place to effectively identify, monitor and manage risks facing the Corporation.

Management also frequently reports to the Board on developments and progress made on its strategies for managing key risks facing the Corporation.

Responsibility of Chairman of the Board of Directors

The Board Chair is charged with the responsibility to lead the Board of Directors and organize it to function independently of Management so as to foster ethical and responsible decision making, appropriate oversight of Management and good corporate governance practices. The Board Chair generally schedules in camera sessions at the end of each regularly scheduled meeting of the Board of Directors, to meet with only members who are independent. The Board Chair is responsible for setting the agenda of each meeting and for ensuring that matters to be considered by the Board of Directors are properly presented so as to use directors' time wisely and safeguard the time to be dedicated to strategic planning, review, discussion and decision making. The Board Chair provides advice and counsel to the President and Chief Executive Officer and other senior executives and leads the Board of Directors process for assessment of the effectiveness of the Board of Directors. The position of Board Chair and Chief Executive Officer have been separate throughout the history of the Corporation since it went public in March 2006.

Orientation and Continuing Education

The Compensation and Governance Committee is responsible for reviewing, monitoring and making recommendations regarding the orientation of new directors and the ongoing education of directors.

Each new director on the Board of Directors will, when appointed, be provided with an orientation that is tailored to his or her particular needs and areas of interest. In addition, each new director will be provided with written information about the duties and obligations of directors, and the business and operations of the Corporation. These written materials will include the Board of Directors' Terms of Reference, the Governance Guidelines, the Code, the charters of each respective committee of the Board of Directors, documents from recent meetings of the Board of Directors and other key corporate policies and relevant corporate and Board of Director information. New directors will be expected to review these documents and become familiar with their contents. New members of the Board of Directors will also have the opportunity to meet with Management of the Corporation.

The Corporation's ongoing education efforts include: (i) on-site visits and field trips to various facilities; and (ii) presentations from officers, senior managers and advisors to the Board and its committees regarding business, legal and other matters. Directors are also encouraged to independently engage in professional development initiatives to become more effective board members.

Ethical Business Conduct

As disclosed above, the Board of Directors has instituted the Code which sets out in detail the core values and the principles by which the Corporation is governed and addresses topics such as: honest and ethical conduct; conflicts of interest; compliance with applicable laws, rules and regulations; privacy and confidentiality of non-public information; protection; proper use of Corporation assets; accuracy of recording and reporting; fair dealing; political activities and contributions; gifts and entertainment; discrimination and harassment; environment, safety and health; and reporting potential violations of laws, rules, regulations and the Code. It applies to and is annually certified by all employees, officers, consultants, service providers and directors. In addition, the Corporation's business partners and suppliers are expected to conduct their business activities with the Corporation in accordance with applicable laws, rules and regulations and the Code. The Code is available on the Corporation's website and on the Corporation's SEDAR profile at www.sedar.com

The Corporation's President and Chief Executive Officer and Chief Financial Officer are responsible for communicating the Code to directors, officers, employees and consultants, administering the Code, handling inquiries and complaints, investigating violations, and reporting to the Board of Directors on matters related to the Code.

The Board of Directors and the Audit Committee have also established a Whistleblower Policy to encourage employees, officers and directors to raise concerns regarding any matters, including accounting, internal controls or auditing matters, discrimination, harassment or any other contravention of the Code, applicable laws, rules or regulations. Pursuant to the Whistleblower Policy, anyone may contact the Audit Committee either directly or through the Corporation's confidential Whistleblower hotline and report a complaint regarding the Corporation's accounting, internal controls or auditing matters free from fear of reprisal or contravention.

In addition, in order to ensure independent judgment in considering transactions/agreements in which a director/officer has a material interest, all related party transactions are approved by the independent directors and all payments under related party transactions are approved by the Audit Committee. Since it is not always easy to determine whether a conflict of interest exists, the Code requires that all potential conflicts of interests be reported immediately to a senior officer or the Chair of the Audit Committee.

It is acknowledged that staff and directors may be directors or officers of other entities engaged in the drilling fluid and production chemical business or competing businesses and that such entities may compete directly or indirectly with the Corporation. The Code further states that any staff member or director who is actively engaged in the management of, or who owns an investment of 1% or more of the outstanding securities in, public or private entities must disclose such holding to the President and CEO (in the case of a staff member) or the Board (in the case of a director). In the event that any circumstances should arise as a result of such positions or investments being held, which in the opinion of the President and CEO or Board (as applicable) constitutes a conflict of interest which reasonably affects such person's ability to act with a view to the best interests of the Corporation, the President and CEO or Board will take such actions as are reasonably required to resolve such matters with a view to the best interests of the Corporation. Such actions, may, without limitation, include excluding such staff or directors from certain information or activities of the Corporation.

Nomination of Directors and Director Succession

In consultation with the Chairman of the Board of Directors and the President and Chief Executive Officer, the Compensation and Governance Committee is responsible for identifying and recommending to the Board of Directors nominees for election or re-election to the Board of Directors or for appointment to fill any vacancy that is anticipated or has arisen on the Board of Directors in accordance with the Committee's charter, Governance Guidelines and any policies adopted by or applicable to the Corporation from time to time. In identifying potential nominees, the Compensation and Governance Committee will screen the qualifications of candidates against a matrix of the skills and experiences of current directors and the skills and experience needs of the Board of Directors, taking into account the Board of Directors' long-term succession plans.

The Corporation has not adopted term limits for the directors on the Board or other formalized mechanisms of board renewal. However, the Board may adopt such initiatives in the future. The Compensation and Governance Committee and the Board considers director succession planning on an annual basis, including a review of the qualifications, diversity, skills and experiences of current directors and the skills and experience needs of the Board of Directors, taking into account the Board of Directors' long term succession plans and the need for renewal, as well as diversity in background, experience, and personal skills and qualities on the Board.

The Compensation and Governance Committee, which is comprised entirely of independent directors, is also responsible for reviewing and considering all candidates identified by Shareholders as potential nominees for the Board of Directors.

Candidates are assessed on their individual qualifications, diversity, experience and expertise and must exhibit the highest degree of integrity, professionalism, values and independent judgment. While the emphasis on filling board vacancies is on finding the best qualified candidates given the needs and circumstances of the Board, a nominee's diversity of gender, race, nationality or other attributes may be considered favorably in his or her assessment.

The Compensation and Governance Committee believes that the Board should be comprised of directors with a broad range of experience and expertise and utilizes a skills matrix to identify those areas which are necessary for the Board to carry out its mandate effectively. The following table reflects the diverse skill set of the Board and identifies the specific experience and expertise brought by each individual director.

Director Skills Matrix

SKILL SET/EXPERIENCE	Kitagawa	Armour	Cosby	Hooks	Scherman	Simons
Corporate governance expertise/board member of a public issuer	√	√	√	√	√	√
Chief executive officer/senior officer experience of a public issuer		√		√		√
Managing and leading growth	√	√	√	√	√	√
Management & Operations						
- General	√	√	√	√	√	√
- Production, Processing, Manufacturing, and Supply Chain	√	√		√		√
- U.S.		√	√	√	√	√
- International			√	√	√	
- Marketing and sales		√		√		√
- Research and development				√		√
Financial literacy/Financial reporting/Audit Committee	√	√	√	√	√	
Financing	√	√		√	√	√
Investment Banking/Mergers & Acquisitions	√	√	√		√	√
Tax	√				√	
Health, safety, environment and social responsibility/HS&E Committee		√	√			
Human resources/Executive compensation/Compensation Committee	√	√	√	√		√
Information Technology	√				√	

Other Board Committees

The Board of Directors has an Audit Committee comprised of three (3) independent directors, being Messrs. Kyle D. Kitagawa (Chair), Philip J. Scherman, and Spencer D. Armour (III). Certain information regarding the Audit Committee that is required to be disclosed in accordance with NI 52-110 is contained in Schedule "A" in the Corporation's Annual Information Form for the year ended December 31, 2020. The Corporation's Annual Information Form is available on the internet on the Corporation's SEDAR profile at www.sedar.com.

The Board of Directors has a Health, Safety and Environment Committee (the "**HS&E Committee**") currently comprised of two (2) independent directors, being Ms. Stella Cosby (Chair) and Mr. Spencer D.

Armour (III). The primary function of the HS&E Committee is to assist the Board of Directors in fulfilling its oversight in respect of the development, implementation and monitoring of the Corporation's health, safety and environmental ("HSE") policies, as well as providing input to the Compensation and Governance Committee with respect to compensation matters relating to HSE metrics.

Board Assessments

The Corporation's Governance Guidelines provide that the Board of Directors must make an annual assessment of the overall effectiveness of the Board of Directors and the committees of the Board of Directors. To assess the effectiveness of the Board of Directors and its committees, on an annual basis, each of the directors completes a detailed questionnaire which provides for quantitative ratings in key areas including: (a) the effectiveness of the Board; (b) the governance practices of the Board; (c) the ethical standards and professional integrity of the Board and its members; (d) the Board's oversight of management and risk-management; (e) the Corporation's corporate strategy and the Board's input and oversight of the implementation and execution of such strategy; (f) communication and transparency between management and the Board, between Board committees and the Board and between members and the Board; (g) Board processes; (h) Board composition and diversity; (i) committee composition, structure and performance; (j) director succession; (k) quality of materials and information presented to the Board by Management; (l) evaluation of the performance of Management; and (m) evaluation of executive compensation. Board members are also requested to provide any subjective comments regarding corporate governance matters. A summary report of the received questionnaires is then prepared by the chair of the Compensation and Governance Committee, discussed by such committee and provided to the Board for information purposes. Following the aforementioned Board meeting, matters requiring follow-up are identified and action plans are developed and monitored on a go-forward basis by the Compensation and Governance Committee.

Diversity

The Corporation has adopted a Board & Management Diversity Policy (the "**Diversity Policy**") which is intended to set out a framework to promote diversity on both the Board of Directors and in senior leadership and management positions of the Corporation. The objectives of the Diversity Policy are to identify and consider candidates for the Board and management who are highly qualified based on their experience, education, functional expertise, personal skills and qualities and who meet diversity criteria, including gender, age, ethnicity, sexual orientation, indigenous heritage and geographic location of the candidate. The Compensation and Governance Committee will review the Diversity Policy from time to time as necessary and make recommendations on any required changes to the Board for consideration and approval. A copy of the Diversity Policy may be found on the Corporation's website at <https://www.cesenergysolutions.com/governance>.

Gender diversity is an important component of the Diversity Policy. The Corporation is committed to ensuring that gender diversity is actively pursued both at the Board level and in senior management. The Compensation and Governance Committee seeks to include diverse candidates in any director search and looks at a broad array of organizations in addition to the traditional candidate pool of corporate directors. Due consideration is given to female representation in the director nomination process by identifying female candidates in the selection process in order to promote gender diversity. The Compensation and Governance Committee annually discusses promoting diversity on the Board and in Management in light of the skills required at the time and makes recommendations to the Board.

The Corporation has not adopted a formal target regarding women or other "designated groups"² on the Board or in senior management as the Corporation does not believe that quotas or a formulaic approach necessarily results in the identification or selection of the best candidates. However, the Board may adopt such targets in the future.

² "designated groups" means women, Aboriginal peoples, persons with disabilities, and members of visible minorities.

Currently, the number and percentage of directors and nominees who are members of the designated groups are:

Designated Group	Current Directors	Nominated Directors
Women	1/6 (17%)	1/6 (17%)
Aboriginal peoples	0/6 (0%)	0/6 (0%)
Persons with disabilities	0/6 (0%)	0/6 (0%)
Members of visible minorities	1/6 (17%)	1/6 (17%)

The above diversity disclosure relies on voluntary self-identification by directors and therefore represents the information of individuals who have chosen to self-identify. This information has not been independently verified by the Corporation.

SHARE BASED COMPENSATION PLANS

Existing Plans and Shares Authorized for Issuance

The Corporation has two share based compensation arrangements pursuant to which Common Shares may be authorized for issuance to eligible participants, being its restricted share unit plan (“**RSU Plan**”) and its director compensation arrangement (“**DCA**”). Previously, the Corporation had a share rights incentive plan (“**SRIP**”), however the Corporation did not put the SRIP forward for renewal at its annual meeting in 2019 and as such, it expired on June 16, 2019. The RSU Plan and DCA are the only compensation arrangements that have been adopted by the Corporation providing for the issuance of securities as compensation going forward. The RSU Plan, SRIP and DCA were all approved by the Shareholders.

Under the RSU Plan, the Corporation may grant RSUs to eligible directors, officers and employees of the Corporation and its subsidiaries. Upon vesting, each RSU is redeemed for one Common Share for no additional consideration. 5,941,372 RSUs were granted under the RSU Plan in 2020, representing approximately 2.3% of the number of Common Shares outstanding as at December 31, 2020. 9,172,650 RSUs were outstanding as at April 30, 2021, representing approximately 3.6% of the number of Common Shares outstanding as at that date.

Under the SRIP, the Corporation could grant incentive rights to purchase Common Shares (“**Incentive Rights**”) to eligible directors, officers, employees and service providers. The SRIP expired on June 16, 2019 and no Incentive Rights were granted under the SRIP in 2020. At April 30, 2021, 4,847,400 legacy Incentive Rights were outstanding with an aggregate value of nil based on the closing price of the Common Shares on the TSX as at April 30, 2021 being \$1.62 per Common Share.

Under the DCA, members of the Board of Directors may elect to receive their annual retainer and other amounts payable for their services on the Board of Directors in the form of Common Shares or cash. A fixed maximum aggregate amount of 600,000 Common Shares are issuable to the directors over the lifetime of the DCA. 49,868 Common Shares were issued to directors under the DCA in 2020, representing 0.02% of the number of Common Shares outstanding as at December 31, 2020. 471,565 Common Shares remain available for issuance under the DCA as at April 30, 2021, representing approximately 0.2% of the number of Common Shares outstanding as at that date.

Additional information concerning the outstanding RSUs and Incentive Rights and the Common Shares available for issuance under the RSU Plan, SRIP and DCA as at December 31, 2020 is set out in the table below.

Plan	Number of Common Shares issuable upon exercise of outstanding RSUs or Incentive Rights	Weighted-average exercise price of outstanding Incentive Rights (\$)	Number of Common Shares remaining available for future issuance under the SRIP, RSU Plan and DCA⁽¹⁾
SRIP	5,344,400	5.17	Nil
RSU Plan	8,432,088	N/A	4,481,154
DCA	-	-	
Equity compensation plans approved by securityholders	13,776,488	N/A	4,481,154
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	13,776,488	N/A	4,481,154

Note:

(1) Under the RSU Plan, the aggregate number of Common Shares which may be issuable upon the redemption of RSUs shall not exceed 5% of the Common Shares of the Corporation, which as at December 31, 2020 equaled 12,913,243 Common Shares. After accounting for the number of RSUs issued and outstanding, as at December 31, 2020, a total of 4,481,154 Common Shares remained available for grant under the RSU Plan. The maximum number of Common Shares available for issuance under the DCA is 600,000, less the number of Common Shares already issued under the DCA.

Terms of the RSU Plan

The RSU Plan currently allows participants to earn Common Shares of the Corporation over time. Under the RSU Plan, the Corporation may grant RSUs to those directors, employees and consultants of the Corporation that the Board of Directors designates to be eligible to receive a grant based on performance of such person (an “**Eligible Person**”).

Under the current RSU Plan, grants of RSUs under the RSU Plan are subject to the following restrictions:

- (a) The aggregate number of Common Shares which may be issuable under the RSU Plan (excluding the SRIP and any other security based compensation arrangement of the Corporation) shall not exceed 5.0% of the issued and outstanding Common Shares as at the date of grant.
- (b) The maximum number of RSUs which may be reserved for issuance to insiders of the Corporation shall be 2.5% of the Common Shares outstanding at the time of the grant (on a non-diluted basis).
- (c) The maximum number of RSUs which may be issued to insiders under the RSU Plan within a one year period shall be 2.5% of the Common Shares issued and outstanding at the time of the issuance (on a non-diluted basis).
- (d) The maximum number of RSUs which may be issued to any one insider and such insider’s associates under the RSU Plan within a one-year period shall be 1.0% of the Common Shares outstanding at the time of the issuance (on a non-diluted basis).
- (e) The maximum number of RSUs which may be reserved for issuance to any non-employee director of the Corporation shall be 0.5% of the Common Shares outstanding at the time of grant (on a non-

diluted basis) and the aggregate number of Common Shares reserved for issuance to all non-employee directors within a one year period under all security based compensation arrangements of the Corporation shall not exceed 1.0% of the Common Shares outstanding at the time of grant (on a non-diluted basis). In addition, the aggregate value of RSU's reserved for issuance to any non-employee director of the Corporation in any calendar year under the RSU Plan (including all security based compensation arrangements of the Corporation) shall not exceed \$150,000..

The Board approves the number of RSUs to be awarded to each Eligible Person. RSUs awarded to Eligible Persons are credited to an account that is maintained for that Eligible Person on the books of the Corporation.

An Eligible Person's account is credited with additional RSUs to account for dividends on the Common Shares on each dividend payment date in respect of which ordinary course cash dividends are paid on the Common Shares. The number of additional RSUs credited is determined by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of RSUs recorded in the Eligible Person's RSU account on the date for the payment of such dividend, by (b) the market value of a Common Share (as defined in the RSU Plan) as at the dividend payment date.

The granting of RSUs to any Eligible Person under the RSU Plan in any calendar year is either: (i) awarded solely in respect of performance of such Eligible Person in the same calendar year of the grant date; or (ii) in respect of performance of such Eligible Person for the preceding calendar (in each case, the "**Service Year**"). The RSU Plan provides that the vesting date of RSUs is determined by the Board of Directors, in its discretion, for each grant. The majority of RSUs granted to date have vested on the first anniversary of the date of grant, with the remainder vesting as to one third on each of the first, second and third anniversaries of the date of the grant.

Upon vesting, each RSU is redeemed for one Common Share issued from treasury for no additional consideration.

Under the RSU Plan, if an Eligible Person's employment is terminated for reasons other than resignation or cause (as defined in the RSU Plan), then the RSUs for which the vesting date is on or after the participant's termination date will vest and be payable in cash based on the market value of the Common Shares at the termination date. Should the year in respect of which the RSUs were granted not yet be complete, only the *pro rata* portion of the RSU award relating to the period of employment in the subject year will vest. Upon the death of an Eligible Person, any unvested RSUs held by such Eligible Person shall vest, and the Corporation shall redeem all vested RSUs credited to the Eligible Person's account and all such amounts shall be transferred or paid to the legal representatives of the estate of such Eligible Person. Upon the resignation or termination for cause of an Eligible Person, all RSUs not yet vested at the date that notice of the termination is given will be forfeited.

If a take-over bid (that is not exempt from the take-over bid requirements of the *Securities Act* (Alberta) or Multilateral Instrument 62-104 — *Take-Over Bids and Issuer Bids*) is made for the Common Shares, or if the Corporation is merged into or amalgamated with any other entity, or the Corporation sells all or substantially all of its assets, the Corporation shall redeem all of the RSUs granted to Eligible Persons and outstanding under the RSU Plan for a cash payment per RSU equal to the greater of the market value of a Common Share (as defined in the RSU Plan) or the price paid for the Common Shares under the change of control.

The RSU Plan provides that appropriate adjustments in the number of Common Shares subject to the RSU Plan and issuable upon the vesting of an RSU shall be made by the Board of Directors to give effect to adjustments in the number of Common Shares resulting from any stock dividend, stock split, combination or exchange of shares, merger, consolidation, spin-off, or other distribution (other than normal cash dividends) of the Corporation's assets to its shareholders.

RSUs are not assignable or transferable other than by will or the laws of descent and distribution.

The Board of Directors may suspend, discontinue or amend the RSU Plan or any award made pursuant thereto without the approval of a majority of the voting securityholders of the Corporation, excepting that, unless the proposed amendment results from a change of control as described in the RSU Plan, such securityholder approval is required in order to make the following amendments: (i) increase in the number of Common Shares, or the percentage of the issued and outstanding Common Shares, issuable pursuant to the RSU Plan; (ii) extend the redemption date of any award granted under the RSU Plan; (iii) materially modify the eligibility requirements for participation in the RSU Plan; (iv) amend the limitations on the maximum number of Common Shares reserved or issued to insiders; (v) amend the limitations under the RSU Plan with respect to RSUs that may be granted to non-employee directors; (vi) amend the restriction under the RSU Plan on the transfer of RSUs to permit a holder to transfer any RSUs to a new beneficial holder other than for estate settlement purposes or (vii) amend the amendment provision of the RSU Plan.

The rules of the TSX provide that an issuer must obtain securityholder approval of all unallocated options, rights or other entitlements under any security-based compensation arrangements that do not have a fixed maximum aggregate of securities issuable every three years after the institution of any such compensation arrangement. The unallocated RSUs under the RSU Plan were last approved by the Shareholders in June 2017 and are required to be re-approved by the Shareholders at a meeting of Shareholders by June 2020. That approval is being sought at the Meeting as described above under the heading “*Approval of Unallocated RSUs*”.

Terms of the SRIP (Expired)

The terms of the SRIP required that the Shareholders re-approve the SRIP every three years. The Corporation elected not to put the SRIP forward for renewal at the 2019 annual general meeting and as such, the SRIP expired effective June 16, 2019. While no Incentive Rights under the SRIP were issued in 2019, there remain 4,847,400 Incentive Rights outstanding with an aggregate value of nil based on the closing price of the Common Shares on the TSX as at April 30, 2021 being \$1.62 per Common Share. The terms of the SRIP as set out below represent the relevant terms of the last effective SRIP which was renewed by the Shareholders on June 16, 2016 and which applies to the remaining Incentive Rights outstanding and until their exercise or expiry:

- *Exercise Price* - The original exercise price of the Incentive Rights at the time of grant must have been no less than the closing price of the Common Shares on the TSX on the last business day prior to the approval of the granting of the Incentive Right by the Board of Directors. However, the original exercise price of Incentive Rights may be adjusted downward at the election of the holder by an amount equal to the per share amount of all dividends or distributions declared and paid from the date of grant to the date of exercise (whether paid in cash, in other securities of the Corporation or in other assets of the Corporation). In certain circumstances, it may be more advantageous to use the original exercise price rather than the downward adjusted exercise price as using the downward adjusted price may increase the tax rate applicable to the exercise of the Incentive Right.
- *Expiry and Vesting* - Under the SRIP, the Board of Directors had the power to determine the time at which an Incentive Right would expire and the time or times when Incentive Rights would have vested and become exercisable. The period during which an Incentive Right is exercisable would generally expire at the end of the fifth calendar year following the year in which the Incentive Right has vested. However, if the original expiry date of an Incentive Right occurs during, or within ten business days of the end of a Corporation-imposed securities trading blackout applicable to a holder of Incentive Rights, then the expiry date is extended to be the tenth business day after the original expiry date of the blackout period. All Incentive Rights granted under the SRIP vest as to one-third on each of the first, second, and third anniversaries of their respective dates of grant and expire on a date that is no later than five years after their respective dates of grant.
- *Transferability and Financial Assistance* - An Incentive Right is personal to the grantee and is non-transferable and non-assignable. The SRIP does not provide for or contemplate the provision of financial assistance to facilitate the exercise of Incentive Rights and the issuance of Common Shares.

- *Adjustments* - Appropriate adjustments as regards Incentive Rights granted, in the number of Common Shares optioned and in the exercise price of the Incentive Rights, shall be made by the Board of Directors to give effect to adjustments in the number of Common Shares resulting from subdivisions, consolidations or reclassifications of the Common Shares, or other relevant changes in the Corporation. The appropriate adjustment in any particular circumstance shall be conclusively determined by the Board of Directors in its sole discretion, subject to approval by the Shareholders and to acceptance by the TSX, respectively, if applicable.
- *Termination* - If the employment or appointment of an Incentive Rights holder with the Corporation is terminated by either party for any reason other than termination for cause or, generally, the voluntary resignation of the holder (provided that a termination of employment by an Incentive Rights holder following a change of control of the Corporation in accordance with the terms of any employment agreement shall not constitute a resignation), in which cases the Incentive Rights expired immediately upon the holder ceasing to provide active services to the Corporation, the Incentive Rights held by such individual must be exercised by an Incentive Rights holder or, if the Incentive Rights Holder is deceased, by the legal representative(s) of the estate of the Incentive Rights Holder within 90 days of the later of the date of notice of such termination or the date on which the holder ceased to actively provide services to the Corporation, but in either case prior to the expiry date of the Incentive Right in accordance with the terms thereof.
- *Reorganization or Sale* - If the Corporation is merged into or amalgamated with any other entity, or the Corporation sells all or substantially all of its assets, and as a result of such a transaction the Shareholders would receive securities of another issuer in substitution for the Common Shares, the Incentive Rights will be modified so that the holder would receive that number of securities of the successor issuer that he or she would have received as a result of the merger, amalgamation or sale if the holder had exercised the Incentive Rights to purchase Common Shares immediately prior to the transaction. Additionally, if a take-over bid (that is not exempt from the take-over bid requirements of the *Securities Act* (Alberta) or Multilateral Instrument 62-104 — *Take-Over Bids and Issuer Bids*) is made for the Common Shares, holders of Incentive Rights have the right to immediately exercise all unexercised Incentive Rights held by such holder, whether vested or not at such time, in order to tender such Common Shares to the take-over bid. If those Common Shares are not tendered to or taken up under the bid, any Common Shares acquired by the holder of the exercised Incentive Rights in connection with the take-over bid are deemed to be cancelled and returned to the Corporation, and the Incentive Rights and the consideration paid by the holder to exercise those Incentive Rights will be returned to the holder.
- *Amendment of SRIP or Incentive Rights* - The Board of Directors may, at any time without the approval of the Shareholders, suspend, discontinue or amend the SRIP or any Incentive Right. However, the Board of Directors may not, without the approval of a majority of the Shareholders, amend the SRIP or an Incentive Right to: (a) increase the number of Common Shares, or the percentage of the issued and outstanding Common Shares, issuable pursuant to the plan; (b) other than as provided for in the exercise price adjustment mechanisms for dividends described above, make any amendment that would reduce the exercise price of an outstanding Incentive Right held by an insider of the Corporation (including a cancellation and reissue of an Incentive Right that constitutes a reduction of the exercise price), or to make any amendment to such exercise price adjustment mechanisms; (c) extend the expiry date of any Incentive Right granted under the SRIP beyond the expiry date of the Incentive Right determined at the date of grant, except as provided for with respect to an expiry date that occurs during a blackout period, as described above; (d) amend the limitations on the maximum number of shares reserved or issued to insiders of the Corporation under the SRIP; or (e) amend the amendment provisions of the SRIP, as described therein, in each case unless the change to the SRIP or an Incentive Right results from the application of provisions in the SRIP relating to mergers, business combinations, take-over bids and anti-dilution provisions.

Terms of the DCA

Under the DCA members of the Board of Directors may elect to receive their annual retainer and other amounts payable for their services on the Board of Directors in the form of Common Shares or cash. If a director elects to receive any portion of his or her annual retainer or other remuneration in the form of Common Shares, the number of Common Shares to be issued will be determined net of withholding taxes and based on the five day volume weighted average trading price of Common Shares prior to each payment date, subject to the Corporation's trading policy. Directors of the Corporation are paid quarterly. In addition, the Board of Directors may, at any time, amend or terminate the terms and conditions of the DCA by resolution of the Board of the Directors without Shareholder approval, subject to the policies of the TSX (or any other applicable stock exchange from time to time) and applicable laws.

The DCA has a fixed maximum aggregate amount of 600,000 Common Shares reserved and issuable to the Board of Directors. 471,565 Common Shares remain available for issuance under the DCA as at April 30, 2021, representing approximately 0.2% of the number of Common Shares outstanding as at that date.

Annual Burn Rate for RSU Plan, SRIP and DCA

The annual burn rate for the RSU Plan, SRIP and DCA for the last three fiscal years is set out in the table below:

Plan	Year ended December 31, 2018	Year ended December 31, 2019	Year ended December 31, 2020
RSU Plan ⁽¹⁾	1.6%	1.7%	2.2%
SRIP	0.1%	0.0%	0.0%
DCA	0.004%	0.009%	0.019%

Note:

(1) The total number of RSUs granted for each fiscal year was as follows: 2020: 5,941,372; 2019: 4,542,907; and 2018: 4,236,543.

The annual burn rate for the RSU Plan, SRIP and DCA set out above is calculated by (i) dividing the number of securities granted under the RSU Plan, SRIP or DCA, as applicable, during the applicable year by (ii) the weighted average number of securities outstanding for the applicable year. The weighted average number of securities is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period.

EXECUTIVE COMPENSATION

Named Executive Officers

The President and Chief Executive Officer (“**CEO**”), the Chief Financial Officer (“**CFO**”) and the three most highly compensated executive officers of the Corporation other than the CEO and CFO constitute the Corporation's Named Executive Officers for the purposes of this Information Circular (each a “**Named Executive Officer**” or a “**NEO**” and collectively, the “**Named Executive Officers**” or “**NEOs**”). For the period ending December 31, 2020, the Corporation had the following five Named Executive Officers: (a) Thomas J. Simons, President and CEO; (b) Anthony M. Aulicino, CFO; (c) Kenneth E. Zinger, President - Canadian Operations; (d) Vernon J. Disney, President – US Production Chemicals ; and (e) Richard L. Baxter, President – US Drilling Fluids (each of Messrs. Zinger, Disney and Baxter, a “**Division President**” and collectively, the “**Division Presidents**”).

Compensation Discussion and Analysis

Introduction

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's philosophy, objectives, methodology and processes regarding compensation for the Named Executive Officers.

The Corporation strives to achieve the following with its total compensation program:

- align total compensation with Shareholder interests and returns;
- be viewed as an employer of choice that attracts, retains and motivates skilled and valued employees;
- minimize turnover related to compensation issues;
- reward individual and corporate contribution and team performance;
- provide employees with the opportunity to earn up to or beyond the typical target positioning for high achieving employees whose performance exceeds the objectives for the year;
- balance a proportion of fixed versus variable compensation to be competitive with typical practice among peers; and
- enhance a performance culture by aligning pay with performance under the Corporation's short-term incentive plan and long-term incentive plan.

Compensation, Corporate Governance and Nominating Committee

To assist the Board of Directors in fulfilling its oversight responsibilities with respect to human resource policies and executive management compensation, the Board of Directors has established the Compensation and Governance Committee comprised of four independent directors: Messrs. Hooks (Chair), Kitagawa, Armour and Ms. Stella Cosby. Messrs. Hooks, Kitagawa and Armour have served as executive officers of other corporations and, as such, have experience in decision-making related to compensation policies and practices. In addition, Mr. Hooks has served on the compensation committee of another public issuer. Ms. Cosby previously served as Vice President, People at Cervus Equipment Corporation and has experience in designing, implementing and monitoring pay for performance executive compensation plans. She has also served on the Human Resources and Compensation Committee of Savanna Energy Services Corp.

The Compensation and Governance Committee is responsible for reviewing the Corporation's overall compensation policies and guidelines and its objectives related to executive compensation. It is mandated, among other things, to:

- (a) consider and recommend to the Board, on an annual basis, the Corporation's general compensation policies and guidelines;
- (b) determine that such policies and guidelines are aligned with CES' values and mission and will attract, retain and motivate the selected personnel;
- (c) determine that the compensation of directors realistically reflects the responsibilities and risks involved in being an effective director;
- (d) consider and recommend to the Board annual compensation budgets;

- (e) consider and recommend to the Board various benefit plans, bonus and incentive plans, and share option and other medium or long-term incentive plans and to oversee the administration and assess the effectiveness and appropriateness of the foregoing;
- (f) make recommendations to the Board with respect to the CEO's compensation and entitlement to bonuses in light of the CEO's annual performance and in light of the criteria proposed by the Compensation Committee and adopted by the Board; and
- (g) propose to the Board criteria for assessing the performance of senior management and assessing their performance in accordance with evaluation processes established by the Board.

The Compensation and Governance Committee has the authority to engage advisors to assist it in making determinations as to appropriate compensation levels throughout the organization and compensation program design. The Compensation and Governance Committee receives recommendations respecting compensation from the CEO for the other NEOs and takes such recommendations into consideration when making its determinations.

The Compensation and Governance Committee also makes executive compensation decisions based on an annual review and analysis of: (a) management's overall performance, as evidenced by the achievement of corporate and individual goals; (b) EBITDAC, TSR, ROCE, HSE, and governance metrics; (c) management of the Corporation's gross capital expenditures ("**Capex**"), balance sheet and liquidity; (d) relative performance of the Corporation's securities including the Common Shares and 6.375% senior unsecured notes due October 21, 2024 ("**Senior Notes**"); (e) industry conditions; and (f) executive compensation of peer group members.

Compensation Consultants

In 2019, the Compensation and Governance Committee retained C.J. Howe & Associates to undertake a review and make recommendations regarding modifications to the compensation program and procedures for the 2019 financial year. For 2020 the Compensation and Governance Committee did not engage any outside consultant or advisor to assist in determining compensation for any of the Corporation's directors or executive officers. Subsequent to December 31, 2020, the Compensation and Governance Committee retained Lane Caputo Compensation Inc. to provide advisory services and recommendations for the 2021 compensation program³.

The table below summarizes the fees paid by the Corporation to compensation consultants related to determining compensation and compensation program design for the Corporation's executives ("**Executive Compensation-Related Fees**") and the fees paid by the Corporation to compensation consultants for other services ("**All Other Fees**") for the financial years ended December 31, 2019 and 2020.

	Fees Paid to Compensation Consultant	
	2020	2019
Executive Compensation-Related Fees	nil	\$2,822
All Other Fees	nil	nil

Compensation Program Design

The Corporation's compensation program is designed to reward performance that contributes to the achievement of CES' business strategy on both a short-term and long-term basis. Additionally, the

³ As of the date of this Information Circular, the Corporation paid Lane Caputo Compensation Inc. a total of \$7,157.63 for Executive Compensation-Related Fees in 2021.

Corporation strives to reward qualities that it believes help achieve its strategy such as teamwork, individual performance, responsibility, accountability and tenure with CES.

The Corporation believes that its compensation program incorporates various measures designed to mitigate any incentive for its executives or other key employees to take, or be rewarded for, excessive or inappropriate risks. The following are examples of such measures:

- the Corporation's compensation program consists of both fixed and variable compensation, with a significant portion of compensation being "at risk" and based on performance;
- under the Corporation's short-term incentive plan for 2020 and 2021, NEOs may be awarded cash if certain metrics relating to the performance of the Corporation over the course of the year are satisfied. These metrics include adjusted EBITDAC, minimizing annual non-essential Capex, minimizing total debt levels, preserving liquidity, and relative performance of the Corporation's Common Shares and Senior Notes compared to the Corporation's peers. The Compensation and Governance Committee along with the Board will evaluate the performance of the Corporation as it relates to these metrics in the context of market and industry conditions. If these metrics are satisfied, the Board, on the recommendation of the Compensation and Governance Committee will grant a cash award to NEOs upon the conclusion of the respective financial year;
- under the Corporation's long-term incentive plan, NEOs may be awarded RSUs if certain performance-based criteria recommended by the Compensation and Governance Committee and approved by the Board are satisfied. If the performance-based criteria are satisfied under the long-term incentive plan, the Board, on the recommendation of the Compensation and Governance Committee may then approve the grant of RSUs. For 2020, such RSUs granted will consist of a portion that vest on a one third basis over a three-year period from the date of grant and a portion that cliff-vest on the third anniversary from the date of grant, and for 2021, such RSUs granted will consist of RSUs which vest on a one third basis over a three-year period from the date of grant;
- subject to the maximum award amounts established by the Compensation and Governance Committee on an annual basis, the variable compensation under the Corporation's short-term incentive plan and long-term incentive plan are tied to performance-based factors which must be satisfied before any such grants are awarded. These performance measures are intended to align the interests of Shareholders and the Corporation as a whole with the interests of the executives;
- the Corporation has adopted executive officer and non-executive director share ownership guidelines to align the long-term interests of executive officers and non-executive directors and the Shareholders by requiring such persons to maintain significant direct ownership of the Common Shares;
- as described in further detail below under the heading "*Clawback Policy*", the Corporation has adopted an incentive compensation clawback policy to ensure NEOs must repay the Corporation in the event of the restatement of financial statements as a result of intentional misconduct; and
- NEOs, directors, officers, consultants and employees of the Corporation are not permitted to purchase any financial instrument that is designed to hedge or offset a decrease in market value of the Common Shares. CES' insider trading policy prohibits speculation in securities of the Corporation, buying the Corporation's securities on margin, short-selling a security of the Corporation or any other arrangement that results in a gain only if the value of the Corporation's securities declines in the future, buying a put option and selling a call option. The insider trading policy requires the Corporation to pre-clear certain trades of its securities by executives or other key employees.

Clawback Policy

The Corporation adopted an incentive compensation clawback policy to require reimbursement of any cash or equity-based incentive payment to any executive officer where:

- the payment was predicated upon achieving certain financial results that were subsequently the subject of a substantial restatement of the Corporation's financial statements;
- the Board determines such individual engaged in intentional misconduct that caused or substantially caused the need for the substantial restatement; and
- a lower payment would have been made to such individual based upon the restated financial results.

In each such instance, CES will, to the extent practicable, seek to recover from the individual the amount by which the individual's cash or equity based incentive payments for the relevant period exceeded the lower payment that would have been made based on the restated financial results.

Elements of Compensation

The Corporation's compensation program for 2020 is comprised of four elements, namely: (a) base salary; (b) performance based short-term incentives paid in cash; (c) performance based long-term incentives (RSUs vesting in thirds over a three year period, as well as RSUs with a three year cliff vest, each from the date of grant); and (d) benefits. The Board and the Compensation Committee believe that properly allocating these pay components so that a portion of compensation is "at risk" is critical in motivating executives to carry out CES' strategy and ensuring that the interests of management are aligned with the interests of the Corporation's Shareholders.

For 2020, the Corporation's performance based short-term incentive plan is concentrated on metrics focused on protecting the balance sheet of the Corporation and the Corporation's relative performance compared to its peers. These metrics include: (a) maximizing adjusted EBITDAC in the context of current industry conditions, (b) minimizing non-essential Capex with a view to maintaining the Corporation's assets in good working and safe condition while minimizing expansionary Capex, (c) balance sheet management to minimize and, to the extent possible, reduce Total Debt of the Corporation, (d) preserving access to liquidity, and (e) relative performance of the Corporation's Common Shares and Senior Notes relative to its peers (collectively, the "**Short Term Metrics**").

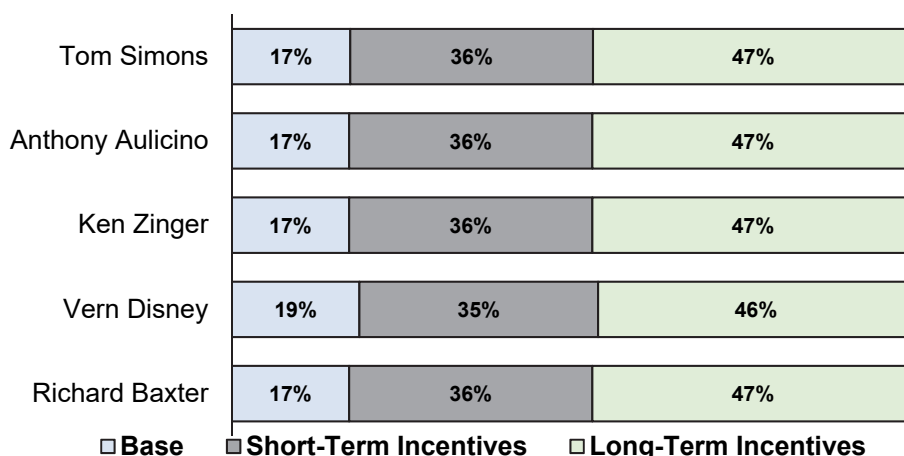
Under the Corporation's performance based long-term incentive plan for 2020, NEO's are awarded a combination of RSUs that vest in thirds over a three year period as well as RSUs that cliff vest at the end of the three year period from the grant date if the NEO's satisfy certain performance criteria including relative total Shareholder return ("**TSR**"), relative Return on Capital Employed ("**ROCE**"), HSE performance, and good governance (collectively, the "**Long Term Metrics**").

Annual awards to NEOs must be recommended by the Compensation and Governance Committee and approved by the Board and are only payable after the Board has approved CES' year end results. For more information about the Corporation's short-term and long-term incentive plan, including anticipated changes for 2021, see "*Short-Term Incentive Plan*" and "*Long-Term Incentive Plan*" below.

The following is an overview of the four elements of CES' compensation program for 2020:

	Total Direct Compensation			Indirect Compensation
Program	Base Salary	Short-Term Incentives	Long-Term Incentives	Group Benefit and Perquisite Programs
Purpose	Compensates executives for leadership, management and operational skills and the degree of accountability inherent in their roles	Cash bonuses if Short Term Metrics are satisfied.	Grants of RSUs if Long Term Metrics are satisfied. The performance based long-term incentive plan links the interests of executives and Shareholders by rewarding executives for creating sustained Shareholder value in the long term. A portion of these RSUs vest on the basis of one third each year over a three-year period from the date of grant and a portion of these RSUs cliff vest after three years from the date of grant.	Invests in employee health and well-being
Performance Period		1 Year	3 Years	
		At Risk	At Risk	

The following chart outlines the total direct compensation break-down amongst the above-noted compensation categories for the year ended December 31, 2020.



Peer Group Comparisons

The Compensation and Governance Committee, with input from Management, identified a compensation peer group to assist in the evaluation of the appropriate overall level and form of employee compensation.

The peer group consists of similarly sized peers within the broader Canadian oilfield services industry. For the purposes of 2020, the peer group included:

2020 Compensation Peer Group

Calfrac Well Services Ltd.	Newpark Resources Inc.
ChampionX Corporation	Pason Systems Inc.
Core Laboratories N.V.	Precision Drilling Corporation
Enerflex Ltd.	Secure Energy Services Inc.
Ensign Energy Services Inc.	Shawcor Ltd.
Gibson Energy Inc.	Tetra Technologies Inc.
Innospec Inc.	

The Compensation and Governance Committee analyzes public information available with respect to each peer group member listed above and compares the compensation paid to particular peer executives with executives of CES.

In addition, the Compensation and Governance Committee and Management have identified a peer group for the purposes of evaluating the Corporation's relative financial performance on metrics including TSR and ROCE (the "**Performance Peer Group**"). The Performance Peer Group set out below includes companies that are commonly compared to the Corporation by research and investor communities as well as certain US based corporations that the Corporation has deemed relevant:

2020 Performance Peer Group

Black Diamond Group Limited	Precision Drilling Corporation
Calfrac Well Services Ltd.	Secure Energy Services Inc.
ChampionX Corporation	Shawcor Ltd.
Enerflex Ltd.	Source Energy Services Ltd.
Ensign Energy Services Inc.	STEP Energy Services Ltd.
Innospec Inc.	Tetra Technologies Inc.
Newpark Resources Inc.	Trican Well Service Ltd.
PHX Energy Services Corp.	Total Energy Services Inc.

Overall Compensation

Recommendations to the Board of Directors in respect of executive compensation for the NEOs are the responsibility of the Compensation and Governance Committee. The Compensation and Governance Committee uses all appropriate data available to it and may determine, from time to time, to engage a compensation consultant to assist in reviewing, updating and improving the Corporation's compensation program, to ensure that the Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain personnel it considers essential to the success of the Corporation. The Compensation and Governance Committee assesses the performance of NEOs with respect to the performance based objectives described below under the headings "*Short-Term Incentive Plan*" and "*Long-Term Incentive Plan*" to determine if the NEOs are eligible for awards under the Corporation's short-term incentive plan and long-term incentive plan.

Base Salaries

The Corporation pays base salaries in amounts intended to: (a) recognize each NEO's unique value and historical contribution to the success of the Corporation; (b) match competitors' salaries for executive talent; (c) provide NEOs with sufficient, regularly paid income; and (d) reflect each NEO's position and level of responsibility.

The Compensation and Governance Committee reviews base salaries for the NEOs annually to determine if changes are warranted. In reviewing base salaries, the Compensation and Governance Committee considers a number of factors, including:

- general market and industry conditions and the operating environment for the Corporation;
- operational and financial results of the Corporation;
- a comparison to base salaries paid for comparable positions in the compensation peer group (base salaries and total compensation are targeted at the peer group median for median performance); and
- the relationship among base salaries paid by the Corporation and individual experience and contribution.

In response to deteriorating market conditions as a result of the coronavirus ("**COVID-19**") pandemic and related market disruptions, the Corporation instituted wage reductions for staff across Canada and the United States, including for the NEOs. These wage reductions were implemented on May 1, 2020 and were restored on a divisional basis at different points during the latter half of 2020 for US Division Presidents based on specific activity levels in each division's respective market and regions. In Canada, wage reductions were restored for the CEO, CFO and Mr. Zinger as President, Canadian Operations on January 1, 2021.

In addition, for any short-term or long-term incentive plan awards in respect of performance in 2020, the reduced amounts below were used for the purposes of calculating the applicable award (each, a "**Deemed Salary**"). For 2021, the base salaries listed below will be used as both the actual and deemed salary for the purposes of determining any short-term or long-term incentive plan awards.

Name and Position	2019 Base Salary	Reduction	2020 Deemed Salary	2021 Base Salary
Thomas J. Simons President & Chief Executive Officer	\$500,000	15.0%	\$425,000	\$550,000
Anthony M. Aulicino Chief Financial Officer	\$400,000	12.5%	\$350,000	\$450,000
Kenneth E. Zinger President, Canadian Operations	\$400,000	12.5%	\$350,000	\$450,000
Richard L. Baxter President, US Drilling Fluids	\$400,000	12.5%	\$350,000	\$450,000
Vernon J. Disney President, US Production Chemicals	\$400,000	12.5%	\$350,000	\$450,000

Short-Term Incentive Plan

The Corporation maintains a short-term incentive plan for NEOs as part of its compensation program. In light of the significant macro-economic uncertainty as well as the uncertainty specific to the oil and gas industry as a result of the COVID-19 pandemic, the Compensation and Governance Committee and the Board adjusted the Corporation's performance based short-term incentive plan for 2020 and 2021 to concentrate on metrics focused on protecting the balance sheet of the Corporation as well as the relative

performance of the Corporation compared to its peers. These metrics include: (a) maximizing adjusted EBITDAC in the context of current industry conditions, (b) minimizing non-essential Capex with a view to maintaining the Corporation's assets in good working and safe condition while minimizing expansionary Capex, (c) balance sheet management to minimize and, to the extent possible, reduce Total Debt of the Corporation, (d) preserving access to liquidity, and (e) relative performance of the Corporation's Common Shares and Notes relative to its peers (the "**2020 Short Term Metrics**"). The Compensation and Governance Committee believes that shifting to a more qualitative approach to short-term compensation during these times of extreme uncertainty will ensure that the overall near-term goals of the Corporation's compensation program are achieved.

In addition, the 2020 target multiplier for the short-term incentive plan award was reduced from 2.25 to 2.0 and the maximum multiplier that may be achieved was reduced to 2.25 times or 225% of an NEO's Deemed Salary (from 4.72 or 472% of an NEO's base salary in 2019). This downward adjustment was made to reflect the challenging industry conditions faced by the Corporation. In order to reduce the dilutive effect of issuing RSUs in an environment where the price of the Common Shares of the Corporation were significantly depressed due to the impacts of the COVID-19 pandemic, the short-term award was paid entirely in cash.

For the financial year ended December 31, 2020, the Corporation achieved \$83.3 million in EBITDAC in a particularly challenging environment due to the COVID-19 pandemic and the resulting impact on the oil and gas industry. The Corporation reduced its Total Debt, net of cash (as defined in the Corporation's Management Discussion & Analysis for the year ended December 31, 2020) by \$107.9 million from \$407.6 million at December 31, 2019, to \$299.7 million at December 31, 2020. Capex in 2020 was also reduced to \$22.9 million as at December 31, 2020 from \$45.2 million at December 31, 2019. Based on the foregoing, as well as the relative performance of the Corporation's Common Shares and Senior Notes, the Compensation and Governance Committee determined that the Corporation's 2020 Short Term Metrics exceeded anticipated expectations. Accordingly, the Compensation and Governance Committee determined that the short-term incentive plan multiplier would be 2.17 times the 2020 Deemed Salary for each NEO, payable in cash, as reflected by the amounts paid under the heading "*Summary Compensation Table*" below.

For 2021, the target multiplier for the short-term incentive plan award has been increased to 3.15 times base salary (the "**2021 STIP Target**") and will be paid entirely in cash. The maximum multiplier that may be achieved under the short-term incentive plan will be 2.1 times the 2021 STIP Target, being 6.61 times or 661% of an NEO's base salary for 2021. The increase to the 2021 STIP Target corresponds to a proportionate reduction to the 2021 LTIP Target (as defined below), resulting in a 70/30 ratio of short-term to long-term incentives, with the same total target for both short-term and long-term incentive plans of 4.5 times base salary.

The Compensation and Governance Committee determined that the increase to short-term incentives paid in cash was appropriate in light of the Corporation's relatively high share ownership requirements and the actual share ownership of its NEO's. In particular, the majority of NEO's hold in excess of 11 times their base salary in Common Share and Share Units, and the remaining NEO's meet or exceed the terms and conditions of their share ownership requirements as more particularly described under the heading "*Executive Share Ownership Requirements*" below. Accordingly, the Compensation and Governance Committee believe that Management's interests are appropriately aligned with Shareholders.

Long-Term Incentive Plan

The Corporation also maintains a performance based long-term incentive plan for the NEOs. To be eligible for an award under the long-term incentive plan, the Corporation and the NEOs must satisfy certain performance-based criteria recommended by the Compensation and Governance Committee and approved by the Board on an annual basis.

For 2020, the Board, on the recommendation of the Compensation and Governance Committee,

established the following performance based criteria for the Corporation for NEOs to be eligible for awards under the long-term incentive plan:

- **Total Shareholder Return**, relative to the Performance Peer Group. The Compensation and Governance Committee and the Board evaluated the relative TSR for the Corporation by calculating, on a quarterly basis, the Corporation’s ranking compared to the Performance Peer Group as follows:

TSR Percentile Ranking	Target Multiplier (Expressed as a % of Base Salary) ⁽¹⁾
Less than 25%	0
25%	50
50% (median)	100
75% or greater	200

Notes:

- (1) For every percentile increase that the Corporation achieves relative to the Performance Peer Group: (a) between the 25th and 50th percentile, the target multiplier will increase by 2%; and (b) between the 50th and 75th percentile, the target multiplier will increase by 4%.

- **Return on Capital Employed**, relative to the Performance Peer Group. Compensation and Governance Committee and the Board evaluated the relative ROCE for the Corporation by calculating, on an annual basis, the Corporation’s ranking compared to the Performance Peer Group as follows:

Percentile Ranking	Target Multiplier (Expressed as a % of Base Salary) ⁽¹⁾
Less than 25%	0
25%	50
50% (median)	100
75% or greater	200

Notes:

- (1) For every percentile increase that the Corporation achieves relative to the Performance Peer Group: (a) between the 25th and 50th percentile, the target multiplier will increase by 2%; and (b) between the 50th and 75th percentile, the target multiplier will increase by 4%.

- **HSE Performance**, including NEOs’ achievements regarding: (a) Total Recordable Incident Rate (“**TRIR**”) and (b) Lost Time Frequency Rate (“**LTF**”); and
- **Good Governance**, as determined by, among other things: (a) asset management processes; (b) external rating agency rankings and surveys; (c) internal controls; (d) adherence to good governance practices; (e) legislative compliance; and (f) risk mitigation.

The following chart outlines the weighting of each of the above criteria for 2020 along with the corresponding vesting schedule in respect of RSUs granted under the long-term incentive plan:

Performance Criteria	Weighting	Vesting Schedule
TSR	25%	3 Year Cliff Vesting
ROCE	25%	3 Year Cliff Vesting
HSE	25%	1/3 Per Year
Governance	25%	1/3 Per Year

For 2020, the targeted long-term incentive award for each NEO was reduced to 2.0 times or 225% of the 2020 Deemed Salary with actual awards ranging from zero to a maximum of 2.0 times the targeted award percentage (or a maximum of 450% of an NEO's base salary).

In addition, the Compensation and Governance Committee included specific metrics for 2020 relating to TRIR and LTF to measure HSE Performance. TRIR is an industry standard metric which measures the frequency of recordable incidents (fatalities, lost time, restricted or modified duties, or medical treatment), and LTF provides context regarding the relative severity of recordable incidents. TRIR represents 75% of the HSE Performance metric, and LTF represents the remaining 25%. Both TRIR and LTF will be calculated as weighted averages as it relates to CES' divisions and subsidiaries.

For 2020, The TRIR required to achieve 100% of the TRIR component of HSE Performance was less than or equal to 1.55 recordable incidents per 200,000 hours worked. A TRIR above 2.00 would result in 0% of the TRIR component being paid, and a TRIR below 1.15 would result in a maximum of 200% of the TRIR component being paid. In 2020, the TRIR for the Corporation was 1.01, resulting the maximum 200% of the TRIR component being paid.

The LTF required to achieve 100% of the LTF component of HSE Performance metric was a rate of less than or equal to 0.25 measured by the number of injuries which resulted in an employee being unable to perform their duties on the day or shift following the date of incident per 200,000 hours worked. An LTF above 0.8 would result in 0% of the LTF component being paid, and an LTF below 0.2 would result in a maximum of 200% of the LTF component being paid. In 2020, the LTF for the Corporation was 0.26 resulting in the target 100% of the LTF component being paid.

For 2021, the TRIR required to achieve 100% of the TRIR component of HSE Performance is less than or equal to 1.3 recordable incidents per 200,000 hours worked. A TRIR above 1.7 will result in 0% of the TRIR component being paid, and a TRIR below 0.8 will result in a maximum of 200% of the TRIR component being paid. The LTF targets and multipliers remain the same as for 2020. Linear scaling will be used to calculate the TRIR and LTF multiplier between 0% and each respective maximum multiplier.

RSUs awarded to the NEOs by the Board, on the recommendation of the Compensation and Governance Committee, in respect of the 2021 long-term incentive award will all vest on a one third basis over a three-year period ending on December 31, 2024 and are anticipated to be settled in shares upon vesting.

Similar to the short-term incentive plan award target, for 2020 the target multiplier for the long-term incentive plan award was reduced from 2.25 to 2.0 in response to industry conditions. The range for actual awards were set between zero and a maximum of 2.0 times the targeted award percentage (or a maximum of 400% of an NEO's Deemed Salary). For 2021, the target multiplier for the long-term incentive plan award has been reduced to 1.35 times base salary (the "**2021 LTIP Target**") and will be paid in RSUs. The maximum multiplier that may be achieved under the long-term incentive plan will continue to be 2.0 times the 2021 LTIP Target, being 2.7 times or 270% of an NEO's base salary for 2021. This will result in a target ratio of 70/30 for the 2021 STIP Target and 2021 LTIP Target respectively, for a total of 4.5 times base salary for the short-term and long-term incentive plans collectively.

The Compensation and Governance Committee and the Board do not consider previous grants when considering new grants. If the Compensation and Governance Committee and the Board are satisfied that the performance criteria set out above under the long-term incentive plan are met, the Board will approve the award of RSUs to the NEOs. For clarity, under the long-term incentive plan, the performance criteria set out above must first be achieved prior to Board approval of the award of RSUs.

Benefits

CES supports a traditional employee benefit plan consisting of health and dental care and various forms of life and disability insurance. The NEOs are eligible to participate in the same benefits as are offered to all full-time employees. The Corporation does not view these benefits as a significant element of its compensation structure, but does believe that they can be used in conjunction with base salary to attract, motivate and retain individuals in a competitive environment.

Compensation of the President and Chief Executive Officer

Mr. Simons' annual compensation, long-term compensation and other compensation are disclosed below under "*Summary Compensation Table*".

All Common Shares acquired by Mr. Simons upon the exercise of RSUs granted after December 31, 2020 will be subject to a post-exercise holding period expiring upon the earlier of: (a) one year from the acquisition date of such Common Shares; or (b) the date when the CEO's share ownership requirements are met. As a founder of the Corporation, Mr. Simons currently significantly exceeds the amount of ownership required under the Corporation's share ownership requirements. See "*Executive Share Ownership Requirements*".

Executive Share Ownership Requirements

To align executive and shareholder interests, all of the Corporation's NEOs must meet minimum share ownership requirements. The minimum share ownership requirements reflect the executive's compensation and position and may be satisfied through holdings of Common Shares, RSUs and vested Incentive Rights. Newly appointed executives have three years to meet the share ownership requirements.

The table below summarizes the minimum ownership requirements by level:

EXECUTIVE LEVEL	MINIMUM OWNERSHIP REQUIREMENT
CEO	Six (6x) times annual base salary
CFO	Five (5x) times annual base salary
Division Presidents	Three (3x) times annual base salary

The following table sets out the NEOs share ownership as against the foregoing minimum share ownership guidelines:

SHARE
OWNERSHIP
GUIDELINES

SHARE OWNERSHIP OF NEOs AT
DECEMBER 31, 2020

NAME	SHARE OWNERSHIP GUIDELINES		SHARE OWNERSHIP OF NEOs AT DECEMBER 31, 2020			TOTAL OWNERSHIP MULTIPLE OF SALARY	REQUIREMENT MET (✓) OR VALUE (\$) REQUIRED TO MEET REQUIREMENT
	MULTIPLE OF BASE SALARY		DIRECTLY HELD COMMON SHARES (\$) ⁽¹⁾	SHARE UNITS (\$) ⁽²⁾	TOTAL OWNERSHIP (\$)		
Thomas J. Simons	6		3,733,939	2,066,422	5,800,361	13.6	✓
Anthony M. Aulicino	5		212,357	943,796	1,156,154	3.3	\$593,846 ⁽³⁾
Kenneth E. Zinger	3		2,308,636	1,653,137	3,961,774	11.3	✓
Richard L. Baxter	3		554,592	1,587,561	2,142,153	5.8	✓
Vernon J. Disney	3		3,055,041	1,587,561	4,642,602	11.4	✓

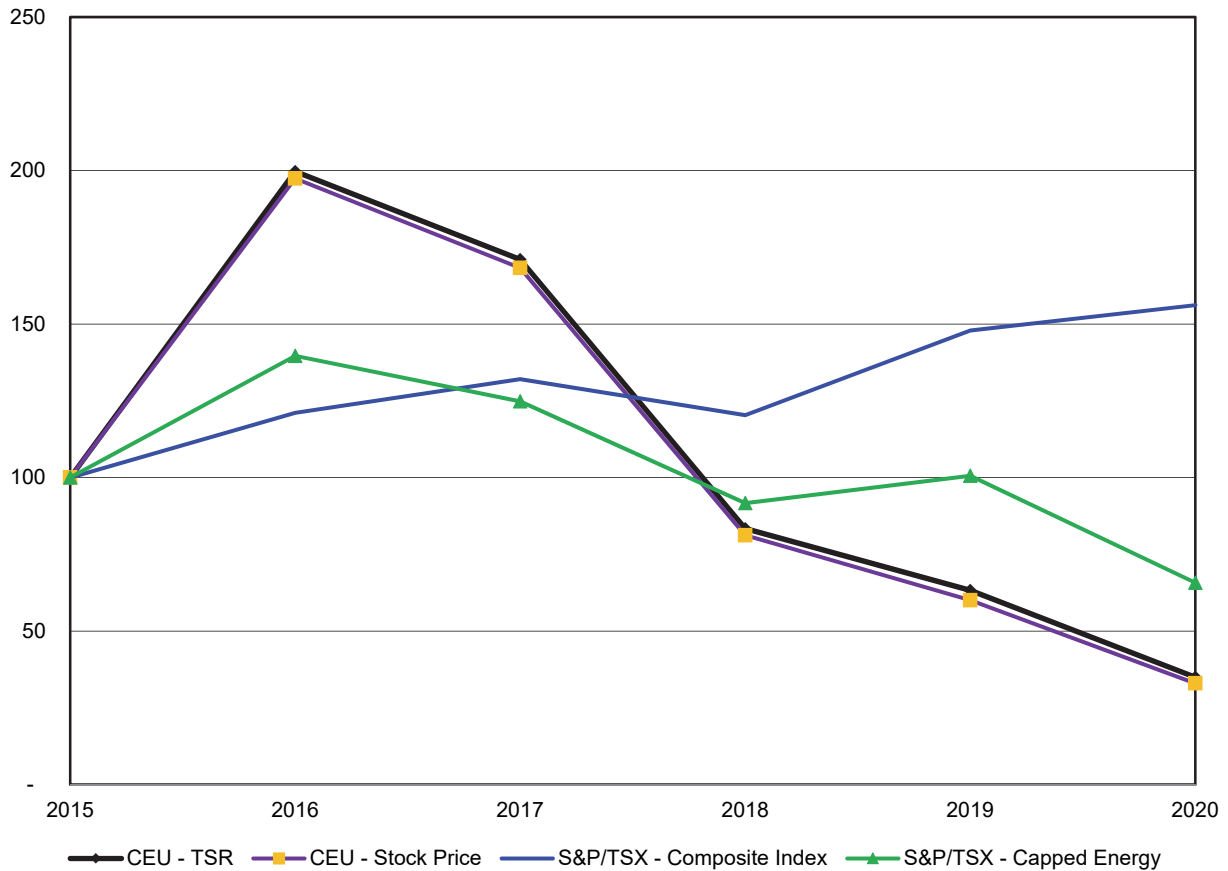
Notes:

- (1) Based on the closing price on the TSX of the Common Shares of \$1.28 on December 31, 2020.
- (2) "Share Units" includes RSUs and Incentive Rights.
- (3) Mr. Aulicino began his employment with the Corporation as Chief Financial Officer on October 1, 2018 and has three years from this date to satisfy minimum share ownership requirements.

Performance Graph

The following graph illustrates changes from January 1, 2016 to December 31, 2020 in the cumulative Shareholder return, assuming an initial \$100 investment in the Common Shares with all cash distributions reinvested at the payment date of such distributions, compared to the cumulative return of the S&P/TSX Composite Index and the Oil & Gas Equipment & Services Index.

Performance and Shareholder Return



The trend shown in the above graph does not necessarily correspond to CES' compensation to its NEOs for the period ended December 31, 2020 or for any prior fiscal periods. The Corporation's executive compensation is reviewed annually and is set by the Board of Directors upon the recommendation of the Compensation and Governance Committee. In connection with its determination of appropriate levels of compensation, the Compensation and Governance Committee and the Board consider a number of factors, all of which are discussed above under "*Executive Compensation – Compensation Discussion and Analysis*" in the 2020 Information Circular.

Beginning in 2019, the Compensation Committee and the Board have incorporated relative TSR as a component of the Corporation's long-term incentive plan which is further discussed under the heading "*Executive Compensation – Compensation Discussion and Analysis – Long Term Incentive Plan*".

The trading price of the Common Shares on the TSX is subject to fluctuation based on several factors, many of which are outside the control of the Corporation. These include, but are not limited to, fluctuations and volatility in commodity price markets for oil and natural gas and natural gas liquids, input costs relating to products used in connection with the Corporation's services, global economic conditions, changes in government, environmental policies, legislation and royalty regimes, and other factors, some of which are disclosed and discussed under the heading "*Risk Factors*" in the Corporation's Annual Information Form for the year ended December 31, 2020.

Summary Compensation Table

The following table sets forth the total compensation of the Named Executive Officers for the last three financial years.

Name and Position	Year	Salary (\$)	Share-Based Awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation ⁽²⁾ (\$)	All Other Compensation ⁽³⁾ (\$)	Total Compensation (\$)
Thomas J. Simons ⁽⁴⁾ President & Chief Executive Officer	2020	450,000	1,213,659	920,391	180,798 ⁽⁵⁾	2,764,848
	2019	500,000	1,908,432	971,290	117,056	3,496,778
	2018	500,000	1,361,765	1,073,530	24,180	2,959,475
Anthony M. Aulicino ⁽⁶⁾ Chief Financial Officer	2020	366,667	999,483	757,969	19,490	2,126,942
	2019	400,000	954,216	485,645	24,806	1,864,667
	2018	100,000	650,221	134,191	368,838 ⁽⁷⁾	1,253,250
Kenneth E. Zinger President, Canadian Operations	2020	366,667	999,483	757,969	9,290	2,116,742
	2019	400,000	1,526,747	777,032	18,431	2,722,210
	2018	400,000	1,089,412	858,824	24,180	2,372,416
Richard L. Baxter President, US Drilling Fluids	2020	366,385	999,483	757,969	35,009	2,158,846
	2019	400,000	1,526,747	777,032	10,478	2,714,257
	2018	400,000	1,089,412	858,824	12,425	2,360,661
Vernon J. Disney ⁽⁹⁾ President, US Production Chemicals	2020	405,581	999,483	757,969	32,297	2,195,330
	2019	400,000	1,526,747	777,032	40,885	2,744,664
	2018	400,000	1,089,412	858,824	29,463	2,377,699

Notes:

- (1) Consists of RSUs granted under the RSU Plan in respect of services performed in the referenced financial year, which grants are made following the end of the referenced year. See "Share Based Compensation Plans" for a description of the terms of the RSU Plan. Amounts represent the fair value based on the five day volume weighted average trading price of the Common Shares on the TSX on the day immediately preceding the date the Board of Directors approved the grant of RSUs. For share-based awards granted in respect of 2020 performance, the Board of Directors approved the grant of RSUs on March 11, 2021 using a five-day volume weighted average trading price of \$1.70407. In accordance with the Corporation's standard blackout period, the actual grant date for the share-based awards granted in respect of 2020 performance was March 17, 2021, and the five-day volume weighted average price used for accounting purposes under IFRS was \$1.91254.
- (2) Represents the cash bonus awards paid to the Named Executive Officers. Bonuses declared for the respective fiscal year were paid in the following calendar year.
- (3) Represents all other employer-paid employee benefits and taxable perquisites.
- (4) Mr. Simons is a director of the Corporation but was not compensated by the Corporation for his services in his capacity as a director during the most recently completed financial year, other than reimbursement for out-of-pocket expenses for attending meetings of the Board of Directors.
- (5) Includes a housing allowance totaling \$161,308 for 2020 as approved by the Compensation and Governance Committee in consideration of the significant time Mr. Simons is required to spend in the United States as a result of the Corporation's sizeable US operations.
- (6) Mr. Aulicino began his employment with the Corporation as Chief Financial Officer on October 1, 2018. Mr. Aulicino received a contingent compensation award to offset the incentives forfeited at his previous employer and to align his efforts to the interests of shareholders. The incentives consisted of a \$720,000 cash payment to be paid over three years, for which \$360,000 was paid in 2018, and 109,092 RSUs granted under the RSU plan. The RSUs vest as to one third on each of the first, second and third anniversaries of the date of the grant, as determined by the Board of Directors.
- (7) Amounts include the cash payment of \$360,000 described in (6) above.

Outstanding Incentive Rights and RSUs as at December 31, 2020

The following tables set forth all outstanding awards held by the Named Executive Officers as at December 31, 2020 under the SRIP and RSU Plan.

Name	SRIP-based Awards				Share-based Awards		
	Number of securities underlying unexercised Incentive Rights (#)	Incentive Right exercise price (\$)	Incentive Right expiration date	Value of unexercised in-the-money Incentive Rights ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽²⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Thomas J. Simons	150,000	3.10	15-Mar-21	Nil	1,614,392	2,066,422	Nil
Anthony M. Aulicino	Nil	Nil	Nil	Nil	737,341	943,796	Nil
Kenneth E. Zinger	150,000	3.10	15-Mar-21	Nil	1,291,514	1,653,137	Nil
Richard L. Baxter	60,000	3.10	15-Mar-21	Nil	1,240,282	1,587,561	Nil
	45,000	4.48	21-Sep-21	Nil			
	90,000	5.61	15-Aug-22	Nil			
Vernon J. Disney	Nil	Nil	Nil	Nil	1,240,282	1,587,561	Nil

Notes:

- (1) The value of the unexercised in-the-money Incentive Rights as at December 31, 2020 has been determined based on the closing price of the Common Shares on the TSX on December 31, 2020 of \$1.28 per Common Share being less than the exercise price of such Incentive Rights.
- (2) The value of the unvested RSUs as at December 31, 2020 has been determined based on the closing price of the Common Shares on the TSX on December 31, 2020 of \$1.28 per Common Share.

Incentive Plan Awards — Value Vested or Earned During the Year

The following table sets forth for each Named Executive Officer: (i) the value of Incentive Rights vested during the year ended December 31, 2020; and (ii) the value of RSUs vested and redeemed during the year ended December 31, 2020. The value of vested Incentive Rights is calculated based on the difference between the closing price of the Common Shares on the vesting dates and the exercise price of the Incentive Rights. The value of the RSUs vested and redeemed is based on the five-day volume weighted average trading price of the Common Shares on the TSX prior to the date of redemption.

Name	SRIP-based awards- Value vested during the year (\$)	Share-based awards-Value vested during the year (\$)
Thomas J. Simons	Nil	249,939
Anthony M. Aulicino	Nil	54,279
Kenneth E. Zinger	Nil	199,952
Richard L. Baxter	Nil	203,052
Vernon J. Disney	Nil	152,410

Termination and Change of Control Benefits

Executive Employment Agreements

General

The Corporation has executive employment agreements (the “**Executive Employment Agreements**”) with each of the Named Executive Officers. The Executive Employment Agreements are for an indefinite term, until terminated by the Corporation or a Named Executive Officer pursuant to the terms and conditions of the respective Executive Employment Agreement. The Executive Employment Agreements contain non-competition and non-solicitation provisions that restrict the Named Executive Officers from directly or indirectly competing with the Corporation or soliciting business from clients of the Corporation for a prescribed period of time (the “**Restrictive Period**”). The Restrictive Period for the Named Executive Officers is eighteen (18) months following the termination of their respective Executive Employment Agreement.

For the purposes of the Executive Employment Agreements, a “**Change of Control**” means, in the case of Messrs. Simons, Aulicino, and Zinger: (i) the acceptance, by the beneficial owners of voting units (“**Voting Units**”) of Canadian Energy Services L.P. (the “**Partnership**”) representing in the aggregate 50% or more of all issued and outstanding Voting Units, of any offer for all or any of the Voting Units, provided that no Change of Control shall be deemed to have occurred if upon completion of any such transaction, individuals who were members of the Board of Directors immediately prior to the effective date of such transaction constitute a majority of the Board of Directors following such effective date; (ii) the acquisition by a person (or two or more persons acting jointly or in concert, directly or indirectly) of beneficial ownership of outstanding securities, other interests or rights to acquire securities, which, together with such person’s then owned outstanding securities, other interests or rights to acquire securities, result in that person or persons being in a position to exercise effective control of the Partnership or the Corporation (i.e. such person or group of persons holding, owning or controlling, directly or indirectly, more than 50% of the outstanding voting securities or interests), except where such acquisition is part of a bona fide reorganization of the Corporation in circumstances where the affairs of the Corporation are continued, directly or indirectly; (iii) the sale, lease or exchange by the Partnership of all or substantially all of its assets (other than to an affiliate of the Partnership in circumstances where the affairs of the Partnership are continued, directly or indirectly); (iv) the passing of a resolution by the Board of Directors or the beneficial owners of Voting Units to substantially liquidate the assets or wind up the Partnership or significantly rearrange the affairs of the Partnership in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding up or re arrangement, except where such resolution is part of a bona fide reorganization of the Partnership in circumstances where the affairs of the Partnership are continued, directly or indirectly; or (v) any other event which in the opinion of the Board of Directors reasonably constitutes a Change of Control.

In the case of Messrs. Baxter and Disney, a “**Change of Control**” means: (i) the acceptance of any offer for all or any of the Common Shares by the holders of Common Shares of 50% or more of the issued and outstanding Common Shares, provided that no Change of Control shall be deemed to have occurred if upon completion of any such transaction, individuals who were members of the Board of Directors immediately prior to the effective date of such transaction constitute a majority of the Board of Directors following such effective date; (ii) the acquisition by a person (or two or more persons acting jointly or in concert, directly or indirectly) of beneficial ownership of outstanding securities, other interests or rights to acquire securities, which, together with such person’s then owned outstanding securities, other interests or rights to acquire securities, result in that person or persons being in a position to exercise effective control of the Corporation (i.e. such person or group of persons holding, owning or controlling, directly or indirectly, more than 50% of the outstanding voting securities or interests), except where such acquisition is part of a bona fide reorganization of the Corporation in circumstances where the affairs of the Corporation are continued, directly or indirectly; (iii) the sale by the Corporation of all or substantially all of its assets (other than to an affiliate of the Corporation in circumstances where the affairs of the Corporation are continued, directly or indirectly); (iv) the passing of a resolution by the Board of Directors or the Common Shareholders to substantially liquidate the assets or wind up the Corporation or significantly rearrange the affairs of the

Corporation in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding up or re arrangement; or (v) any other event which in the opinion of the Board of Directors reasonably constitutes a change of control.

For the purposes of the Executive Employment Agreements, “**Severance Period**” means a period of eighteen (18) months’ notice or pay in lieu of notice, in the Corporation’s discretion.

Termination Without Cause or Termination Following Change of Control

If a Named Executive Officer: (i) is terminated without cause; or (ii) terminates his Executive Employment Agreement following a Change of Control of the Corporation and for “good reason”, including a loss of position or reduction in salary and benefits (a “**Change of Control Reason**”), such Named Executive Officer may, within 180 days following the Change of Control, provide the Corporation with 60 days’ written notice and be entitled to: (i) his base salary and employee benefits and perquisites to the conclusion of the Severance Period; (ii) an amount equal to the average bonus paid to such Named Executive Officer each year over the three previous years multiplied by 1.5 (and in the case of Mr. Aulicino, if such termination event occurs prior to the completion of three years of service, the average bonus paid shall be calculated based on the average annualized bonus paid or to be paid over the course of his employment by the Corporation); and (iii) the vesting of any RSUs, granted to the Named Executive Officer prior to the Named Executive Officer’s termination date which remain unvested and would have otherwise vested during the Severance Period, which shall be deemed to have vested on the date of such Named Executive Officer’s termination and therefore redeemable for Common Shares.

Termination for Good Reason

If a Named Executive Officer terminates his Executive Employment Agreement following: (i) the assignment of any duties inconsistent with such Named Executive Officer’s status as an executive officer of the Corporation or a material alteration in the nature or status of such Named Executive Officer’s responsibilities or duties or reporting relationship; (ii) a reduction by the Corporation in such Named Executive Officer’s base salary or other remuneration; (iii) the elimination of such Named Executive Officer’s bonus; (iv) a material reduction by or as a result of action by the Corporation in such Named Executive Officer’s employment benefits; (v) the Corporation requiring such Named Executive Officer to be based anywhere other than as provided for in his Executive Employment Agreement, excepting business travel obligations in the ordinary course of business; (vi) failure by the Corporation to pay to such Named Executive Officer any non-discretionary bonus to which such Named Executive Officer is entitled from time to time on or before four (4) months from the end of the period to which the bonus relates; or (vii) the failure of the Corporation or the Partnership to obtain a satisfactory agreement from a successor to assume and agree to perform the Executive Employment Agreement (each circumstance constituting “**Good Reason**”), such Named Executive Officer is entitled to: (i) their base salary and employee benefits and perquisites to the conclusion of the Severance Period; (ii) an amount equal to the average bonus paid to the Named Executive Officer each year over the three previous years multiplied by 1.5 (and in the case of Mr. Aulicino, if such termination event occurs prior to the completion of three years of service, the average bonus paid shall be calculated based on the average annualized bonus paid or to be paid over the course of his employment by the Corporation); and (iii) the vesting of any RSUs, granted to the Named Executive Officer prior to the Named Executive Officer’s termination date which remain unvested and would have otherwise vested during the Severance Period, which shall be deemed to have vested on the termination date and therefore redeemable for Common Shares. The Corporation remains liable to the Named Executive Officer for payment of any non-discretionary bonus to which the Named Executive Officer was entitled on the date of issuance by the Named Executive Officer of the notice of termination.

Termination for Cause and Voluntary Resignation

Under the Executive Employment Agreements, in the event of a termination for cause or upon notice of the voluntary resignation of a Named Executive Officer, the Corporation is not obligated to pay any further compensation from the date of termination, provided that the Corporation has paid the Named Executive Officer their salary, benefits and out of pocket expenses earned up to the date of termination.

Death or Permanent Disability

If a Named Executive Officer's employment is terminated due to death, his estate is entitled to receive (1) any unpaid annual salary, less required deductions, owing up to and including the date of death; (2) all outstanding vacation pay; and (3) expense reimbursements and bonus where: (i) if the Named Executive Officer dies between the date of the Corporation's fiscal year end and the bonus payment date, the Corporation shall pay to the estate an amount in cash equal to 100% of the bonus that would otherwise have been payable to the Named Executive Officer for the fiscal year ended, less required deductions; or (ii) if the bonus has not yet been determined in the year of the Named Executive Officer's death, the Corporation shall pay to the estate a pro-rata amount in cash, calculated by dividing the number of days worked by the Named Executive Officer in the fiscal year in question by the total number of working days in that fiscal year.

If a Named Executive Officer suffers a permanent disability, the Corporation may terminate his Executive Employment Agreement after exhaustion of the Corporation's short-term disability coverage by providing 60 days' notice. Upon termination as a result of permanent disability, such Named Executive Officer continues to be entitled to such insurance benefits as the Named Executive Officer is qualified to receive pursuant to any long term disability plan and to any benefit or entitlement under any pension plan of the Corporation or any executive superannuation undertakings in which the Named Executive Officer participates and is qualified to receive. Additionally, if the Named Executive Officer suffers a permanent disability between the date of the Corporation's fiscal year end and the bonus payment date, the Corporation shall pay to the Named Executive Officer an amount in cash equal to 100% of the bonus that would otherwise have been payable to the Named Executive Officer for the fiscal year ended, less required deductions. If the bonus has not yet been determined in the year of the Named Executive Officer's permanent disability, the Corporation shall pay to the Named Executive Officer a pro-rata amount in cash, calculated by dividing the number of days worked by the Named Executive officer in the fiscal year in question by the total number of working days in that fiscal year.

Estimated Payments

The following table sets forth the estimated incremental payments under the Executive Employment Agreements that would have been required to have been made to the Named Executive Officers had a Named Executive Officer either been (i) terminated without just cause; (ii) entitled to terminate his or her employment within 180 days of a Change of Control and for a Change of Control Reason; or (iii) entitled to terminate his or her employment for Good Reason, and in each case had such events occurred on December 31, 2020.

Estimated Incremental Payments as of December 31, 2020 Termination Without Cause, Termination Following a Change of Control or Termination for Good Reason

Name	(\$)
Thomas J. Simons	4,670,731
Anthony M. Aulicino	2,786,716
Kenneth E. Zinger	3,568,669
Richard L. Baxter	3,606,825
Vernon J. Disney	3,661,550

SRIP and RSU Plan

As described under "Share Based Compensation Plans – Terms of the SRIP" and "Share Based Compensation Plans – Terms of the RSU Plan", the SRIP and the RSU Plan provide for the accelerated

vesting of outstanding Incentive Rights and RSUs in certain circumstances, including in connection with certain change of control transactions or termination events.

The following table provides details of the value of accelerated Incentive Rights and RSUs held by the Named Executive Officers as at December 31, 2020 assuming the occurrence of the noted triggering event as at December 31, 2020. The value of the accelerated Incentive Rights has been calculated based on the difference between the exercise price of the Incentive Rights and the closing price of the Common Shares on the TSX on December 31, 2020 of \$1.28. The value of the accelerated RSUs has been calculated by multiplying the number of RSUs held by the Named Executive Officer by the closing price of the Common Shares on the TSX on December 31, 2020 of \$1.28.

Name	Triggering Event	Value of Accelerated Incentive Rights (\$)	Value of Accelerated RSUs (\$)
Thomas J. Simons	Termination Without Cause or Change of Control	Nil	2,066,422
	Termination for Good Reason	Nil	2,066,422
	Termination for Cause and Voluntary Resignation	Nil	Nil
	Termination on Death or Permanent Disability	Nil	Nil
Anthony M. Aulicino	Termination Without Cause or Change of Control	Nil	943,796
	Termination for Good Reason	Nil	943,796
	Termination for Cause and Voluntary Resignation	Nil	Nil
	Termination on Death or Permanent Disability	Nil	Nil
Kenneth E. Zinger	Termination Without Cause or Change of Control	Nil	1,653,137
	Termination for Good Reason	Nil	1,653,137
	Termination for Cause and Voluntary Resignation	Nil	Nil
	Termination on Death or Permanent Disability	Nil	Nil
Richard L. Baxter	Termination Without Cause or Change of Control	Nil	1,587,561
	Termination for Good Reason	Nil	1,587,561
	Termination for Cause and Voluntary Resignation	Nil	Nil
	Termination on Death or Permanent Disability	Nil	Nil
Vernon J. Disney	Termination Without Cause or Change of Control	Nil	1,587,561
	Termination for Good Reason	Nil	1,587,561
	Termination for Cause and Voluntary Resignation	Nil	Nil
	Termination on Death or Permanent Disability	Nil	Nil

DIRECTORS' COMPENSATION

Overview

The Board of Directors, through the Compensation and Governance Committee, is responsible for developing and implementing the directors' compensation plan. The main objectives of the directors' compensation plan are to:

- compensate the directors in a manner that is commensurate with the risks and responsibilities assumed in Board of Directors and committee membership, and competitive with other comparable public issuers; and
- align the interests of the directors with the Shareholders.

Unlike compensation for the Named Executive Officers, the directors' compensation plan is not designed to pay for performance; rather, directors receive equity-based compensation and retainers for their services and meeting fees paid in cash in order to help ensure unbiased decision-making.

In response to deteriorating market conditions as a result of COVID-19 and related market disruptions, the Corporation instituted retainer reductions for members of the Board. Effective May 1, 2020, Board retainers were reduced by 12.5% as follows:

Fee	Fee Amount (Prior to May 1, 2020) (\$)	Fee Amount (After May 1, 2020) (\$)
Annual Retainer for Board member	\$25,000	\$21,875
Meeting Fee for Board and Committee Meetings (in person)	\$1,500	\$1,313
Meeting Fee for Board and Committee Meetings (via conference call)	\$1,000	\$875
Annual Retainer for Chair of the Board	\$50,000	\$43,750
Annual Retainer for Chair of the Audit Committee	\$12,000	\$10,500
Annual Retainer for Chair of the Compensation and Governance Committee	\$9,000	\$7,875
Annual Retainer for Chair of the HS&E Committee	\$9,000	\$7,875

For 2021, the Corporation increased the annual retainer for individual Board members to \$75,000. This increase was made due to the reduction in the number of Board members serving on the Board of the Corporation and the resulting increased responsibilities of each individual Board member. In addition, this increased amount is in line with the annual retainer amounts paid to directors at many of the Corporation's peers. Effective January 1, 2021, all other fee amounts have been restored to their original, pre-May 1, 2020 amounts.

For US based directors, the above retainers and meeting fees are paid in US Dollars. The Corporation also reimburses the directors for out-of-pocket expenses for attending meetings. No compensation was paid to Mr. Simons in his capacity as a director of the Corporation.

Pursuant to the DCA, directors may elect to receive their annual retainer and meeting fees in the form of Common Shares instead of cash. If a director elects to receive any portion of his or her annual retainer or meeting fees in the form of Common Shares, the number of Common Shares to be issued will be determined net of withholding taxes and based on the five day volume weighted average trading price of Common Shares prior to each payment date, subject to the Corporation's trading policy.

Summary Compensation Table

The following table summarizes the compensation paid, payable, awarded or granted for 2020 to each of the non-management directors of the Corporation in 2020.

Name ⁽¹⁾	Fees earned ⁽²⁾ (\$)	SRIP-based awards	Share-based awards ⁽³⁾ (\$)	All other compensation (\$)	Total (\$)
Kyle D. Kitagawa	94,969	Nil	150,000	Nil	244,969
Spencer D. Armour III ⁽⁴⁾	65,272	Nil	150,000	Nil	215,272
Stella Cosby ⁽⁵⁾	53,594	Nil	150,000	Nil	203,594
John M. Hooks ⁽⁶⁾	53,313	Nil	150,000	Nil	203,313
Philip J. Scherman	52,031	Nil	150,000	Nil	202,031

Notes:

- (1) Mr. Simons does not receive compensation for serving as a director.
- (2) Represents all fees awarded, earned, paid, or payable in cash for services as a director, including annual retainer fees, committee, chair and all meeting fees, including fees paid in the form of Common Shares pursuant to the DCA.
- (3) Consists of RSUs granted under the RSU Plan in respect of services performed in the referenced financial year, which grants are made following the end of the referenced year. Each of Messrs. Kitagawa, Armour, Hooks, Scherman and Ms. Cosby were granted 88,024 RSUs respectively on March 10, 2021. The above referenced Share-Based Award amounts represents the fair value based on the five day volume weighted average trading price of the Common Shares on the TSX on the day immediately preceding the date the Board of Directors approved the grant of RSUs, being \$1.704. The grant of RSU awards made to the respective Directors vest quarterly on the first of July, October, January, and April, as determined by the Board of Directors.
- (4) Mr. Armour received his director fees in U.S. dollars. The amount set out above has been converted to Canadian Dollars using the average exchange rate for 2020 provided by the Bank of Canada.
- (5) Ms. Cosby received \$21,401 of her 2020 directors' compensation in Common Shares paid pursuant to the DCA.
- (6) Mr. Hooks received \$27,219 of his 2020 directors' compensation in Common Shares paid pursuant to the DCA.

Outstanding Incentive Rights and RSUs as at December 31, 2020

Directors of the Corporation are entitled to participate in the security-based compensation arrangements of the Corporation, including receiving Incentive Rights under the SRIP and RSUs under the RSU Plan. See "*Share Based Compensation Plans*" above for a description of the SRIP and RSU Plan. The purpose of granting awards under such incentive plans is to assist the Corporation in compensating, attracting, retaining and motivating directors and to align the interests of such persons with those of the Shareholders.

The following table sets forth all outstanding awards held by the non-management directors of the Corporation as at December 31, 2020 under the SRIP and RSU Plan.

Name	SRIP-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised Incentive Rights (#)	Incentive Rights exercise price (\$)	Incentive Rights expiration date	Value of unexercised in-the-money Incentive Rights (\$)	Number of Shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽¹⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Kyle D. Kitagawa	Nil	Nil	Nil	Nil	35,333	45,226	Nil
Spencer D. Armour III	Nil	Nil	Nil	Nil	35,333	45,226	Nil
Stella Cosby	Nil	Nil	Nil	Nil	35,333	45,226	Nil
John M. Hooks	Nil	Nil	Nil	Nil	35,333	45,226	Nil
Philip J. Scherman	Nil	Nil	Nil	Nil	35,333	45,226	Nil

Notes:

(1) The value of the unvested RSUs as at December 31, 2020 has been determined based on the closing price of the Common Shares on the TSX on December 31, 2020 of \$1.28 per Common Share.

Incentive Plan Awards — Value Vested or Earned During the Year

The following table sets forth for each non-management director: (i) the value of Incentive Rights vested during the year ended December 31, 2020; and (ii) the value of RSUs vested and redeemed during the year ended December 31, 20120. The value of vested Incentive Rights is calculated based on the difference between the closing price of the Common Shares on the vesting dates and the exercise price of the Incentive Rights. The value of the RSUs vested and redeemed is based on the five-day volume weighted average trading price of the Common Shares on the TSX prior to the date of redemption.

Name	SRIP-based awards-Value vested during the year (\$)	Share-based awards-Value vested during the year (\$)	Non-equity incentive plan compensation- Value earned during the year (\$)
Kyle D. Kitagawa	Nil	74,689	Nil
Spencer D. Armour III	Nil	40,214	Nil
Stella Cosby	Nil	60,899	Nil
John M. Hooks	Nil	60,899	Nil
Philip J. Scherman	Nil	60,899	Nil

Non-Executive Director Share Ownership Requirements

To align Shareholder interests and the interests of the non-executive directors of the Corporation, all of the non-executive directors must meet a minimum share ownership requirement. The minimum share ownership requirement for the non-executive directors of the Corporation has been set at three times the directors' annual retainer, including the value of any equity-based consideration (whether RSUs, Incentive Rights or otherwise). Newly elected non-executive directors have three years to meet the share ownership requirements.

The table below shows the Common Shares, RSUs and Incentive Rights each non-executive director of the Corporation held as of December 31, 2020:

Director	Total Compensation in 2020 (\$)	Number of Common Shares	Number of RSUs	Number of Incentive Rights	Total number of Common Shares, RSUs and Incentive Rights	Total value of Common Shares, RSUs and Incentive Rights ⁽¹⁾ (\$)	Guideline met (✓) or value (\$) required to meet guideline
Kyle D. Kitagawa	94,969	1,642,795	35,333	Nil	1,678,128	2,148,003	✓
Spencer D. Armour III ⁽²⁾	65,272	95,339	35,333	Nil	130,672	167,260	✓
Stella Cosby	53,594	140,155	35,333	Nil	175,488	224,624	✓
John M. Hooks	53,313	864,943	35,333	Nil	900,276	1,152,353	✓
Philip J. Scherman	52,031	197,537	35,333	Nil	232,870	298,073	✓

Notes:

- (1) The value of the RSUs and Incentive Rights as at December 31, 2020 have been determined based on the closing price of the Common Shares on the TSX on December 31, 2020 of \$1.28 per Common Share.
- (2) Mr. Armour received his director fees in U.S. dollars. The amount set out above has been converted to Canadian Dollars using the average exchange rate for 2020 provided by the Bank of Canada.

INDEBTEDNESS OF DIRECTORS AND MANAGEMENT

No director, executive officer, employee or former director, executive officer or employee of the Corporation or its subsidiaries nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation or its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors and Management, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of Management for election as a director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting, except as otherwise disclosed herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Board of Directors and Management, no directors or executive officers of the Corporation, or associate or affiliate of any of the foregoing, has had an interest, direct or indirect, in any material transaction of the Corporation since January 1, 2020 or in any proposed transaction that has materially affected or would materially affect the Corporation, other than as disclosed in the Corporation's consolidated financial statements for the year ended December 31, 2020 or the Corporation's Annual Information Form, each of which is available on the internet on the Corporation's SEDAR profile at www.sedar.com.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the internet on the Corporation's SEDAR profile at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis for the financial year ended December 31, 2020. Shareholders may contact the Corporation to request copies of the

Corporation's financial statements and management's discussion and analysis at Suite 1400, 332 6 Avenue SW, Calgary, AB T2P 0B2, Attention: Mr. Anthony M. Aulicino, Chief Financial Officer.

OTHER MATTERS

As of the date of this Information Circular, the Board of Directors and Management know of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting; however, if any other matter properly comes before the Meeting, proxies in favour of Management nominees will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

DIRECTORS' APPROVAL

The contents and sending of this Information Circular have been approved by the directors of the Corporation.

APPENDIX "A"

BOARD OF DIRECTORS TERMS OF REFERENCE

The board of directors (the "**Board**") of CES Energy Solutions Corp. (the "**Corporation**") is responsible for overseeing the conduct of the business of the Corporation and the activities of management of the Corporation.

1. Composition and Operation

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains responsibility for managing its own affairs, including selecting its chair, planning its composition and size, nominating candidates for election to the Board, constituting committees of the Board, determining director compensation, and assessing the effectiveness of the Board, committees and directors in fulfilling their responsibilities. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act* (Alberta), the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities to, committees of the Board.

2. Responsibilities

The Board's primary responsibility is for the stewardship of the business of the Corporation and the Board's fundamental objectives are to enhance and preserve long-term value of the common shares ("**Common Shares**") and maintain the dividends thereon and to ensure that the Corporation meets its obligations on an on-going basis and operates in a reliable and safe manner. In performing its duties, the Board may also consider the legitimate interests other stakeholders, such as employees, customers and communities, may have in the Corporation. In broad terms, the stewardship of the business of the Corporation involves the Board in strategic planning, risk management and mitigation, senior management determination, performance assessment and succession planning, communication planning, and internal control integrity.

3. Specific Duties

The Board's specific duties, obligations and responsibilities fall into the categories outlined below.

(a) Legal Requirements

- (i) The Board has oversight responsibility for the Corporation's satisfaction of its legal obligations and for properly preparing, approving and maintaining the Corporation's documents and records.
- (ii) The Board has the obligation to:
 - A. manage, or supervise the management of, the business and affairs of the Corporation;
 - B. act honestly and in good faith with a view to the best interests of the Corporation;
 - C. exercise the care, diligence and skill that reasonably prudent people would exercise in comparable circumstances; and
 - D. act in accordance with its obligations contained in the *Business Corporations Act* (Alberta) and the regulations thereunder, the

Corporation's articles and by-laws, as amended from time to time, and other relevant legislation and regulations.

- (iii) The Board has the obligation to consider as a board of directors, and may not delegate to management or to a committee of directors, the following matters:
 - A. submission to the holders of the Common Shares and other classes of shares of the Corporation of any question or matter requiring the approval of the shareholders;
 - B. filling a vacancy among the directors or in the office of auditor;
 - C. appointing additional directors;
 - D. issuing securities except in the manner and on the terms authorized by the Board;
 - E. declaring dividends;
 - F. purchasing, redeeming or otherwise acquiring shares issued by the Corporation, except in the manner and on the terms authorized by the Board;
 - G. paying a commission to any person in consideration of the person's purchasing or agreeing to purchase securities of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for securities of the Corporation;
 - H. approving any management proxy circular relating to a solicitation of proxies by or on behalf of the management of the Corporation;
 - I. approving any take-over bid circular or directors' circular;
 - J. approving any annual or interim financial statements of the Corporation; and
 - K. adopting, amending or repealing by-laws.

(b) Independence

The Board is responsible for implementing appropriate structures and procedures to permit the Board to function independently of management.

(c) Strategy Determination

The Board is responsible for ensuring that there are long-term goals and a strategic planning process in place for the Corporation and participating with management directly or through its committees in approving the business plan by which the Corporation proposes to achieve its goals including:

- (i) considering strategic planning processes and reviewing and approving strategic plans and visions which take into account, among other things, the opportunities and risks of the business of the Corporation on a long-term and short-term basis;

- (ii) reviewing and approving management's business plan to ensure it is consistent with the Corporation's vision; and
- (iii) monitoring performance against both short-term and long-term strategic plans and annual performance objectives.

(d) Managing Risk

The Board is responsible for understanding the principal risks of the business in which the Corporation is engaged, and reviewing whether the Corporation achieves a proper balance between risks incurred and the potential return to shareholders, and confirming that there are systems in place that effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

(e) Appointment and Assessment of Senior Management

The Board, upon the recommendation of the Corporate Governance and Compensation Committee, is responsible for:

- (i) appointing the chief executive officer of the Corporation (the "CEO") and providing advice and counsel to the CEO in the execution of the CEO's duties;
- (ii) approving or developing the corporate objectives that the CEO is responsible for meeting and assessing the CEO against those objectives;
- (iii) approving the appointment and remuneration of all officers of the Corporation, upon the recommendation of the Corporate Governance and Compensation Committee; and
- (iv) confirming that adequate provision has been made for the training and development of management and for the orderly succession of management.

(f) Corporate Social Responsibility, Ethics and Integrity The Board is responsible for:

- (i) taking all reasonable steps to satisfy itself of the integrity of the CEO and management and satisfying itself that the CEO and management create a culture of integrity throughout the organization;
- (ii) approving the Corporation's Code of Business Conduct; and
- (iii) monitoring compliance with the Corporation's Code of Business Conduct.

(g) Reporting and Communication

The Board is responsible for:

- (i) verifying that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with shareholders of the Corporation, other stakeholders and the public generally;
- (ii) verifying that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;

- (iii) after consultation with the Audit Committee, verifying that the Corporation's financial results are reported fairly and in accordance with generally accepted accounting principles;
- (iv) verifying the timely reporting of any other developments that have a significant and material effect on the value of the Corporation;
- (v) reporting annually to shareholders on the Board's stewardship of the affairs of the Corporation for the preceding year; and
- (vi) adopting measures for receiving feedback from stakeholders and ensuring appropriate disclosures of the measures are made.

(h) Financial Reporting and Management

The Board will after consultation with and upon recommendation of the Audit Committee:

- (i) approve financial statements and review and oversee compliance with applicable audit, accounting and financial reporting requirements;
- (ii) approve annual operating and capital budgets;
- (iii) approve and revise from time to time a Schedule of Authorities which delegates certain expenditure commitments and signing authorities from the Board to management;
- (iv) satisfying itself that management has an appropriate system in place to ensure the integrity of internal control and management information systems,
- (v) confirming that the Corporation has a system in place for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- (vi) reviewing operating and financial performance results relative to established strategy, budgets and objectives and revising and altering its direction through management in response to changing circumstances; and
- (vii) approving significant changes in accounting practices or policies.

(i) Monitoring and Acting

The Board is responsible for:

- (i) verifying that the Corporation operates at all times within applicable laws and regulations to high ethical and moral standards;
- (ii) approving and monitoring compliance with the significant policies and procedures by which the Corporation is operated;
- (iii) verifying that the Corporation sets high environmental standards in its operations and is in compliance with environmental laws and legislation;
- (iv) verifying that the Corporation has in place appropriate programs and policies for the health and safety of its employees in the workplace;

(v) reviewing and considering for approval all material amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy; and

(vi) taking action when the Corporation's performance falls short of its goals and objectives or when other special circumstances warrant.

(j) Outside Consultants or Advisors

At the Corporation's expense, the Board may retain, when it considers it necessary or desirable, outside consultants or advisors to advise the Board independently on any matter. The Board shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to review a consultant's or advisor's fees and other retention terms.

(k) Review of the Board Terms of Reference

The Board shall assess the adequacy of these Terms of Reference annually and shall make any changes deemed necessary or appropriate.

(l) Other

The Board may perform any other activities consistent with these terms of reference, the Corporation's articles and by-laws, and any other governing laws, as the Board deems necessary or appropriate.