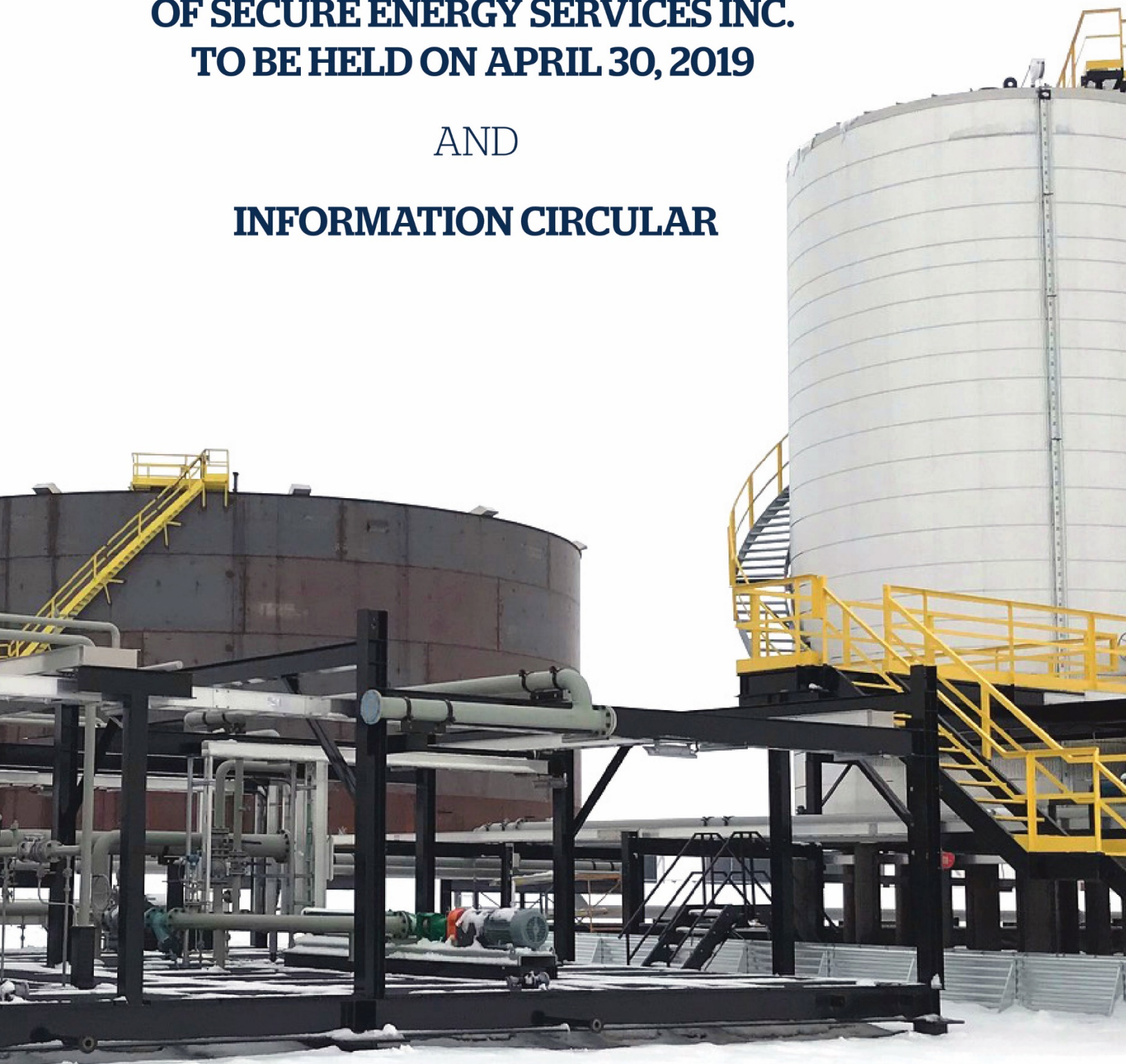


**NOTICE OF THE 2019 ANNUAL AND
SPECIAL MEETING OF THE SHAREHOLDERS
OF SECURE ENERGY SERVICES INC.
TO BE HELD ON APRIL 30, 2019**

AND

INFORMATION CIRCULAR



SECURE ENERGY SERVICES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

THE HOLDERS OF COMMON SHARES (THE "SHAREHOLDERS") OF SECURE ENERGY SERVICES INC. ("SECURE") ARE INVITED TO OUR ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (THE "MEETING")

WHEN

Tuesday, April 30, 2019
10:30 a.m. (Mountain Time)

WHERE

The Metropolitan Centre
333 – 4th Avenue SW
Calgary, Alberta, Canada T2P 0H9

BUSINESS OF THE MEETING

The purposes of the Meeting are:

1. to receive the consolidated financial statements and the auditor's report for the year ended December 31, 2018;
2. to elect directors of Secure for the ensuing year or until their successors are elected or appointed;
3. to appoint the auditors of Secure for the ensuing year and to authorize the board of directors (the "**Board**") to set the remuneration of the auditors;
4. to consider and, if thought advisable, approve Secure's unit incentive plan, as amended, and all unallocated awards under the plan as further described in the Information Circular;
5. to hold a non-binding "say on pay" advisory vote approving Secure's approach to executive compensation; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the matters to be brought before the Meeting are set forth in the Information Circular. Shareholders should review same prior to voting.

THE RIGHT TO VOTE

Holders of common shares of Secure ("**Common Shares**") as at the close of business on March 15, 2019 are entitled to receive notice of and to attend and vote at the Meeting, or any adjournment or postponement of the Meeting.

VOTING

Your vote is important. Whether or not you plan to attend the Meeting, we encourage you to vote. Your participation as a Shareholder is very important to us.

If you are unable to attend the Meeting in person, you are requested to complete, date and sign the enclosed form of proxy and return it to Odyssey Trust, Attention: Proxy Department, 350 – 300 5 Avenue SW, Calgary, Alberta, T2P 3C4. You may also vote via the internet at <https://odysseytrust.com/Transfer-Agent/Login>.

In order to be valid and acted upon at the Meeting, completed proxies or votes must be received by Odyssey Trust Company by 10:30 a.m. (Mountain Time) on Friday, April 26, 2019 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as proxyholder need not be a Shareholder. See the Information Circular for further instructions.

This year, as described in the notice and access notification mailed to beneficial Shareholders of Secure, Secure has decided to deliver the Information Circular to beneficial shareholders by posting the Information Circular on its website (<http://www.secure-energy.com/>). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce Secure's printing and mailing costs. The Information Circular will be available on Secure's website as of March 15, 2019 and will remain on the website for one full year thereafter. The Information Circular will also be available on SEDAR at www.sedar.com. The Information Circular will be mailed to registered Shareholders.

By order of the Board of Directors of Secure Energy Services Inc.,



Rene Amirault
Chairman, President and Chief Executive Officer

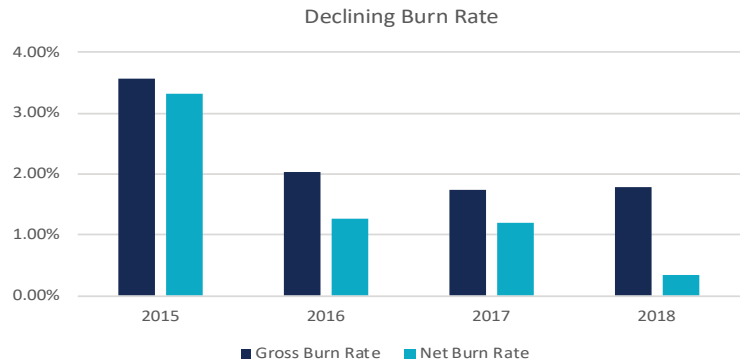
March 7, 2019

At a Glance

Highlights from SECURE's 2019 Information Circular

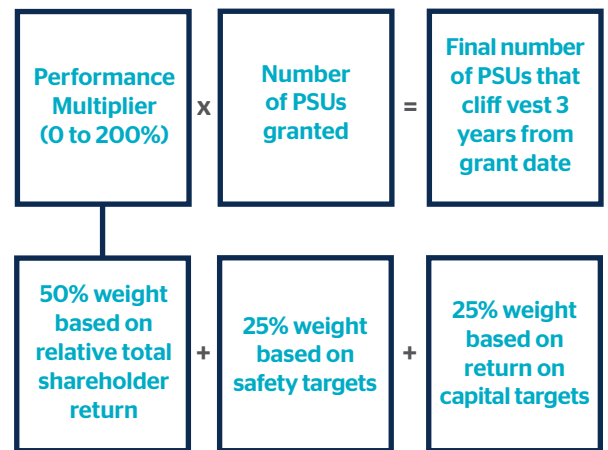
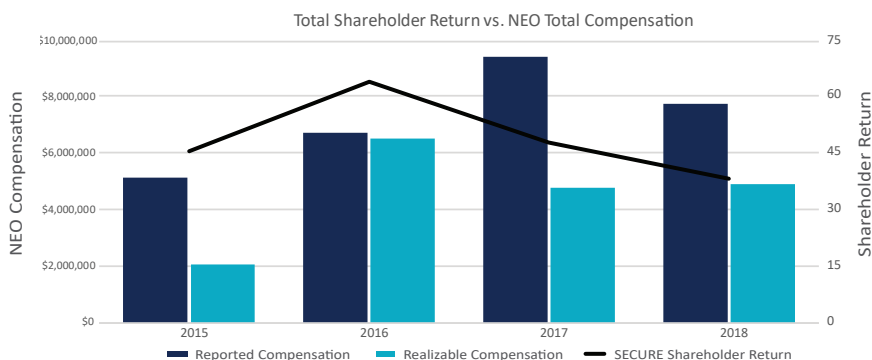
Simplifying Long-Term Incentive Structure and Reducing Dilution

- Removal of Option Plan
- Elimination of Compensation Share Units from Unit Incentive Plan
- Reduce number of Common Shares reserved for issuance from 10% to 7%



Executive Pay for Performance Philosophy

- Compensation is benchmarked against a peer group of 13 companies that SECURE competes with for executive talent
- Performance metrics and targets are set up-front and transparent and align compensation with business objectives
- >75% of NEO total compensation is 'at risk'
- Actual number of Performance Share Units that vest depend on key performance measures established at the grant date



Best Practices in Corporate Governance

- Three additional director nominees in 2019 intended to broaden the Board's midstream breadth and facilitate an effective succession of certain incumbent directors
- 8 of 10 director nominees are independent
- 2 of 10 director nominees are women
- Emphasis on director education and development

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INFORMATION CIRCULAR

GENERAL INFORMATION

This information circular (the "**Information Circular**") is provided by the board of directors (the "**Board**") in connection with the solicitation of proxies by the Board and management of Secure Energy Services Inc. for use at the annual general and special meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Common Shares**") to be held at The Metropolitan Centre, 333 – 4 Avenue SW, Calgary, Alberta T2P 0H9 on April 30, 2019 at 10:30 a.m. (Mountain time) and any adjournment thereof. In this document, "our", "we", "Corporation" or "Secure" refer to Secure Energy Services Inc. The solicitation will be primarily by mail, but proxies may also be by telephone, facsimile or electronic or oral

communication by our directors, officers and employees. No remuneration will be paid to any person for soliciting proxies, but we may, upon request, pay to brokerage firms, fiduciaries or other persons holding Common Shares in their name for others the charges entailed for sending out voting instruction forms to the persons for whom they hold Common Shares. The Corporation will be responsible for all costs incurred to solicit proxies.

Unless otherwise stated, the information contained in this Information Circular is given as at March 7, 2019 and all dollar amounts are expressed in Canadian dollars, except where otherwise stated.

VOTING INFORMATION

YOUR VOTE IS IMPORTANT - PLEASE READ THIS INFORMATION CIRCULAR CAREFULLY AND THEN VOTE YOUR COMMON SHARES, EITHER BY PROXY OR IN PERSON AT THE MEETING.

VOTING

You can vote as follows:

1. via mail;
2. via internet;
3. via phone; or
4. via appointing another person to attend the meeting and vote your Common Shares for you.

Please follow the instructions below based on whether you are a registered (a "**Registered Shareholder**") or non-registered (or beneficial) shareholder (a "**Non-Registered Shareholder**").

You may authorize the directors of Secure who are named on the proxy form to vote your Common Shares for you at the Meeting or any adjournment or postponement thereof. A proxy form is included in this package.

The persons named on the proxy form are directors of Secure. They will vote your Common Shares for you, unless you appoint someone else to be your proxyholder. You have the right to appoint another

person to be your proxyholder. If you appoint someone else, he or she must be present at the Meeting to vote your Common Shares. In the absence of direction, the Common Shares will be voted in favour of each of the matters put before Shareholders by management of the Corporation at the Meeting.

If you plan on voting your Common Shares by proxy, our registrar and transfer agent, Odyssey Trust Company ("**Odyssey**"), **must receive your completed proxy form at least forty eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.** Please follow the instructions below based on whether you are a Registered or Non-Registered Shareholder.

REGISTERED SHAREHOLDER

You are a Registered Shareholder if your Common Shares are registered in your name.

NON-REGISTERED SHAREHOLDER

You are a Non-Registered Shareholder if your broker, investment dealer, bank, trust company, trustee, nominee or other intermediary holds your Common Shares for you. Non-Registered Shareholders do not ordinarily have a share certificate representing their Common Shares. Most Shareholders are Non-Registered Shareholders.

If you are unsure if you are a Registered Shareholder or Non-Registered Shareholder, please contact Odyssey:

Odyssey Trust Company

350 – 300 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Proxy Department

TELEPHONE

1-(587) 885-0960

INTERNET

www.odysseytrust.com

MATTERS TO BE VOTED ON

At the Meeting, Shareholders will be voting on:

- the election of the directors of the Corporation for the ensuing year or until their successors are elected or appointed;
- the appointment of auditors and authorizing the directors to fix their remuneration;
- approving Secure's unit incentive plan (the "**Unit Incentive Plan**"), as amended, and all unallocated awards under the plan; and
- a non-binding "say on pay" advisory vote approving the Corporation's approach to executive compensation.

A simple majority (50 percent plus one) of votes cast in person or by proxy at the Meeting is required to approve each of the matters proposed to come before the Meeting.

HOW TO VOTE IF YOU ARE A NON-REGISTERED SHAREHOLDER

IN PERSON

We do not have access to the names or holdings of our Non-Registered Shareholders. That means you can only vote your Common Shares in person at the Meeting if you have previously appointed yourself as the proxyholder for your Common Shares by inserting your name in the space provided on the voting instruction form which you receive from your intermediary and submit it as directed on the form. Your voting instructions must be received in sufficient time to allow your voting instruction form to be received by Odyssey by 10:30 a.m. (Mountain time) on April 26, 2019 or, in the case of any adjournment or postponement of the Meeting not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting.

Prior to the Meeting you should identify yourself to the representative of Odyssey at the registration table.

BY PROXY

- Your intermediary is required to ask for your voting instructions before the Meeting. Please contact your intermediary if you did not receive a voting instruction form or proxy form in this package.
- In most cases, you will receive from your intermediary a voting instruction form that allows you to provide your voting instructions by telephone, on the Internet or by mail.
- Alternatively, you may receive from your intermediary a voting instruction form which:
 - is to be completed and returned, as directed in the instructions; or
 - has been pre-authorized by your nominee indicating the number of Common Shares to be voted, which is to be completed, dated, signed and returned by you to Odyssey.

HOW TO CHANGE YOUR VOTE - NON-REGISTERED SHAREHOLDERS

You may change your voting instructions given to an intermediary by notifying such intermediary in accordance with the intermediary's instructions.

HOW THE VOTES ARE COUNTED

Every Shareholder is entitled to one vote for each Common Share held.

Odyssey counts and tabulates the votes. It does this independently of Secure to make sure that the votes of individual Shareholders are confidential.

Odyssey refers proxy forms to Secure only when:

- It is clear that a Shareholder wants to communicate with management;
- The validity of the proxy is in question; or
- The law requires it.

HOW TO VOTE IF YOU ARE A REGISTERED SHAREHOLDER

IN PERSON

You do not need to complete or return your proxy form.

You should identify yourself to the representative from Odyssey before entering the Meeting to register your attendance at the Meeting.

BY PROXY

- 1. By mail:**
 - Complete, sign and date your proxy form and return it in the envelope provided.
 - Please see "Voting Information - Completing the Proxy Form if you are a Registered Shareholder" for more information.
- 2. By fax:**
 - Complete, sign and date your proxy form and fax it to Odyssey at 1-800-517-4553 at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

3. On the Internet:

- Go to: <https://odysseytrust.com/Transfer-Agent/Login> > Vote Proxy and enter your web voting ID number noted on your proxy form to vote your Common Shares at least forty eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

4. By appointing another person as proxyholder to go to the Meeting and vote your Common Shares for you:

- Your proxyholder does not have to be a Shareholder.
- Insert the name of the person you are appointing as your proxyholder in the space provided.
- Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.
- At the Meeting, he or she should register with the Odyssey representative at the registration table.
- Please see "Voting Information - Completing the Proxy Form if you are a Registered Shareholder" for more information.

COMPLETING THE PROXY FORM IF YOU ARE A REGISTERED SHAREHOLDER

You can choose to vote "For" or "Withhold" from:

- the election of the nominees listed in this Information Circular as directors of the Corporation; and
- the appointment of KPMG LLP, Chartered Accountants, as our auditors and authorizing the directors to set their remuneration.

Complete your voting instructions, sign and date your proxy form and return it in the envelope provided so that it is received before by 10:30 a.m. (Mountain time) on April 26, 2019 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the adjourned or postponed Meeting.

When you sign the proxy form, you are authorizing the appointees, Rene Amirault, Chairman, President and Chief Executive Officer of Secure and Murray Cobbe, Lead Independent Director of Secure, to vote

your Common Shares for you at the Meeting. The Common Shares represented by a proxy form will be voted in favour or withheld from voting or voted against, as applicable, in accordance with your instructions on any vote that may be called for at the Meeting. If you specify a choice with respect to any matter to be acted on at the Meeting, your Common Shares will be voted accordingly. **If you return your proxy form and do not indicate how you want to vote your Common Shares, your vote will be cast:**

- **FOR the election of the persons nominated for election as directors; and**
- **FOR the appointment of KPMG LLP as our auditors and authorizing the directors to fix their remuneration.**

Your proxyholder will also vote your Common Shares as he sees fit on any other matter, including amendments or variations of matters identified in this Information Circular or that may properly come before the Meeting and in respect of which you are entitled to vote.

If you are appointing someone else to vote your Common Shares at the Meeting, insert the name of the person you are appointing as your proxyholder in the space provided. If you are completing your proxy on the Internet, follow the instructions on the website on how to appoint someone else.

If you are an individual Shareholder, you or your authorized attorney must sign the proxy form. If the Shareholder is a corporation or other legal entity, an authorized officer or attorney must sign the proxy form.

If you need help completing your proxy form, please contact Odyssey at:

Odyssey Trust Company
1 (587) 885-0960

HOW TO CHANGE YOUR VOTE – REGISTERED SHAREHOLDERS

If you wish to change a vote you made by proxy:

- Complete a proxy form that is dated later than the proxy form you are changing and mail it to Odyssey so that it is received by 10:30 a.m. (Mountain time) on April 26, 2019 or, in the case of any adjournment or

postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting; or

- Vote again by telephone or on the Internet before by 10:30 a.m. (Mountain time) on April 26, 2019 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting.

You can revoke a vote you made by proxy by:

- Voting in person at the Meeting;
- Sending a notice of revocation in writing from you or your authorized attorney so that it is received at the offices of Odyssey Trust Company, Attention: Proxy Department, 350 – 300 5th Avenue SW, Calgary, Alberta T2P 3C4 (fax number: 1-800-517-4553) before 10:30 a.m. (Mountain time) on April 26, 2019 or, in the case of any adjournment or postponement of the Meeting, two business days before the day of the adjourned or postponed Meeting;
- Giving a notice of revocation in writing from you or your authorized attorney to the Chairman of the Meeting on the day of, but prior to the commencement of, the Meeting or any adjournment or postponement of the Meeting; or
- In any other manner permitted by law.

NOTICE-AND-ACCESS

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**National Instrument 54-101**") and National Instrument 51-102 - *Continuous Disclosure Obligations* 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 deliver proxy-related materials by posting them on SEDAR as well as a website other than SEDAR and sending a notice package to each shareholder receiving the Annual Materials under this regime. The notice package must include: (i) the voting instruction form; (ii) basic

information about the meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the materials; and (iv) a plain-language explanation of how the new notice-and-access system operates and how the materials can be accessed online. 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.

Secure has elected to send its Information Circular to Beneficial Shareholders using the notice-and-access regime. Accordingly, Secure will send the above-mentioned notice package to Beneficial Shareholders which includes instructions on how to access Secure's Information Circular online and how to request a paper copy of the Information Circular. Distribution of Secure's Information Circular pursuant to the notice-and-access regime has the potential to substantially reduce printing and mailing costs and reduce our impact on the environment.

Notwithstanding the notice-and-access regime, Alberta's *Business Corporations Act* ("**ABCA**") requires Secure to: (i) deliver a paper copy of its annual financial statements to a registered Shareholder unless such registered Shareholder informs Secure in writing that it does not want a copy of the annual financial statements or provides written consent to electronic delivery; and (ii) deliver a paper copy of the Information Circular to a registered Shareholder unless such Shareholder provides written consent to electronic delivery. In order to ensure compliance with the ABCA, registered Shareholders who have not yet consented to electronic delivery will be mailed a copy of the Information Circular.

Secure will not send its proxy-related materials directly to non-objecting beneficial owners under National Instrument 54-101. Secure will pay for proximate intermediaries to forward the proxy-related materials and the voting instruction form to objecting beneficial owners under National Instrument 54-101.

PROCEDURAL ITEMS

QUORUM

A quorum of Shareholders is present at the Meeting if two or more persons are present in person either holding personally or representing as proxies not less,

in aggregate, than 25% of the aggregate number of Common Shares entitled to vote at the Meeting.

RECORD DATE

The Common Share transfer books of Secure will not be closed, but the Board has fixed March 15, 2019, as the record date (the "**Record Date**") for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment thereof. Shareholders of record at the close of business on the Record Date are entitled to such notice and to vote at the Meeting.

Persons who are transferees of any Common Shares acquired after the Record Date and who have produced properly endorsed certificates evidencing such ownership or who otherwise establish to the satisfaction of Secure ownership thereof and demand, not later than 10 days before the Meeting, or such other time as is acceptable to Secure, that their names be included in the list of Shareholders, are entitled to vote at the Meeting. In addition, persons who are Beneficial Shareholders as of the Record Date will be entitled to vote at the Meeting in accordance with the procedures established pursuant to NI 54-101 - *Communication with Owners of Securities*.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF COMMON SHARES

Secure is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. As of March 7, 2019, there were 160,490,596 Common Shares and no preferred shares issued and outstanding. Each Common Share carries the right to one vote on any matter properly coming before the Meeting.

As of March 7, 2019, to the knowledge of our directors and executive officers, no person beneficially owns or controls or directs, directly or indirectly, 10% or more of the outstanding Common Shares, other than as set forth below.

<u>Name</u>	<u>Number of Shares</u>	<u>% of Issued and Outstanding Shares</u>
Burgundy Asset Management Ltd.	22,991,239 ⁽¹⁾	14.3% ⁽³⁾
QV Investors Inc.	17,482,437 ⁽²⁾	10.9% ⁽³⁾

1. Based on information provided in public filings made by the above entity filed on September 11, 2017 disclosing information as at August 31, 2017.
2. Based on information provided in public filings made by the above entity filed on August 7, 2018 disclosing information as at July 31, 2018.
3. Calculation based on 160,490,596 Common Shares outstanding on March 7, 2019.

BUSINESS OF THE ANNUAL MEETING

FINANCIAL STATEMENTS AND AUDITORS' REPORT

The consolidated financial statements of the Corporation for the year ended December 31, 2018 and the auditors' report thereon will be placed before the Meeting. The consolidated financial statements, the auditors' report thereon and management's discussion and analysis can be accessed at www.sedar.com. No formal action will be taken at the Meeting to approve the financial statements, which have already been approved by the Board. If any Shareholders have questions respecting the audited financial statements, the questions may be brought forward at the Meeting.

ELECTION OF DIRECTORS

At the Meeting, Shareholders will be asked to elect as directors the 10 nominees listed in the table under "Nominees for Election to Board of Directors" to serve until the next annual meeting of Shareholders or until their successors are elected or appointed. There are presently nine directors of the Corporation whose term will expire at the Meeting. The resolution electing the directors must be passed by a simple majority of the votes cast with respect to the resolution by Shareholders present in person or by proxy at the Meeting. **It is the intention of the persons named in the accompanying instrument of proxy, if not expressly directed to the contrary in such instrument of proxy, to vote the Common Shares represented by such proxies FOR the election of the nominees specified below as directors of the Corporation. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.**

MAJORITY VOTING

The attached instrument of proxy permits Shareholders to: (i) vote "for" all directors; or (ii) vote "for" or "withhold" their vote for each director nominee. The Board has adopted a Majority Voting Policy that provides that if the votes in favour of the election of a director nominee at a Shareholders' meeting represent less than a majority of the Common Shares voted and withheld, the nominee will submit his or her resignation to the Board of Directors promptly after the Meeting. The Corporate Governance and Nominating Committee must consider whether or not to accept the offer of resignation and must recommend to the Board whether or not to accept it. The Corporate Governance and Nominating Committee will consider whether any exceptional circumstances exist in considering whether or not to accept an offer of resignation from a director pursuant to this Policy. The Board shall accept the resignation absent exceptional circumstances, as determined by the Board. The Board's decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the applicable annual meeting. The nominee will not participate in any committee or Board deliberations in respect of his or her resignation. The policy does not apply in circumstances involving contested director elections. Shareholders should note that, as a result of the majority voting policy, a "withhold" vote is effectively a vote against a director nominee in an uncontested election.

NOMINEES FOR ELECTION TO BOARD OF DIRECTORS

The Board, in consultation with the Corporate Governance and Nominating Committee, determines the appropriate criteria and identifies and assesses candidates for appointment or nomination to the Board. The Board and management feel the nominees are well qualified to act as directors. In keeping with the Corporation's governance


objectives, the proposed slate of 10 nominees will facilitate board renewal as it is intended to allow for the orderly retirement of certain of the current incumbent directors as the new elected nominees gain familiarity and experience with the affairs of the Corporation.


Of the 10 nominees for election, seven were elected at the annual meeting held on May 1, 2018. Ms. Harradence and Mr. Wise were appointed to the Board on August 1, 2018 and February 26, 2019, respectively. Ms. Zumwalt was approved by the Board for nomination at the Meeting.


The following tables identify all persons to be nominated for election as directors. The tables on the following pages set out the names of proposed nominees for election as directors of Secure, together with their ages, municipalities and countries of residence, their memberships on Board committees, their attendance records at Board and Committee meetings during 2018, the dates on which each became a director or trustee of Secure, their principal occupations, brief biographies, directorships held with other reporting issuers and the number of Common Shares, Restricted Share Units (“RSUs”), Performance Share Units (“PSUs”) and Deferred Share Units (“DSUs”), beneficially owned or controlled by each nominee as at March 7, 2019.

The following notes apply to the tables in respect of the proposed nominees for election as directors of Secure which are set forth on the following pages.

- 1) The information as to the Common Shares beneficially owned or controlled by directors is as of March 7, 2019 and includes Common Shares obtained upon exercise of Options and vesting and redemption of RSUs and PSUs. The information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- 2) Includes Common Shares beneficially owned or controlled by directors and all unvested RSUs, PSUs or DSUs at March 7, 2019, including dividends credited to the relevant plan up to December 31, 2018, held by the applicable director nominee. Share-based awards are redeemed for Common Shares upon vesting. Accordingly, no vested share-based awards are held.
- 3) Includes Common Shares beneficially owned or controlled by directors and all unvested RSUs, PSUs or DSUs at March 7, 2019, including dividends credited to the relevant plan up to December 31, 2018, held by the applicable director nominee. The 2018 value is based on the number of Common Shares beneficially owned or controlled at February 26, 2019 multiplied by the closing price of the Common Shares as of December 31, 2018 of \$7.01.
- 4) Mr. Amirault, as President and CEO, is subject to executive officer share ownership requirements, with which he is in compliance. See "Executive Officer Share Ownership Requirements." The Corporation's independent directors are all in compliance with the director share ownership requirements as outlined in the "Director Common Share Ownership Requirements" section of this document.

RENE AMIRAULT				
 <p>Age: 58 Director since June 1, 2007 Offices with the Corporation Held Chairman, President and Chief Executive Officer and Director Calgary, Alberta, Canada Non-Independent Principal Occupation: Chairman, President and Chief Executive Officer of the Corporation Public company directorships: N/A</p>	Rene Amirault was appointed as the President and Chief Executive Officer of Secure in March 2007 and was elected a director and appointed as Chairman of the Board on June 1, 2007. From January 2006 to March 2007 he was an independent businessman. Mr. Amirault held various roles at Canadian Crude Separators Inc. and CCS Income Trust from August 1994 to January 2006, including Vice President roles in Sales and Marketing, Business Development and Corporate Development. Mr. Amirault held various positions with Imperial Oil Ltd. from 1981 to 1994. Mr. Amirault received a Certified General Accountant designation in June 1985.			
	Board/Committee Membership		Attendance	
	Director and Chairman of Board of Directors	5 out of 5	100%	
	Securities Held			
	Common Shares ⁽¹⁾	PSUs and RSUs ⁽²⁾		Total Value of Securities ⁽³⁾
	4,322,473	546,749		\$34,133,246 (Value for RSUs and PSUs: \$3,832,710)
	Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld
	Number of votes		119,268,157	6,893,996
	Percentage of votes		94.54%	5.46%
	Share Ownership Requirement Met		Share Ownership Analysis	
Yes ⁽⁴⁾		Mr. Amirault holds Common Shares at December 31, 2018 with a value equal to approximately 58 times his base salary, significantly in excess of the 3 times required by Secure's ownership guidelines.		

MURRAY COBBE														
 <p>Age: 69 Director since July 28, 2009 Offices with the Corporation Held Lead Independent Director Calgary, Alberta, Canada Independent Principal Occupation Chairman of Trican Well Service Ltd. (Note 1) Public company directorships: · Trican Well Service Ltd. (Note 1) · Bellatrix Exploration Ltd. <i>Note 1- Mr. Cobbe will be retiring as Chairman of Trican's Board of Directors effective May 9, 2019.</i></p>	<p>Murray L. Cobbe was elected as a director of the Corporation on July 28, 2009 and was appointed as Lead Director on December 9, 2009. Prior to his election as a director, he served in an advisory role to the Board of Directors. Mr. Cobbe is the Chairman of Trican Well Service Ltd. ("Trican") (an oilfield services company) and has been with Trican since its initial public offering in December 1996. Mr. Cobbe will be retiring from his position with Trican effective May 2019. Mr. Cobbe has been in the well services business since 1974 and has overseen operations in Canada, Europe, the Middle East and the U.S. Mr. Cobbe graduated from the Southern Alberta Institute of Technology in 1970 with a Diploma in Petroleum Engineering (Reservoir). In addition, Mr. Cobbe is a past director of the Petroleum Services Association of Canada (the national association of Canadian oilfield service, supply and manufacturing companies). In addition to Trican, Mr. Cobbe currently serves as a director of Bellatrix Exploration Ltd. (an exploration and production company).</p>													
	<table border="1"> <thead> <tr> <th>Board/Committee Membership</th> <th colspan="2">Attendance</th> </tr> </thead> <tbody> <tr> <td>Lead Independent Director, Board of Directors</td> <td>5 out of 5</td> <td>100%</td> </tr> <tr> <td>Member, Audit Committee</td> <td>4 out of 4</td> <td>100%</td> </tr> <tr> <td>Member, Compensation Committee</td> <td>2 out of 2</td> <td>100%</td> </tr> </tbody> </table>	Board/Committee Membership	Attendance		Lead Independent Director, Board of Directors	5 out of 5	100%	Member, Audit Committee	4 out of 4	100%	Member, Compensation Committee	2 out of 2	100%	
	Board/Committee Membership	Attendance												
	Lead Independent Director, Board of Directors	5 out of 5	100%											
	Member, Audit Committee	4 out of 4	100%											
	Member, Compensation Committee	2 out of 2	100%											
	<table border="1"> <thead> <tr> <th colspan="3">Securities Held</th> </tr> <tr> <th>Common Shares ⁽¹⁾</th> <th>DSUs ⁽²⁾</th> <th>Total Value of Securities ⁽³⁾</th> </tr> </thead> <tbody> <tr> <td>387,000</td> <td>73,800</td> <td>\$3,230,208 (Value for DSUs: \$517,338)</td> </tr> </tbody> </table>			Securities Held			Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾	387,000	73,800	\$3,230,208 (Value for DSUs: \$517,338)		
	Securities Held													
	Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾											
	387,000	73,800	\$3,230,208 (Value for DSUs: \$517,338)											
<table border="1"> <thead> <tr> <th>Voting Results of 2018 Annual General Meeting</th> <th>Votes For</th> <th>Votes Withheld</th> <th>Total Votes Cast</th> </tr> </thead> <tbody> <tr> <td>Number of votes</td> <td>123,283,970</td> <td>2,878,183</td> <td>126,162,153</td> </tr> <tr> <td>Percentage of votes</td> <td>97.72%</td> <td>2.28%</td> <td>100%</td> </tr> </tbody> </table>			Voting Results of 2018 Annual General Meeting	Votes For	Votes Withheld	Total Votes Cast	Number of votes	123,283,970	2,878,183	126,162,153	Percentage of votes	97.72%	2.28%	100%
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Share Ownership Requirement Met	Share Ownership Analysis													
Yes ⁽⁴⁾	Mr. Cobbe holds Common Shares and DSUs with a value of \$3,230,208, significantly in excess of Secure's ownership guidelines which require directors to hold \$200,000 of Common Shares and DSUs.													

MICHELE HARRADENCE														
 <p>Age: 50 Director since August 1, 2018 Offices with the Corporation Held Director Houston, Texas, USA Independent Principal Occupation Senior Vice President, Gas Transmission and Midstream Operations of Enbridge Inc. Public company directorships: N/A</p>	<p>Michele Harradence was appointed as a director of the Corporation on August 1, 2018. Ms. Harradence has been Senior Vice President, Gas Transmission and Midstream Operations of Enbridge Inc. since March 2017. Before being named to her current position, Ms. Harradence served as Vice President Operations & EHS at Spectra Energy Corp. from September 2014 to March 2017. Prior to joining Spectra Energy Corp., Ms. Harradence worked in various roles of increasing responsibility with Shell Canada beginning in 1998, finishing her time there as General Manager at Shell's Sarnia Manufacturing Centre, a 75,000 barrel per day oil refinery and petrochemical facility. Throughout her career, Ms. Harradence has held senior roles in engineering, project management, construction, manufacturing, transmission and midstream operations. Ms. Harradence holds a Bachelor of Science in Mechanical Engineering from Queen's University and a Bachelor of Laws from the University of New Brunswick. Prior to her experience in the oil and gas industry, Ms. Harradence practiced law for five years with a full service national law firm in Canada.</p>													
	<table border="1"> <thead> <tr> <th>Board/Committee Membership</th> <th colspan="2">Attendance</th> </tr> </thead> <tbody> <tr> <td>Director, Board of Directors</td> <td>3 out of 3</td> <td>100%</td> </tr> <tr> <td>Member, HS&E Committee</td> <td>Appointed February 26, 2019</td> <td>N/A</td> </tr> </tbody> </table>	Board/Committee Membership	Attendance		Director, Board of Directors	3 out of 3	100%	Member, HS&E Committee	Appointed February 26, 2019	N/A				
	Board/Committee Membership	Attendance												
	Director, Board of Directors	3 out of 3	100%											
	Member, HS&E Committee	Appointed February 26, 2019	N/A											
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	Securities Held													
	Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾											
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Share Ownership Requirement Met	Share Ownership Analysis													
Yes ⁽⁴⁾	Ms. Harradence holds Common Shares and DSUs with a value of \$53,262. Secure's ownership guidelines require directors to hold \$200,000 of Common Shares and DSUs within five years of being appointed to the Board. Ms. Harradence is currently serving her first year on the Board.													

DAVID JOHNSON



Age: 68

Director since June 1, 2007

Offices with the Corporation Held
Director

Calgary, Alberta, Canada

Independent

Principal Occupation Independent
Businessman

Public company directorships:

- TORC Oil & Gas Ltd.
- Cardinal Energy Ltd.

David D. Johnson was elected as a director of the Corporation on June 1, 2007. Mr. Johnson currently serves as Chairman of TORC Oil & Gas Ltd. (an exploration and production company) and as a director of Cardinal Energy Ltd. (an exploration and production company). Mr. Johnson was Chairman of Progress Energy Resources Corp. from February 2011 until the sale of Progress Energy Resources Corp. in December, 2012. Prior to this, he was Executive Chairman from January, 2009. Prior thereto, Mr. Johnson was the President and Chief Executive Officer of Pro-Ex Energy Ltd. from July 2004 to January 2009. From November 2001 to July 2004, he was the President and Chief Executive Officer of Progress Energy Ltd. From July 1994 to April 2001, he was the President and Chief Executive Officer of Encal Energy Ltd. Mr. Johnson has over 40 years of diverse experience in the oil and natural gas industry, including a background in production, reservoir evaluation and operations. He has a B.Sc. in Petroleum Engineering, is a member of the Association of Engineers, Geoscientists of Alberta and has served twice as a Governor of the Canadian Association of Petroleum Producers.

Board/Committee Membership		Attendance	
Director, Board of Directors	5 out of 5	100%	
Member, Compensation Committee	2 out of 2	100%	
Member, Corporate Governance and Nominating Committee	6 out of 6	100%	
Member, HS&E Committee	4 out of 4	100%	
Securities Held			
Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾	
431,000	73,800	\$3,538,648 (Value for DSUs: \$517,338)	
Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld
Number of votes		124,278,471	1,883,682
Percentage of votes		98.51%	1.49%
Total Votes Cast		126,162,153	
Share Ownership Requirement Met		Share Ownership Analysis	
Yes ⁽⁴⁾		Mr. Johnson holds Common Shares and DSUs with a value of \$3,538,648, significantly in excess of Secure's ownership guidelines which require directors to hold \$200,000 of Common Shares and DSUs.	

BRAD MUNRO



Age: 59

Director since April 23, 2009

Offices with the Corporation Held
Director

Saskatoon, Saskatchewan, Canada

Independent


Principal Occupation President and
Chief Executive Officer of
Bittercreek Capital Corporation


Public company directorships:


N/A


Brad Munro was elected as a director of the Corporation on April 23, 2009. Mr. Munro is the President and Chief Executive Officer of Bittercreek Capital Corporation, a private investment and advisory firm. Through Bittercreek Capital Corporation Mr. Munro was a contractor to GrowthWorks Capital WV Ltd. and its affiliates in the role of Vice President, Investments from May 2006 to August 2009. Prior thereto, Mr. Munro was an employee of Working Ventures Investment Services Inc. and its affiliates since September 1991. Mr. Munro holds a Bachelor of Commerce degree from the University of Saskatchewan and has extensive experience in corporate finance and investment in the oil and natural gas and other industries. Mr. Munro served as a director of Tervita Corporation (formerly CCS Income Trust) (or its predecessors) for eight years and was the lead director of the independent committee on the privatization of Tervita Corporation.

Board/Committee Membership		Attendance	
Director, Board of Directors	5 out of 5	100%	
Member, Audit Committee	4 out of 4	100%	
Member, Compensation Committee	2 out of 2	100%	
Member, Corporate Governance and Nominating Committee	6 out of 6	100%	
Securities Held			
Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾	
70,362	73,800	\$1,010,576 (Value for DSUs: \$517,338)	
Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld
Number of votes		119,268,086	6,894,067
Percentage of votes		94.54%	5.46%
Total Votes Cast		126,162,153	
Share Ownership Requirement Met		Share Ownership Analysis	
Yes ⁽⁴⁾		Mr. Munro holds Common Shares and DSUs with a value of \$1,010,576, significantly in excess of Secure's ownership guidelines which require directors to hold \$200,000 of Common Shares and DSUs.	

KEVIN NUGENT					
 <p>Age: 53 Director since September 25, 2007 Offices with the Corporation Held Director Calgary, Alberta, Canada Independent Principal Occupation Independent Businessman Public company directorships: - Trican Well Service Ltd.</p>	Kevin Nugent was elected as a director of the Corporation on September 25, 2007. Mr. Nugent is an independent businessman and corporate director. Between September 2013 and June 2014, Mr. Nugent was Executive Chairman of Hifi Engineering Inc., a private company involved with next-generation fiber optic acoustic monitoring systems. Mr. Nugent is a Chartered Professional Accountant, Chartered Accountant with over 30 years of experience in the oil and natural gas industry. Mr. Nugent currently serves as a director of Hifi Engineering Inc., VentMeter Technologies Inc., Nautical Energy Ltd., RGL Reservoir Management Inc. Trican Well Service Ltd., Banff Sport Medicine Foundation, and the Pacific Salmon Foundation.				
	Board/Committee Membership		Attendance		
	Director, Board of Directors	5 out of 5	100%		
	Member, Audit Committee	4 out of 4	100%		
	Member, Corporate Governance and Nominating Committee	6 out of 6	100%		
	Securities Held				
	Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾		
	73,750	73,800	\$1,034,326 (Value for DSUs: \$517,338)		
	Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld	Total Votes Cast
	Number of votes		124,275,836	1,886,317	126,162,153
Percentage of votes		98.50%	1.50%	100%	
Share Ownership Requirement Met	Share Ownership Analysis				
Yes ⁽⁴⁾	Mr. Nugent holds Common Shares and DSUs with a value of \$1,034,326, significantly in excess of Secure's ownership guidelines which require directors to hold \$200,000 of Common Shares and DSUs.				

SHAUN PATERSON					
 <p>Age: 65 Director since May 9, 2013 Offices with the Corporation Held Director Victoria, British Columbia, Canada Independent Principal Occupation Independent Businessman Public company directorships: N/A</p>	Shaun Paterson was elected as a director of the Corporation on May 9, 2013. Shaun Paterson is the former Vice President, Marketing of Baytex Energy Corp. and served in this capacity from 2006 to 2011 before retiring. Prior to this Mr. Paterson was Vice President, Domestic Crude Oil Marketing at EnCana Corporation from November 2002 to November 2006. Mr. Paterson was a director of Prism Sulphur Corporation from January 2008 until October 2011 and served as a director of Profero Energy Inc. from March 2008 to September 2011. Mr. Paterson holds a Bachelor of Science Mechanical Engineering Degree from the University of Alberta.				
	Board/Committee Membership		Attendance		
	Director, Board of Directors	5 out of 5	100%		
	Member, Audit Committee	4 out of 4	100%		
	Member, Health, Safety & Environment Committee	4 out of 4	100%		
	Securities Held				
	Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾		
	4,500	64,692	\$485,036 (Value for DSUs: \$453,491)		
	Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld	Total Votes Cast
	Number of votes		126,111,908	50,245	126,162,153
Percentage of votes		99.96%	0.04%	100%	
Share Ownership Requirement Met	Share Ownership Analysis				
Yes ⁽⁴⁾	Mr. Paterson holds Common Shares and DSUs with a value of \$485,036, significantly in excess of Secure's ownership guidelines which require directors to hold \$200,000 of Common Shares and DSUs.				

DANIEL STEINKE				
 <p>Age: 54</p> <p>Director since May 8, 2015</p> <p>Offices with the Corporation Held Director</p> <p>Grande Prairie, Alberta, Canada</p> <p>Non-Independent by virtue of his employment with Secure within the last three years.</p> <p>Principal Occupation Independent Businessman</p> <p>Public company directorships: N/A</p>	<p>Daniel (Dan) Steinke was appointed to the Board in May 2015. Mr. Steinke was a founding member of Secure in 2007 and held various senior and executive level positions with the Corporation up until his retirement on December 31, 2018. These positions included Vice President of Sales and Marketing (2007 – 2010), Vice President of Business Development (2010 – 2012), Executive Vice President, Operations, PRD (2012 – 2017), Executive Vice President, Corporate Development (2017) and Executive Vice President of New Ventures and Government Affairs (September 2017 – December 2018. Mr. Steinke has over 30 years of experience in the energy industry. Previous to his employment at Secure, Mr. Steinke consulted at SCF Partners Inc. (later Enermax Services Inc.) from April 2006 to March 2007 and prior thereto held various sales, marketing and business development positions at Canadian Crude Separators Inc. and CCS Income Trust from July 1995 to March 2006.</p>			
	Board/Committee Membership		Attendance	
	Director, Board of Directors		4 out of 5	80%
	Member, Health, Safety & Environment Committee		4 out of 4	100%
	Securities Held			
	Common Shares ⁽¹⁾	PSUs and RSUs ⁽²⁾		Total Value of Securities ⁽³⁾
	592,476	180,899		\$5,421,359 (Value for RSUs and PSUs: \$1,268,102)
	Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld
	Number of votes		120,124,108	6,038,045
	Percentage of votes		95.21%	4.79%
Share Ownership Requirement Met		Share Ownership Analysis		
Yes ⁽⁴⁾		Mr. Steinke holds Common Shares with a value of \$4,153,257, significantly in excess of Secure's ownership guidelines which require directors to hold \$200,000 of Common Shares and DSUs.		

RICHARD WISE				
 <p>Age: 58</p> <p>Director since February 26, 2019</p> <p>Offices with the Corporation Held Director</p> <p>Calgary, Alberta, Canada</p> <p>Independent</p> <p>Principal Occupation Independent Businessman</p> <p>Public company directorships: N/A</p>	<p>Richard (Rick) Wise was appointed to the Corporation's Board of Directors on February 26, 2019. From June 2009 to December 2018, Rick held various senior executive level positions with Gibson Energy Inc. ("Gibson"), a Canadian-based oil infrastructure company focused on the storage, optimization, processing and gathering of crude oil and refined products. Mr. Wise's positions included Chief Operating Officer from January 2013 to November 2017 and Chief Commercial Officer (interim) from December 2017 to June 2018. In these roles, Mr. Wise provided leadership to all of Gibson's Canadian operations which include: Terminals & Pipelines, Canwest Propane, Moose Jaw Refinery, Environmental Services and Truck Transportation, Producer Services, Wholesale Liquids, Crude Oil Trading and Business Development. Most recently, Mr. Wise was the strategic advisor to the Chief Executive Officer. From 2003 to 2009, Mr. Wise held the position of Vice President, Engineering, Regulatory & Midstream Development with CCS Corporation. In total, Rick possesses over 34 years of diversified upstream & midstream experience in leadership, technical and commercial roles. He obtained his Bachelor of Science Chemical & Petroleum Engineering from the University of Calgary and has completed the Queens Executive Program and the Institute of Corporate Directors, Directors Education Program. Mr. Wise currently serves as a Director and member of the Governance Committee & Nomination Committee for the Canadian Mental Health Association, Calgary.</p>			
	Board/Committee Membership		Attendance	
	N/A		N/A	N/A
	Securities Held			
	Common Shares ⁽¹⁾	DSUs ⁽²⁾		Total Value of Securities ⁽³⁾
	3,500	-		24,535
	Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld
	Number of votes		N/A	N/A
	Percentage of votes		N/A	N/A
	Share Ownership Requirement Met		Share Ownership Analysis	
Yes ⁽⁴⁾		Mr. Wise holds Common Shares with a value of \$24,535. Secure's ownership guidelines require directors to hold \$200,000 of Common Shares and DSUs within five years of being appointed to the Board. Mr. Wise was appointed to the Board on February 26, 2019.		

DEANNA ZUMWALT



Age: 49

Director since N/A -New Nominee

Offices with the Corporation Held
N/A

Calgary, Alberta, Canada

Independent

Principal Occupation Chief
Financial Officer of Coril Holdings
Ltd.

Public company directorships:
N/A

Deanna Zumwalt has been nominated for election to the Board based on her breadth and depth of experience across audit, finance, reporting and energy marketing. Since 2015, Ms. Zumwalt has been Chief Financial Officer of Coril Holdings Ltd., a privately-owned company based in Calgary which holds subsidiaries operating in a diverse group of industries, including railway maintenance and services, real estate ownership and advisory services, and personal health and wellness services. In her role, Ms. Zumwalt is responsible for managing the company's portfolio of investments including those in its operating subsidiaries, strategic planning, financial reporting, treasury and corporate finance, tax planning, risk management, IT and innovation, internal audit and accounting. Prior thereto, Ms. Zumwalt held a variety of senior financial and energy marketing roles at Nexen Energy ULC, including Vice President, Energy Marketing from 2013 to 2015, Vice President, North American Crude Oil Marketing from 2010 to 2013, Vice President, North American Natural Gas & Power from 2009 to 2010, and Vice President, Finance-Marketing from 2004 to 2009. In her final role with Nexen, Ms. Zumwalt lead a 70-person commercial team responsible for marketing over 1,000,000 barrels of oil equivalent per day, including both proprietary and third-party crude oil, natural gas, liquid natural gas and electrical power. As Vice President North American Crude Oil Marketing, Ms. Zumwalt initiated and executed multiple marketing strategies, including management of barrels through storage, firm pipeline capacity, rail capacity and open access pipelines. Deanna is a Chartered Professional Accountant, Chartered Accountant and holds an Institute of Corporate Directors, Director designation.

Board/Committee Membership		Attendance	
N/A		N/A	
Securities Held			
Common Shares ⁽¹⁾	DSUs ⁽²⁾	Total Value of Securities ⁽³⁾	
-	N/A	-	
Voting Results of 2018 Annual General Meeting		Votes For	Votes Withheld
Number of votes		N/A	N/A
Percentage of votes		N/A	N/A
Share Ownership Requirement Met		Share Ownership Analysis	
N/A		N/A	

INDEPENDENCE

All of the directors, other than Mr. Amirault and Mr. Steinke, are independent. Mr. Amirault is the President and Chief Executive Officer of the Corporation and therefore is not independent. Mr. Steinke retired from the Corporation's executive team effective December 31, 2018, where he most recently held the position of Executive Vice President, New Ventures and Government Affairs. The Corporation assesses independence on the basis of applicable Canadian securities laws. For more information please see "Corporate Governance Matters – Board Membership and Independence

ADDITIONAL INFORMATION ABOUT THE NOMINEES

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

None of the directors or executive officers has, within the last ten years, 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 their assets.

None of the directors or executive officers is, or has been in the last ten years, a director, chief executive officer or chief financial officer of any company that: (i) was subject to 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 that was issued while the director was acting in that capacity; or (ii) was subject to such an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in such a capacity.

None of the directors or executive officers is, or has been in the last ten years, a director or executive officer of any company that, while that person was acting in that capacity, or 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, other than Mr. Brad Munro and Mr. David Johnson, as described below.

Brad Munro

Mr. Munro was a director of ATK Oilfield Transportation Inc. ("ATK"), a private oilfield services company, until April 1, 2016. ATK was placed into receivership following an application by its creditors on April 1, 2016.

Mr. Munro is a former director of Zedcor Energy Inc. (formerly, Canadian Equipment Rentals Corp., which acquired Winalta Inc. of which he was a director). Winalta Inc. and each of its subsidiaries (collectively, "Winalta"), obtained creditor protection under the Companies' Creditors Arrangement Act (Canada) (the "CCAA") pursuant to an order granted on April 26, 2010 by the Court of Queen's Bench of Alberta. Deloitte & Touche Inc. was appointed as Winalta's monitor. The CCAA filing follows the receipt on March 31, 2010 by Winalta of demands for payment and Notices of Intention to Enforce Security from Winalta's principal lender, HSBC Bank of Canada. On October 22, 2010, Winalta received court and creditor approval of a plan of arrangement (the "Plan") pursuant to the CCAA under which Winalta amalgamated with certain of its subsidiaries and, effective October 29, 2010, emerged from CCAA protection to begin focused operations on its oilfield services business. The board of directors maintained its usual role during the period while Winalta was under CCAA protection and, together with management, was primarily responsible for formulating the Plan for restructuring Winalta's affairs.

David Johnson

Mr. Johnson was a director of Virginia Hills Oil Corp. ("VHO"), a public oil and gas company. Mr. Johnson resigned as a director on February 24, 2016. On February 13, 2017, VHO received a demand notice and notice of intention to enforce security from its lenders and agreed to consent to the early enforcement of the lenders' security and the appointment of a receiver over all the current and future assets, undertakings and properties of VHO. The receiver was appointed on February 13, 2017.

APPOINTMENT OF AUDITORS

The Board, on recommendation from the Audit Committee, recommends the appointment of KPMG LLP, Chartered Accountants, as Secure's independent auditors until the next annual meeting of Shareholders at a remuneration to be determined by the directors of the Corporation.

The resolution appointing the auditors must be passed by a simple majority of the votes cast with respect to the resolution by Shareholders present in person or by proxy at the Meeting. **It is the intention of the persons named in the accompanying instrument of proxy, if not expressly directed to the contrary in such instrument of proxy, to vote the Common Shares represented by such proxies FOR the appointment of KPMG LLP, Chartered Accountants as auditors of the Corporation to hold office until the next annual meeting of Shareholders, at a remuneration to be determined by the Board.** KPMG LLP was first appointed as the Corporation's auditor on May 8, 2015.

For information regarding the fees paid to KPMG LLP for the 2018 fiscal year see page 54 of the Corporation's Annual Information Form dated February 26, 2019.

APPROVAL OF UNIT INCENTIVE PLAN

The Corporation has in place a Unit Incentive Plan which was adopted by the Board in March 2016 and approved by Shareholders in May 2016. The TSX Company Manual requires that every three years after the institution by an issuer of a security based compensation arrangement which does not have a fixed maximum number of securities issuable under such arrangement, such as the Unit Incentive Plan, all unallocated rights, options or other entitlements under such arrangement must be approved by a majority of the issuer's directors and by the issuer's security holders.

SUMMARY OF AMENDMENTS

The Unit Incentive Plan was amended since it was approved by Shareholders in May 2016. In 2017, the Board approved certain amendments to provide that where a unitholder ceases to be an officer, employee or consultant to the Corporation by reason of their "Retirement" and does not compete with the Corporation, the invested units held by such

unitholder will continue to vest in the ordinary course. See "Description of the Unit Incentive Plan – Cessation of Entitlement to Units".

In February 2019, the Board approved the elimination of Compensation Share Units ("CSUs") from the Unit Incentive Plan. The ability of the Board to issue CSUs was originally added to the Unit Incentive Plan in March 2016 to provide the Corporation with an equity compensation mechanism to increase the pay at risk and ownership for all employees. In 2016, the Corporation allowed employees to elect to reduce the cash compensation paid to them in exchange for a grant of CSUs. All CSUs were vested in January 2017 and there were no subsequent grants of CSUs. The removal of CSUs from the Unit Incentive Plan is part of the Corporation's initiative to manage dilution.

Additionally, the Board approved a reduction in the number of Common Shares reserved for issuance pursuant to the Unit Incentive Plan from 10% of the number of outstanding Common Shares to 7%. This reduction limits the potential dilution to Common Shares resulting from new issuances of Restricted Share Units and Performance Share Units, collectively ("Units").

The amendments to remove CSUs from the Unit Incentive Plan and to reduce the shares reserved for issuance pursuant to the plan from 10% to 7% did not require shareholder approval.

In accordance with the requirements of the TSX and the Unit Incentive Plan, the Shareholders will be asked to consider and, if deemed advisable, pass an ordinary resolution ratifying and approving the amended Unit Incentive Plan of the Corporation, as amended, and all unallocated awards reserved for issuance under the Unit Incentive Plan.

UNIT INCENTIVE PLAN OVERVIEW

The Unit Incentive Plan provides that the number of Common Shares reserved for issuance pursuant to the plan is equal to 7% of the number of outstanding Common Shares less the number of Common Shares issuable pursuant to all other security-based compensation arrangements of Secure. Accordingly, the maximum number of unallocated awards is determined by subtracting the Common Shares subject to outstanding RSUs, PSUs and Options from the number that represents 7% of the number of outstanding Common Shares. As of March 7, 2019,

the Corporation has 6,585,069 Common Shares reserved for outstanding PSUs and RSUs and 4,285,010 outstanding Options. Accordingly, as of March 7, 2019 there are 364,263 Common Shares available for unallocated awards available to be granted under the Unit Incentive Plan.

Shareholders will therefore be asked at the Meeting to consider and, if thought advisable, to pass, with or without modification, an ordinary resolution in the form set out in Schedule "A" to ratify and approve the Unit Incentive Plan and all unallocated awards reserved for issuance under the Unit Incentive Plan (the "**Unit Incentive Plan Resolution**"). See "Executive Compensation – Description of the Unit Incentive Plan" for further information on the Unit Incentive Plan. In order to be adopted, the Unit Incentive Plan Resolution must be passed by a majority of votes cast by Shareholders present in person or represented by proxy at the Meeting.

If shareholder approval is obtained at the Meeting, Secure will not be required to seek further approval for the grant of unallocated awards (RSUs and PSUs) under the Unit Incentive Plan until April 30, 2022. If shareholder approval is not obtained at the Meeting, unallocated awards of April 30, 2019 and RSUs and PSUs which are outstanding as of April 30, 2019 and subsequently expire or are redeemed, terminated or canceled will not be available for a new grant of RSUs and PSUs. Previously granted and allocated RSUs and PSUs will continue to be unaffected by the approval of, or the failure to approve, the Unit Incentive Plan Resolution. The Board has unanimously approved all unallocated awards under the Unit Incentive Plan.

The Board recommends that shareholders vote **FOR** the ordinary resolution to approve the Unit Incentive Plan and the unallocated awards under the Unit Incentive Plan set out in Schedule "A". **It is the intention of the persons named in the accompanying instrument of proxy, if not expressly directed to the contrary in such instrument of proxy, to vote the Common Shares represented by such proxies FOR the approval of the Unit Incentive Plan Resolution set out in Schedule "A".**

NON-BINDING "SAY ON PAY" ADVISORY VOTE ON APPROACH TO EXECUTIVE COMPENSATION

Information regarding Secure's executive compensation practices is provided in this Information Circular. See "Executive Compensation." Secure believes that Shareholders should have the opportunity to fully understand the objectives, philosophy and principles used to make executive compensation decisions and the "say on pay" advisory vote is intended to achieve this. The Corporation is committed to demonstrating leadership in evolving governance issues including executive compensation as well as providing Shareholders with clear, comprehensive and transparent disclosure relating to executive compensation and to receive feedback from Shareholders on this matter. It is Secure's intention that this Shareholder advisory vote will form an important part of the ongoing process of engagement between Shareholders and Secure on executive compensation. The Corporation held an advisory say on pay vote in May 2016 and intends to hold such advisory say on pay vote every three years as part of the Corporation's process of shareholder engagement. The Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and in determining whether there is a need to significantly increase their engagement with Shareholders on compensation and related matters. Secure will disclose the results of the Shareholder advisory vote as a part of its report on voting results for the Meeting.

In the event that a significant number of Shareholders oppose the resolution, the Board will consult with its Shareholders (particularly those who are known to have voted against it) to understand their concerns and will review the Corporation's approach to compensation in the context of those concerns. Shareholders who have voted against the resolution will be encouraged to contact the Board to discuss their specific concerns.

The Board will disclose to Shareholders as soon as is practicable (ideally within 6 months), and no later than in the information circular for its next annual meeting, a summary of the comments, if any, received from Shareholders in the engagement process and the changes to the compensation plans made or to be made by the Board (or why no changes will be made).

Shareholders are encouraged to carefully review the information contained under the heading "Executive Compensation" in this Information Circular before voting on this matter. Shareholders with specific concerns are encouraged to contact Secure by writing to 3600, 205 – 5th Avenue S.W., Calgary, Alberta, T2P 2V7 Attention: Chair, Compensation Committee. The Executive Compensation section discusses Secure's compensation philosophy, the objectives of the different elements of Secure's compensation programs and the way Secure assesses performance and makes decisions. It explains how Secure's compensation programs are focused on creating a pay-for-performance culture and are aligned with strong risk management principles and the long-term interests of Shareholders. This disclosure has been approved on the recommendation of Secure's Compensation Committee.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the following advisory resolution:

"BE IT RESOLVED, on an advisory basis, and not to diminish the role and responsibilities of the board of directors or the Compensation Committee thereof, that the shareholders accept the approach to executive compensation disclosed in the information circular for the 2019 annual and special meeting of shareholders."

In order to be adopted, the resolution must be approved by a majority of votes cast by Shareholders present in person or represented by proxy at the Meeting.

As this is an advisory vote, the results will not be binding upon Secure. However, in considering its approach to compensation in the future, Secure will take into account the results of the vote, together with the feedback received from the Shareholders in the course of its other engagement activities. It is the intention of the persons named in the accompanying instrument of proxy, if not expressly directed to the contrary in such instrument of proxy, to vote the Common Shares represented by such proxies FOR the approach to executive compensation as described in this Information Circular.

OTHER BUSINESS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters identified in the Notice of Meeting. However, if any other matter properly comes before the Meeting or any adjournment thereof, proxies

solicited hereunder will be voted on such matter in the discretion of and according to the best judgment of the proxyholder unless otherwise indicated on such proxy.

EXECUTIVE COMPENSATION

INTRODUCTION

The following discussion describes the significant elements of our executive compensation program, with particular emphasis on the process for determining compensation payable to the President and Chief Executive Officer ("**CEO**"), any individuals acting in capacity of Chief Financial Officer ("**CFO**"), and to each of the three most highly compensated executive officers, other than the CEO and CFO, whose total compensation exceeded \$150,000 during 2018 (the "**Named Executive Officers**" or "**NEOs**"). The NEOs are:

- Rene Amirault, President and Chief Executive Officer;
- Chad Magus, Executive Vice President, Finance and Chief Financial Officer;
- Allen Gransch, Executive Vice President, Corporate Development;
- Corey Higham, Executive Vice President, Processing, Recovery and Disposal;
- Dan Steinke, Executive Vice President, New Ventures and Government Affairs¹.

COMPENSATION COMMITTEE

The compensation of the executive officers of the Corporation, including the Named Executive Officers, is recommended to the Board by the Compensation Committee. The Compensation Committee is comprised of three directors, being Murray Cobbe, David Johnson and Brad Munro. Consistent with best governance practices, all of the members of the Compensation Committee are "independent" as that term is defined in National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The Board determined that all members of the

Compensation Committee would provide valuable insight and knowledge into executive compensation as a result of their current or prior occupations and are able to exercise the impartial judgment necessary to fulfill their responsibilities as members of the Compensation Committee.

The Board has adopted a formal mandate for the Compensation Committee, a copy of which is attached as Schedule "C" hereto, which provides that the Compensation Committee is responsible for reviewing and approving the compensation of the directors and officers of the Corporation. The Compensation Committee also reviews and approves changes to the Corporation's compensation policies.

All Compensation Committee meetings, and all meetings of the Board dealing with compensation related matters, in which management participated, included an in-camera session excluding members of management.

Based on recommendations made by the Compensation Committee, the Board: (i) makes decisions regarding salaries, annual short-term incentive and equity incentive compensation for Secure's executive officers; and (ii) approves corporate goals and objectives relevant to the compensation of the CEO and the Corporation's other executive officers. The Board solicits input from the CEO and the Compensation Committee regarding the performance of the Corporation's other executive officers. Finally, the Board administers the Corporation's incentive compensation plans with the assistance of the Compensation Committee.

¹ Mr. Steinke ceased employment with the Corporation effective December 31, 2018. He remains as a Director on the Board.

COMPENSATION OBJECTIVES

Our compensation practices are designed to retain, motivate and reward executive officers for their performance and contribution to the Corporation's short and long-term success. Compensation is one of the primary tools available to Secure to attract, retain and motivate individuals who have the skills, experience, capabilities and commitment needed to generate sustainable value for Shareholders. Secure strives to maintain a competitive level of compensation to ensure that experienced personnel are recruited and retained by the Corporation. Secure's compensation programs are therefore designed to be fair, equitable and competitive with its industry peers in the marketplace and to provide the ability to reward management for superior performance.

The Board compensates executive officers via base salary, short term cash incentives and long-term equity incentives. The focus on incentives rewards the achievement of corporate and individual performance objectives and aligns executive officers' interests with shareholder value creation. Incentive awards are based on company-wide performance goals that reach across all business areas and include achievements of financial results and corporate development that are aligned with Secure's strategic plan and growth strategy, as well as individual goals that are tied to the area of the executive officer's primary responsibility and may include the achievement of specific financial or business goals that support the delivery of Secure's strategy.

In implementing these key objectives, the Compensation Committee has ensured a "pay-for-performance" philosophy is applied in compensation-related decisions. Executive officers are evaluated and rewarded based upon corporate and individual performance, with variances applicable in light of the executive officer's level of experience and their overall contribution to the achievement of Secure's corporate goals and objectives. In keeping with this philosophy, base salaries are targeted at market median (50th percentile) levels of the peer group while short and longer term incentives are structured to raise total compensation to the 75th percentile of the peer group for exceptional levels of corporate and personal performance.

While the total compensation can attain the 75th percentile of our peer group for exceptional performance, actual total compensation will vary based on each executive officer's expertise and experience, as well as personal and business unit performance.

COMPENSATION REVIEW

The Compensation Committee approved the 2018 peer group comprised of the following companies:

- Calfrac Well Services Ltd.
- CES Energy Solutions Corp.
- Clean Harbors Inc.
- Ensign Energy Services Group Inc.
- Gibson Energy Inc.
- Keyera Corp.
- Mullen Group Ltd.
- Newalta Corporation
- Newpark Resources Inc.
- Precision Drilling Corp.
- TETRA Technologies Inc.
- Total Energy Services Inc.
- Trican Well Service Ltd.

Most of this group represents companies from approximately half of Secure's size, as measured by market capitalization, assets and annual revenue, to approximately three times Secure's size and represents the market within which the Corporation competes for leadership talent.

It is intended that a compensation review be conducted at least every two years whereby the Compensation Committee retains an independent third party executive compensation consultant, to review and to advise on the competitiveness and effectiveness of the Corporation's named executive officer compensation programs. A review of the best practices for the vesting of Performance Share Units, including the peer group used to measure relative share price performance, was conducted in 2018 by Lane Caputo Compensation Inc. ("**Lane Caputo**"). As part of the regular compensation review cycle, a full competitive review of executive officer and director compensation was also completed by Lane Caputo. A group of 12 publicly traded energy services and midstream companies was selected to form the peer group against which Secure's compensation programs will be benchmarked for 2019.

The Compensation Committee approved the 2019 peer group comprised of the following companies:

- Calfrac Well Services Ltd.
- CES Energy Solutions Corp.
- Ensign Energy Services Group Inc.
- Gibson Energy Inc.
- Keyera Corp.
- Parkland Fuel Corp.
- Precision Drilling Corp.
- STEP Energy Services Ltd.
- Tervita Corporation
- Tidewater Midstream & Infrastructure Corp.
- Trican Well Service Ltd.
- Trinidad Drilling Ltd.

In setting Secure’s peer group for the 2019 compensation cycle, the Compensation Committee placed an emphasis on Canadian energy services and midstream companies that are most closely related to the Corporation in terms of size and operations. In doing so, entities headquartered in the U.S. were excluded from the peer group as the Compensation Committee believes Secure does not directly compete for executive talent with these entities.

The Compensation Committee intends to continue to periodically review the appropriateness of the peer group and to retain independent third-party compensation consultants in its review and structure of executive compensation. The Compensation Committee strives to be responsive to market changes to ensure that it can continue to attract and retain the high performing executive officers needed to achieve the Corporation's business objectives and enhance value for its Shareholders both in the short and long term.

The following table provides a breakdown of services provided and fees paid to Lane Caputo by the Corporation in 2018 and 2017:

<u>Nature of Work</u>	<u>Approximate fees 2018</u>	<u>Approximate fees 2017</u>
Executive Compensation-Related Fees	\$60,835	\$19,225
All Other Fees	\$18,769	Nil
Total	\$79,604	\$19,225

The executive compensation fees set forth in the table above reflect fees paid to Lane Caputo to determine compensation for Secure's directors and executive officers and for assistance in preparing our compensation disclosure. “All other fees” were paid to Lane Caputo for consulting advice in connection with company-wide compensation programs. Lane Caputo has not provided any services to Secure, its affiliates or any director or member of management, other than or in addition to compensation review services. Lane Caputo was first retained by the Board in 2011.

COMPENSATION AT A GLANCE

CEO, CFO AND NEO COMPENSATION

The compensation system and components are described in detail throughout the remainder of this section.

	Fixed compensation and benefits		Variable compensation		
	Base Salary	Benefits	Short-Term Incentive	Long-Term Incentive - PSUs	Long-Term Incentive - RSUs
Purpose	Reflects the NEO's responsibilities, job characteristics, experience and skill set	Establishes a level of security for NEOs and their dependents tailored to local market practices and regulations	Rewards performance against key operational and individual objectives including Adjusted EBITDA ⁽¹⁾ against budget goals, and safety targets for total recordable injury frequency.	Rewards relative total relative shareholder return and achievement of Corporate performance factors	Rewards continued employment in a value adding role at Secure
Performance Period	Not applicable	Not applicable	One year	Three years	On-going
Performance Measures	Not applicable	Not applicable	The Profit Share is based on a payout matrix made up of Secure's financial performance relative to budget. Individuals are also eligible for an Additional Performance Bonus that is separate from the Profit Share. These awards are based on individual performance and discretionary effort that led to improved Secure results.	For grants prior to 2018, PSU vesting is based on Secure's relative total shareholder return compared to the Corporation's peer group. Commencing in 2018, additional performance measures, including achieving Board approved return on capital and safety targets, are used in addition to relative total shareholder return to determine the number of PSUs that vest.	Not applicable
Delivery	Cash	Cash and various benefit coverages	Cash	Equity (includes dividend equivalents)	Equity (includes dividend equivalents)
CEO Variable Opportunity	Not applicable	Not applicable	Target: 100% of annual base salary Maximum: 200% of annual base salary	2018 Grant: 100,000	2018 Grant: 50,000
Other NEOs Variable Opportunity	Not applicable	Not applicable	Target: 75% of annual base salary Maximum: 150% of annual base salary	2018 Grant: 50,000	2018 Grant: 25,000

COMPENSATION COMPONENTS

Our compensation consists primarily of three elements: annual base salary, short term incentives (“STI”) and long-term equity incentives. We describe each element of compensation in more detail below.

BASE SALARY

Base salaries for our executive officers are established based on the scope of their responsibilities and their prior relevant experience and take into account competitive market compensation paid by other companies in our industry for similar positions and the overall market demand for such executives. An executive officer's base salary is also determined by reviewing the executive officer's other compensation to ensure that total compensation is in line with our overall compensation philosophy.

Secure believes that base salary is an essential component of total executive compensation as it constitutes the largest component of compensation that is not considered "at risk" and therefore provides income certainty. Base salary, along with benefits, is the fixed component of total direct compensation for the NEOs and is intended to attract and retain executives by providing a competitive amount of income certainty. The actual base salaries of the NEOs will reflect numerous factors relevant to the performance of their duties, including the complexity of their respective roles, the amount of applicable industry experience, the function each of their respective roles play in Secure's corporate development and the need to attract and retain talented individuals. Base salaries will be reviewed and compared to similar benchmarked positions in the Corporation's peer group. The NEO base salaries will be targeted at the median range of the Corporation's peer group and adjusted for individual contribution and performance.

Base salaries are reviewed annually and adjusted for merit reasons based on the executive officers' success in meeting or exceeding individual objectives. Additionally, base salaries may be adjusted as warranted throughout the year for promotions or other changes in the scope or breadth of an executive officer's role or responsibilities.

SHORT-TERM INCENTIVES (STI)

Our compensation program includes eligibility for annual Short-Term Incentive awards, including a corporate Profit Share based on Corporate goals and objectives, and a discretionary performance bonus amount based on individual performance and contributions to achieving Secure's goals and objectives. The Board will assess the performance of the Corporation on an annual basis, including assessing the level of the executive officer's achievement of meeting individual goals, as well as that executive officer's contribution towards business unit and corporate objectives. The Corporation targets an annual STI award for the Chief Executive Officer of 100% of base salary, and for each Executive Vice President of 75% of base salary. The maximum eligible STI award is 200% of base salary for the Chief Executive Officer and 150% of base salary for each Executive Vice President.

Secure believes that STI is fundamental to our total executive compensation as it incorporates our pay for performance philosophy by tying the variable portion of pay to the achievement of corporate and divisional performance objectives on an annual basis.

STI are based on meeting or exceeding corporate and divisional performance objectives. These performance objectives are comprised of:

- (a) *Financial targets*, including Adjusted EBITDA against budget. The budget is reviewed and approved by the Board of Directors each year in the fourth quarter for the following year. Adjusted EBITDA is a non-GAAP measure used by the Corporation to measure performance.

Adjusted EBITDA is measured as Secure's net income before finance costs, taxes, depreciation, depletion, and amortization, non-cash impairments on the Corporation's non-current assets, unrealized gains or losses on mark to market transactions, share-based compensation, other income/expenses, and any other items that the Corporation considers appropriate to adjust given the irregular nature and relevance to comparable operations. The Board and management believes that Adjusted EBITDA is a useful measure as it provides an indication of Secure's ability to

generate cash flow in order to fund working capital, service debt, pay current income taxes, fund capital programs and pay dividends.

- (b) *Safety target*, specifically Total Recordable Injury Frequency (“**TRIF**”) which is an industry standard safety measure indicating the ratio of recordable injuries to hours worked. The ratio is used to normalize the recordable injuries and exposure hours back to how many workers would get injured for every 100 workers over the course of a year. Secure’s objective in 2018

was to improve upon the prior year by at least 10%.

- (c) *Corporate and divisional strategic objectives and goals*. Each year, Secure’s Board of Directors and key employees meet to review the Corporation’s overall strategy and to set both short and long-term goals to align with strategic objectives.

The following tables and explanations set forth the performance and resulting outcome for each NEO’s annual Short-Term Incentive award.

FINANCIAL RESULTS

	2018 Actual	2018 Budget	% Variance
Midstream Infrastructure	182,084	156,804	16
Technical Solutions	16,728	26,985	(38)
Environmental Solutions	17,787	23,240	(23)
Corporate	(26,078)	(26,626)	(2)
Adjusted EBITDA	190,521	180,403	6

SAFETY RESULTS

	2018	2017	% Variance
TRIF⁽¹⁾	1.02	1.07	(5)

⁽¹⁾ Calculated as total recordable injuries x 200,000 hours / total hours worked. Recordable injuries include all medical aid injuries, restricted work injuries, lost time injuries and fatalities. Decrease of 5% year over year.

NEO STRATEGIC GOALS AND RESULTS

Goals	Results
Identify and develop infrastructure in underserved markets	During the year, Secure added two water disposal facilities in the Montney and Duvernay regions in Alberta where activity levels, production growth and water disposal requirements are higher than the rest of the WCSB. These capital investments are supported by long-term commitments, providing Secure with recurring volumes and fee-for-service cash flows.
Improve the division's cost control efforts, as measured by Segment Profit Margin, and leverage existing assets to improve return on capital employed.	In 2018, the Corporation's Midstream Infrastructure division achieved Segment Profit Margin as a percentage of revenue, excluding oil purchase and resale, of 59%, a 2% increase from 57% in 2017. During 2018, Secure also rolled out a cost of service model which provides Secure's sales teams and facility managers with the business intelligence tools required to optimize margins.
Optimize Secure's facilities for the treatment and disposal of solids and storage, blending and shipment of volumes.	During 2018 significant expansion projects were executed at existing facilities to increase throughput, emulsion treating and storage and disposal capacity. This included cell additions at three landfills, higher capacity centrifuges and pumps retrofitted into active Western Canadian Sedimentary Basin and North Dakota markets as well as optimizing disposal wells in capacity constrained markets.
Complete the construction of the light oil feeder pipeline system and receipt terminal in the Kindersley-Kerrobert region of Saskatchewan on time and on budget.	During the third quarter of 2018, Secure completed construction and commissioning of the Kerrobert Light Pipeline System on time and on budget. The feeder pipeline project includes area dedication and contracted volume on both an annual and cumulative term basis over 10 years.
Maximize profitability of existing North East operation.	In 2018, Secure executed agreements and generated revenue from three oil sands waste management and scrap metal recycling agreements. The Corporation increased revenue from waste management and recycling in the North East region by 165% year over year, primarily as a result of these agreements.
Increase the capability of the team through movement of people into new roles and/or project-based learning opportunities.	Over 85% of salaried employees completed personal development plans facilitating the promotion of 223 employees and 97 internal transfers, up 19% and 57% over 2017, creating opportunities for our people to learn and grow in increasingly challenging roles.
Ingrain safety leadership in the culture by addressing the safety of workers and public, reliable operations and the prevention of major accidents and safety of product along the supply chain.	During the year, Secure implemented the 8 Life Saving Rules. These rules were rolled out across the organization and help manage the risks associated with our operations. Secure also introduced the concept of reviewing incidents for potential serious injury and fatality (SIF(P)) to align with industry in the reduction of SIF(P) in the workplace. Secure also rolled out an overarching corporate Health and Safety Management System and one common risk matrix across all divisions in order to assess risk in a more consistent manner. As a result of continuing to make safety a top priority, the Corporation achieved a 95% close out of our Hazard Identification and Near Miss corrective actions within 60 days, reduced Corporate TRIF by 5% from 2017 to 1.02, and reduced the Motor Vehicle Incident Rate to 2.14, down 20% from 2017.

NEO STI ACTUAL AWARDS VERSUS PLAN MAXIMUMS

	STI Target % of Salary	STI Maximum % of Salary	Current Salary	Profit Share Payout	% of salary	Additional Performance Bonus	% of salary	Total 2018 STI Payout	Actual STI Payout as % of Salary
Rene Amirault	100	200	\$ 520,000	\$ 411,840	79	\$ 316,000	61	\$ 727,840	140
Chad Magus	75	150	\$ 275,000	\$ 163,350	59	\$ 104,800	38	\$ 268,150	98
Allen Gransch	75	150	\$ 365,000	\$ 216,810	59	\$ 166,000	45	\$ 382,810	105
Corey Higham	75	150	\$ 320,000	\$ 190,080	59	\$ 145,800	46	\$ 335,880	105
Dan Steinke	75	150	\$ 365,000	\$ 215,000	59	\$ 105,000	29	\$ 320,000	88

In 2018, our NEOs were recognized in their STI payments for playing key roles in directing growth capital into midstream infrastructure projects and achieving operating efficiencies across our facilities. Financially, the Midstream Infrastructure division delivered 2018 Adjusted EBITDA of 116% of budget. The Technical Services and Environmental Services divisions were negatively impacted by challenging industry conditions resulting in reduced drilling and completion activity during the year compared to budget.

In 2018, the NEOs led the construction and commissioning of the Kerrobert Light Pipeline System, the Corporation's first ever crude oil feeder pipeline system and receipt terminal, on time and on budget. Additionally, two new water disposal facilities in the Montney/Duvernay region of Alberta were completed and opened for commercial activity. Expansions to increase processing and disposal capacity at various existing facilities were also completed, including the addition of three new landfill cells. The NEOs also delivered on securing long-term contracts to pipeline connect two of Secure's facilities to customer processing plants, ensuring predictable disposal volumes and revenues at these facilities. Throughout 2018, investment in automation continued at existing facilities to optimize the functionality of our infrastructure.

NEOs focused the Divisional, Construction and Financial teams on improving return on capital employed for the Corporation which resulted in an approximately 3% improvement despite a challenging environment for investment in infrastructure.

Growing our People was a priority for the entire Executive team focusing on ensuring all salaried employees had personal development plans which

helped facilitate an increase in internal transfers by 57% year over year.

The NEOs commitment to the safety was evidenced by new proactive measures taken to enhance the safety culture, including the introduction of the '8 Life Saving Rules' program and the concept of reviewing incidents for serious injury and fatality potential. An overarching corporate Health and Safety Management System was also rolled out to help assess risk in a more consistent manner. This commitment to mindful change and continuous improvement helped result in a reduction in our Corporate TRIF by 5% to 1.02.

LONG-TERM INCENTIVES ("LTI")

We believe that equity-based awards allow us to reward executive officers for their sustained contributions to the Corporation. We also believe that equity-based awards encourage continued employment by an executive officer, which benefits Secure through employee continuity and retention.

In determining the number of awards to grant each year, the Board will consider the impact on Shareholders, peer group and market data relating to the appropriate level of participation and other forms of long-term incentive programs.

CHANGES TO LONG-TERM INCENTIVE PLANS

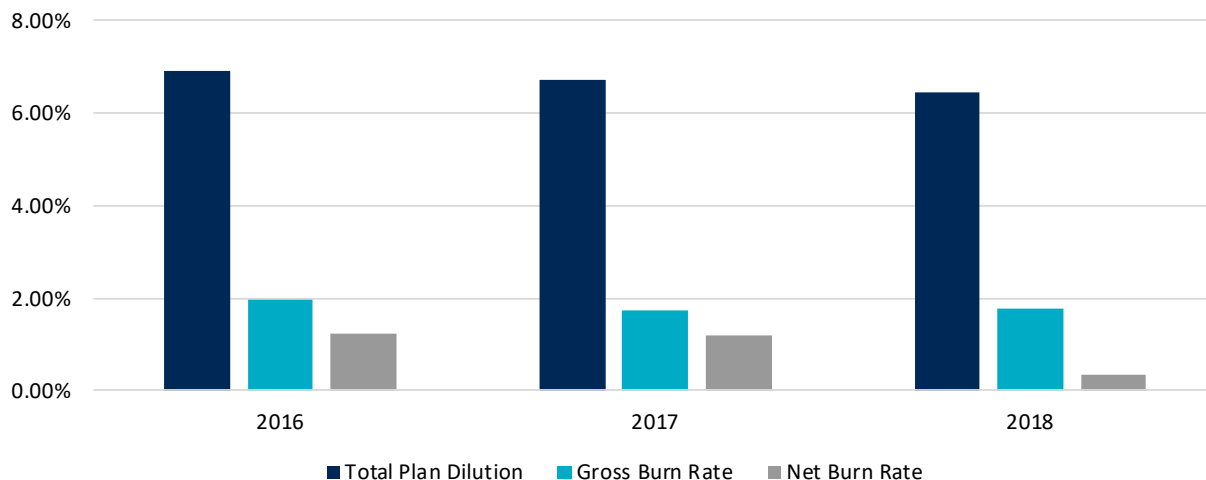
Since 2015 for most employees and 2016 for executive officers, the use of options within the LTI program has been significantly curtailed. This reduced use of options addresses concerns management has had with shareholder dilution due to employee LTI awards. No Options have been granted in 2018 or 2019 to date.

On February 26, 2019, the Board ratified the removal of the Corporation's existing stock option plan ("the **Option Plan**"). Having a single long-term equity incentive plan simplifies Secure's compensation structure and is supported by the shift towards increased use of RSUs and PSUs in lieu of issuing stock options to purchase Common Shares ("**Options**") over the past several years, as discussed above.

Our dilution reduction efforts have seen both overall dilution due to outstanding LTI awards and annual burn rate (annual dilution to shareholders via the

grant of LTI awards) decline year over year as shown in the following table. Overall dilution due to outstanding employee LTI awards is in line with our peers; however, our annual burn rate is well below energy services and midstream norms. The expiry of the large, employee-wide option grants over the next two years, when combined with our below-market burn rates, the elimination of our Option Plan will further reduce the LTI plan dilution.

Trailing Three Year Potential LTI Dilution Levels



	2016	2017	2018
Total Plan Dilution	6.90%	6.72%	6.43%
Gross Burn Rate	1.96%	1.74%	1.78%
Net Burn Rate*	1.23%	1.19%	0.34%

* Net burn rate represents actual dilution to shareholders, versus gross burn rate which does not consider forfeitures or expiries of awards during the year.

In 2018, senior management (executive officers, Vice Presidents) and certain key individuals received grants of PSUs and RSUs. All other employees received their LTI as RSUs. See 'Executive Compensation – Description of the Unit Incentive Plan'.

The long-term incentives provided to our executive officers are structured to place a significant portion of compensation at risk and to tie compensation to longer-term performance of Secure. These plans are

designed to promote actions that most directly impact Secure's long-term business results and to provide its executive officers with a long-term incentive to remain committed to the Corporation, to achieve Secure's long-term business objectives and to align their interests with our Shareholders. The value of the long-term incentives provided to our executive officers rises or falls as the Corporation's share value fluctuates and no minimum value of long-term incentive is guaranteed.

The Unit Incentive Plan gives the Board the discretion to determine the performance metrics that will be used to determine the payout multiplier for each set of Performance Share Units granted. These performance metrics are determined prior to the beginning of the performance period. Historically, the vesting of PSU awards to the NEOs have been 100% contingent upon the Corporation's relative Total Shareholder Return ("rTSR") performance versus a group of industry peers (the "Performance Peer Group") against which the Corporation competes for both customers and investment capital. PSUs vest in the third year following the year of grant and vest in accordance with the Corporations' rTSR performance versus the Performance Peer Group as follows:

Performance Level	Performance Achieved	PSU Vesting
Maximum	At or above 90 th percentile	200%
Target	At 50 th percentile	100%
Threshold	At 35 th percentile	40%
Below Threshold	Below 35 th percentile	0%

For 2018, the Board determined that PSUs granted to the NEOs will vest 50% upon the achievement of rTSR milestones over the three year performance period. The remaining 50% is subject to internal metrics that are tied to the Corporation's long-term business strategy and shareholder value creation.

rTSR Relative Performance

The Performance Peer Group for the period of January 1, 2018 to December 31, 2020 is as follows:

- Calfrac Well Services Ltd.
- CES Energy Solutions Corp.
- Clean Harbors, Inc.
- Ensign Energy Services Group Inc.
- Gibson Energy Inc.
- Keyera Corp.
- Mullen Group Ltd.
- Newalta Corporation ⁽¹⁾
- Newpark Resources Inc.
- Precision Drilling Corp.
- TETRA Technologies Inc.
- Total Energy Services Inc.
- Trican Well Service Ltd.

⁽¹⁾ On July 19, 2018, Newalta Corporation merged with Tervita Corporation to create a new corporation operating under the name of Tervita Corporation. Secure's Board has approved the replacement of Newalta Corporation from the Performance Peer

Group with Tervita Corporation effective on the date of the transaction.

If the Corporation's performance is between the threshold and target levels, or between the target and maximum levels, the PSU vesting percentage will be determined by the Board in its sole discretion, acting reasonably, having regards, if determined applicable by the Board, to the principles of linear interpolation.

EMPLOYEE SHARE OWNERSHIP PLAN

All employees, including the executive officers, are eligible to participate in an Employee Share Ownership Plan ("ESOP"). Employees are permitted to contribute up to 20% of their salary. Effective January 1, 2018 the maximum company matching was increased to 5%. The employee's and the Corporation's contributions are deposited in either the employee's tax-free savings account or registered or non-registered accounts at which point purchases of common shares of Secure are made in the open market.

COMPENSATION RISK ASSESSMENT

The Compensation Committee reviews the overall executive compensation program on an annual basis and considers the implications of the risks associated with the Corporation's executive compensation policies and practices. Secure's executive compensation policies and programs are designed to create appropriate incentives to increase long-term shareholder value. While the energy business by its nature requires some level of risk taking to achieve returns in line with shareholder expectations, Secure has designs and structures within our policies and programs to limit risks. The compensation principles and practices of the Corporation are designed to maintain an appropriate balance between risk and reward and encourage measured risk taking by executives. Of the three large components of compensation, base salary is a form of compensation that is not "at risk", while annual STI and equity incentive awards (LTI) are considered to be "at risk". This combination is designed to encourage executives to take measured risks that may have a positive impact on Secure's performance while simultaneously providing adequate compensation to executives to discourage them from taking excessive or inappropriate risks and accordingly, mitigate against such risks.

The Compensation Committee has discussed the implications of the risks associated with Secure's compensation policies and practices and does not believe that its compensation programs encourage a senior executive of Secure to take inappropriate or excessive risks. Given the oversight procedures and the key risk mitigation features of Secure's compensation policies and programs described below, Secure believes that it would be difficult for anyone in management, acting alone or acting as a group, to make "self-interested" decisions for immediate short-term gains that could have a material impact on the organization's financial or share price performance. The Compensation Committee is of the view that the following compensation policies and practices employed by the Corporation assist in the identification and mitigation of inappropriate or excessive risks:

- Performance metrics used for determining compensation are consistent with and directly linked with our business goals and objectives.
- 50% of PSU vesting is subject to relative performance to reflect Secure's performance in context of the performance of the Performance Peer Group. The remaining 50% is subject to internal metrics that are tied to the Corporation's long-term business strategy and shareholder value creation.
- Total direct compensation for executive officers provides an appropriate balance between base salary and variable, performance based compensation. For our NEOs, emphasis is not focused on one compensation component, but is spread across short and long term programs to balance sustained short term performance with long term profitable growth.
- For our NEOs, typically 70% or more of their total direct compensation is variable based on company performance and individual contribution and the remaining 30% or less is base salary. Of the 70% or more of variable compensation, approximately 60% or more is long term focused and 40% or less is short term. The weighting towards long term compensation mitigates the risk of too much emphasis on short term goals at the expense of long term sustainable performance.

- Annual STI are capped based on a percentage of salary.
- Long term incentives are granted annually, thereby providing overlapping performance cycles that require sustained levels of performance to achieve value.
- The Corporate Governance and Nominating Committee has implemented share ownership guidelines for NEOs. All of the NEOs hold significant personal shareholdings (either directly or indirectly) and therefore have direct personal interests in the maximization of shareholder value.
- Secure's total compensation for executive officers is benchmarked against a peer group of companies of similar size and scope as approved by the Compensation Committee. This ensures that compensation is competitive with peers and aligned with Secure's philosophy.
- A clawback policy is in place where the Board may seek reimbursement for compensation awarded to NEOs. Refer to the "Clawback" section of this document for further information.
- The Corporation's Policy on Trading in Securities prohibits directors, officers (including the NEOs) and employees from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such director, officer or employee.

The Compensation Committee intends to monitor compensation governance and risk assessment practices, as these continue to evolve.

On an annual basis, the Compensation Committee will continue to review the Corporation's compensation practices with a view to mitigate unsafe risk-taking activities and will make the necessary adjustments to maintain the appropriate balance between "at risk" and "not at risk" compensation. In its review of the Corporation's compensation policies and practices, the Compensation Committee did not identify any risks

that are reasonably likely to have a material adverse effect on the Corporation.

PERFORMANCE GRAPH AND COMPARISON OF SHAREHOLDER VALUE TO EXECUTIVE COMPENSATION

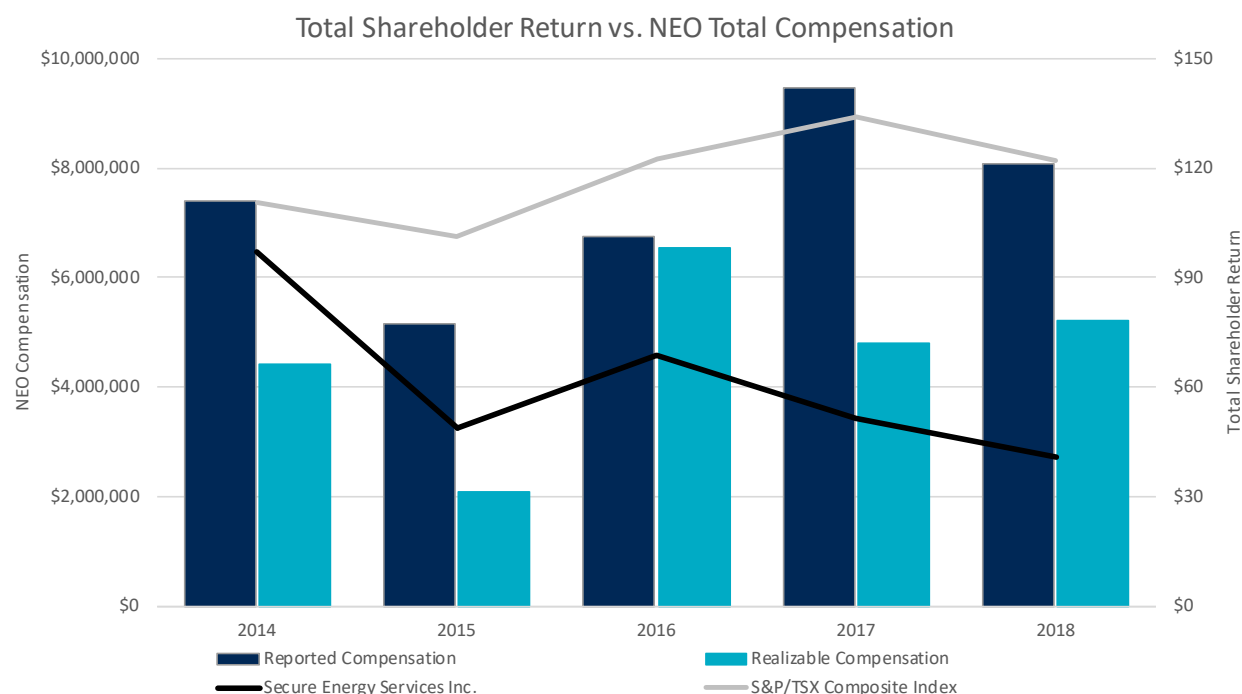
The following graph compares the yearly change in the Corporation's cumulative total Shareholder return on its Common Shares as listed on the TSX based on an initial fixed investment of \$100 with the cumulative return on S&P/TSX Composite Total Return Index ("**S&P/TSX Composite**") since January 1, 2014. The graph also shows the relationship between Shareholder value and total compensation for the NEOs over the same period, for the purposes of comparing compensation to performance. Note when viewing the chart below that:

- The reported compensation for each year represents the aggregate of the total

compensation for the NEOs as presented in the Summary Compensation Table for each year, inclusive of the grant date fair value of stock options, RSUs, s and PSUs.

- By comparison, realizable compensation (the sum total of salary, short-term incentive paid and the currently realizable value of stock options and RSUs) represents the compensation actually paid or payable to NEOs as of December 31 of for each year.

Note that the value of Realizable Compensation, in relation to Reported Compensation, fluctuates in alignment with Shareholder returns over the past five years as the high percentage of variable compensation within the NEOs' compensation program allows a close correlation to shareholder experience.



	2013	2014	2015	2016	2017	2018
S&P/TSX Composite Index	\$100	\$111	\$101	\$123	\$134	\$122
Secure Energy Services Inc.	\$100	\$97	\$49	\$69	\$51	\$41
Reported Compensation ⁽¹⁾		\$7,403,388	\$5,167,398	\$6,761,038	\$9,468,170	\$8,094,680
Realizable Compensation ⁽²⁾		\$4,412,305	\$2,092,671	\$6,557,677	\$4,806,908	\$5,231,180

⁽¹⁾ Reported Compensation is the total compensation for the five NEOs as per the Summary Compensation Table.

⁽²⁾ Realizable compensation is determined as total salary and short-term incentives as well as the December 31, 2018 value of stock options and RSUs granted during the year.

As mentioned earlier under Compensation Objectives, the Corporation's compensation philosophy is designed to pay for performance and includes the following philosophical concepts:

- Base salary levels are not dependent on share performance; they are determined with reference to peer group market competitive compensation practices, internal relativity, and individual performance;
- Short-term incentive payments are based on the achievement of corporate goals and objectives and to a lesser extent, individual goals and objectives that are intended to drive overall Corporation performance; and
- The number and value of RSUs and PSUs awarded to our NEOs are based on market competitive levels for such awards. If the Corporation's share price appreciates from

the date these incentives were granted, they will accrue additional value for our NEOs; if our shares do not appreciate, or do not appreciate sufficiently more than our peers, these incentives will ultimately accrue less value than targeted and the PSUs could accrue zero value; directly aligning NEOs' compensation with Shareholder fortunes.

The value of stock options, RSUs and PSUs are directly linked to total Shareholder return and have comprised a significant portion of our NEOs' total compensation. As seen from the chart above, due to the dramatic decline in the value of energy sector shares over 2015, and portions of 2016 and 2017, and the heavy weighting of at-risk pay within the total compensation packages of our NEOs, the total realizable compensation of our executive team is closely aligned to Shareholder returns over the past five-year period.

SUMMARY COMPENSATION TABLE

The following table sets forth all direct and indirect compensation earned by the Named Executive Officers for the three years ended December 31, 2018:

Name and Principal Position	Year	Salary	Share-based Awards ⁽¹⁾	Option-based Awards ⁽²⁾	Annual Incentive Plans ⁽³⁾	Long-term Incent. Plans	Pension Value	All other Compensation ⁽⁴⁾	Total Compensation
Rene Amirault ⁽⁵⁾ President and Chief Executive Officer	2016	\$229,760	\$1,364,952	\$751,440	-	-	-	\$24,873	\$2,371,025
	2017	\$520,000	\$1,734,152	-	\$520,000	-	-	\$20,220	\$2,794,372
	2018	\$520,000	\$1,305,000	-	\$727,840	-	-	-	\$2,552,840
Chad Magus Executive Vice President, Finance and Chief Financial Officer	2016	\$193,375	\$206,500	-	-	-	-	\$12,603	\$412,478
	2017	\$228,958	\$619,062	-	\$115,000	-	-	\$11,350	\$974,370
	2018	\$275,000	\$652,500	-	\$268,150	-	-	-	\$1,195,650
Allen Gransch Executive Vice President, Corporate Development	2016	\$186,783	\$555,185	\$373,700	-	-	-	\$24,717	\$1,140,386
	2017	\$365,000	\$1,305,077	-	\$270,000	-	-	\$20,220	\$1,960,297
	2018	\$365,000	\$652,500	-	\$382,810	-	-	-	\$1,400,310
Corey Higham Executive Vice President, Processing, Recovery and Disposal	2016	\$275,000	\$379,960	\$373,700	-	-	-	\$27,668	\$1,056,328
	2017	\$320,000	\$1,302,184	-	\$240,000	-	-	\$20,220	\$1,882,404
	2018	\$320,000	\$652,500	-	\$335,880	-	-	-	\$1,308,380
Dan Steinke ⁽⁵⁾ Executive Vice President, New Ventures & Government Affairs	2016	\$313,646	\$379,960	\$373,700	-	-	-	\$6,496	\$1,073,802
	2017	\$365,000	\$867,077	-	\$270,000	-	-	\$1,061	\$1,503,138
	2018	\$365,000	\$652,500	-	\$320,000	-	-	\$300,000	\$1,637,500

Notes:

- (1) Represents the grant date fair value of the applicable awards determined by multiplying the number of Units granted by the preceding five day volume weighted average share price at time of grant. RSUs and PSUs were granted on January 2, 2018 to all NEOs at an exercise price of \$nil per Unit and valued at \$8.70 per Unit.
- (2) Represents the grant date fair value of the applicable awards determined in accordance with the Black-Scholes option pricing model, which is consistent with the accounting treatment afforded to Options in the Corporation's financial statements. The Black-Scholes model is used by the Corporation because it is an industry accepted valuation method.
- (3) All amount payable under Annual Incentive Plans are paid in the following financial year.
- (4) In 2018, the Corporation has excluded "All other compensation" included in previous years as perquisites provided to the NEOs that are not generally available to all employees are not in aggregate worth \$50,000 or more, or 10% or more of an NEO's total salary for the year, with the exception of Mr. Steinke. Dan Steinke's other compensation in 2018 is a benefit resulting from his retirement on December 31, 2018.
- (5) Mr. Amirault and Mr. Steinke did not receive any compensation for serving as directors of the Corporation.

OPTION-BASED AND SHARE-BASED AWARDS – NAMED EXECUTIVE OFFICER

The following table summarizes for each NEO all option-based and share-based awards outstanding as at December 31, 2018.

Name	Option-Based Awards ⁽¹⁾			Share-Based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽²⁾ (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or payout value of Share-Based awards that have not Vested (\$) ⁽³⁾	Market or payout value of vested Share-Based awards not paid out or distributed ⁽³⁾ (\$)
Rene Amirault					431,651	3,025,874	-
President and Chief Executive Officer	127,500	18.37	March 18, 2019	-			
	140,000	15.54	January 6, 2020	-			
	372,000	7.82	January 2, 2021	-			
Chad Magus.....					165,274	1,158,571	-
Executive	20,000	25.51	August 21, 2019	-			
Vice President Finance, and Chief Financial Officer	15,000	19.19	November 17, 2019	-			
	8,372	15.54	January 6, 2020	-			
	19,848	10.52	August 10, 2021	-			
Allen Gransch					257,406	1,804,413	-
Executive	63,750	18.37	March 18, 2019	-			
Vice President, Corporate Development	50,000	15.54	January 6, 2020	-			
	185,000	7.82	January 2, 2021	-			
Corey Higham.....					257,429	1,804,577	-
Executive	48,750	19.60	May 21, 2019	-			
Vice President, Processing, Recovery and Disposal	50,000	15.54	January 6, 2020	-			
	185,000	7.82	January 2, 2021	-			
Dan Steinke					198,354	1,390,459	-
Executive	63,750	18.37	March 18, 2019	-			
Vice President, New Ventures and Government Affairs	50,000	15.54	January 6, 2020	-			
	185,000	7.82	January 2, 2021	-			

Notes:

- (1) Options vest 1/3 each year from the date of grant and are fully vested in 3 years and expire if not exercised in 5 years from the date of grant.
- (2) The value of the unexercised Options has been calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on December 31, 2018, which was \$7.01. No options were granted in 2018.
- (3) The value of Share-Based awards that have not vested has been calculated using the closing price of the Common Shares on December 31, 2018, which was \$7.01.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth, for each NEO, the value vested or earned on all option-based awards, share-based awards and non-equity incentive plan compensation for the year ended December 31, 2018:

Name	Option-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 (\$)
Rene Amirault President and Chief Executive Officer	136,400	541,225	727,840
Chad Magus Executive Vice President, Finance and Chief Financial Officer	-	117,484	268,150
Allen Gransch Executive Vice President, Corporate Development	67,833	196,059	382,810
Corey Higham Executive Vice President, Processing, Recovery and Disposal	67,833	203,055	335,880
Dan Steinke Executive Vice President, New Ventures and Government Affairs	67,833	168,081	320,000

TERMINATION AND CHANGE OF CONTROL BENEFITS

Each of the NEOs has an employment agreement with the Corporation which extends indefinitely, unless terminated by either party in accordance with the terms of the agreement. These agreements provide that the Corporation is entitled to terminate the employment agreement and the employment of the NEO at any time, for any reason in the absence of cause in which case the NEO will receive a payment (the "Termination Payment") equal to the sum of: (i) the NEO's monthly base salary as at the date of termination multiplied by the number of months in the NEO's Notice Period (as defined herein); and (ii) an amount equal to the average annual STI paid to the NEO for the last three years, divided by 12 and multiplied by the number of months in the Notice Period.

For Mr. Amirault the "Notice Period" is sixteen (16) months plus two (2) months for each completed year of service up to a maximum aggregate of twenty-four (24) months. In respect of Mr. Magus the "Notice

Period" is twelve (12) months plus one (1) month for each completed year of service up to a maximum aggregate of eighteen (18) months. In respect of Mr. Gransch the "Notice Period" is fifteen (15) months plus one (1) month for each completed year of service up to a maximum aggregate of eighteen (18) months. For the other NEOs, the "Notice Period" is ten (10) months plus one (1) month for each completed year of service up to a maximum aggregate of eighteen (18) months.

The Corporation is also entitled to terminate the employment agreement and the employment of an NEO upon 30 days' written notice if the NEO becomes permanently disabled (as defined in the employment agreements) and in such event the Corporation will have no further obligation to the NEO with the exception of any insurance benefits as may be provided under any long term disability insurance plan. The employment agreement will immediately terminate upon the death of an NEO, and the NEO's

estate will be entitled to an amount equal to: (i) all base salary earned by the NEO up to the date of death; and (ii) a pro-rated STI for that portion of the current year, provided that, in respect of all of the NEOs, the Corporation has the discretion to not pay such STI where it is the view of the Board in light of circumstances that such payment is not justified.

The employment agreements of Mr. Amirault and Mr. Gransch provide that they may terminate their employment within 90 days following a change of control (as defined in clauses (i), (ii), (iii) or (iv) below). The employment agreements of Mr. Amirault and Mr. Gransch provide that they may also terminate their employment upon the occurrence of both a change of control (as defined in clause (v) below) and the occurrence of an event that constitutes constructive dismissal within 90 days, and in either case, receive a payment equal to the Termination Payment. In respect of the other NEOs, the employment agreements provide that upon the occurrence of both a change of control (as defined in clauses (i), (ii), (iii) or (iv) below) and an event that constitutes constructive dismissal within 90 days, an NEO may terminate his employment and receive a payment equal to the Termination Payment.

With respect to the employment agreements of all of the NEOs, a change of control is defined to mean any of the following: (i) the acceptance by Shareholders holding in excess of 50% of the Common Shares of any offer made to acquire all of the outstanding Common Shares; (ii) the acquisition, by whatever means, by any person or two or more persons acting jointly or in concert of in excess of 50% of the Common Shares; (iii) the entering into of an agreement by the Corporation to merge, consolidate, amalgamate, initiate an arrangement or otherwise be absorbed by another corporation such that the Shareholders of the Corporation will own less than 50% of the shares of the successor or continuing corporation; or (iv) the passing of a resolution by the Board or Shareholders to substantially liquidate all of the assets of the Corporation or wind-up the Corporation's business; or, in the case of Mr. Amirault and Mr. Gransch, (v) individuals who were members of the Board immediately prior to a meeting of the Shareholders of the Corporation involving a contest for the election of directors no longer constituting a majority of the Board following such election.

An NEO may terminate his employment by providing 30 days written notice to the Corporation in which case the NEO shall not be entitled to receive any

notice, pay in lieu of notice, the Termination Payment or other form of severance. Upon termination of an NEO's employment for any reason, the NEO is entitled to receive any base salary and benefits earned up to the date of termination.

The employment agreements for all of the NEOs contain restrictions on the use or disclosure of confidential information by the NEO. In addition, the employment agreements of the NEOs contain provisions related to non-solicitation and non-competition by the NEO for a period equal to the Notice Period from the date of termination. All NEO employment agreements contain a provision where the Corporation at its sole discretion can extend the non-solicitation, non-competition period for up to an additional twelve (12) months, provided they receive appropriate notice and are provided a monthly salary continuance equal to his or her Monthly Base Salary at the termination date, subject to statutory deductions. In the event that any NEO is terminated for cause, such individual will not be entitled to receive any of the payments outlined above.

DIRECTOR COMPENSATION

Directors who are also executive officers of Secure receive no remuneration as directors. Independent directors are paid an annual retainer of \$60,000, with the Lead Independent Director receiving an annual retainer of \$80,000. The Chair of the Audit Committee receives an additional annual retainer of \$15,000 and the Chair of each of the other committees of the Board receives an additional annual retainer of \$9,000. Independent directors are also paid a meeting fee of \$1,500 for attendances at Board and Committee meetings. All of these fees were recommended by Lane Caputo in 2016 with an effective date of September 1, 2016.

Effective April 3, 2012, the Corporation adopted a Deferred Share Unit Plan (the "**DSU Plan**"), which provides for independent directors to receive a certain portion of their annual retainer in deferred share units ("**DSUs**") instead of cash, and allows independent directors to elect to receive a certain percentage of their annual cash retainer in DSUs instead of cash. The DSU Plan also allows for annual discretionary grants of DSUs to independent directors. Independent directors received a grant of DSUs with a value of \$150,000 in 2018. Effective January 1, 2019, an executive health care spending account was implemented for all directors.

DIRECTORS' SUMMARY COMPENSATION TABLE

The following table sets forth for the year ended December 31, 2018, all amounts of compensation provided to our directors, other than directors who are also Named Executive Officers and whose compensation is described above.

Name	Fees earned⁽¹⁾ \$	Share-based awards (DSU)⁽²⁾ \$	Option-based awards \$	Non-equity incentive plan compensation \$	Pension value \$	All other compensation³ \$	Total \$
Murray Cobbe .. Lead Independent Director	105,500	149,998	-	-	-	-	255,498
Michele Harradence	29,500	62,500	-	-	-	-	92,000
Director							
David Johnson ..	94,500	149,998	-	-	-	-	244,498
Director							
Brad Munro	94,500	149,998	-	-	-	-	244,498
Director							
Kevin Nugent	97,500	149,998	-	-	-	-	247,498
Director							
Shaun Paterson..	79,500	149,998	-	-	-	-	229,498
Director							

Notes:

- (1) Includes all retainers and meeting fees earned in 2018.
- (2) The grant date fair value of the DSUs comprising this share-based award has been calculated at the date of the grant by multiplying the number of DSUs granted to the applicable director by the five-day weighted average trading price on the grant dates of such DSUs. The Board received the DSU grant on March 13, 2018 at a five-day weighted average trading price of \$8.30. Ms. Harradence was granted DSUs on August 14, 2018 at a five-day weighted average trading price of \$8.32 (\$150,000 annual award prorated to August 1, 2018, the date Ms. Harradence was appointed to the Board).
- (3) Includes taxable and non-taxable benefits.

OPTION-BASED AND SHARE-BASED AWARDS – DIRECTORS

The following table summarizes for each director that is not a NEO all option-based and share-based awards outstanding as at December 31, 2018.

Name and Position	Option-Based Awards ⁽¹⁾				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or payout Value of Share-Based Awards that have not Vested (\$)	Market or payout value of vested Share-Based Awards not paid out or distributed ⁽²⁾ (\$)
Murray Cobbe Lead Independent Director	-	-	-	-	-	-	517,338
Michele Harradence Director	-	-	-	-	-	-	53,262
David Johnson Director	-	-	-	-	-	-	517,338
Brad Munro Director	-	-	-	-	-	-	517,338
Kevin Nugent Director	-	-	-	-	-	-	517,338
Shaun Paterson Director	-	-	-	-	-	-	453,491

Notes:

- (1) The Board has determined not to grant any further Options to independent directors. There have been no grants of Options to independent directors since March 23, 2010.
- (2) The value has been calculated by multiplying the number of outstanding DSUs held by the applicable director by the closing price of the Common Shares on December 31, 2018, which was \$7.01.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth, for each director who is not also a NEO, the value vested or earned on all option-based awards, share-based awards, and non-equity incentive plan compensation awards for the year ended December 31, 2018:

Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards – Value Vested During the Year ⁽²⁾ (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Murray Cobbe	-	149,998	-
Lead Independent Director			
Michele Harradence	-	62,500	-
Director			
David Johnson.....	-	149,998	-
Director			
Brad Munro.....	-	149,998	-
Director			
Kevin Nugent	-	149,998	-
Director			
Shaun Paterson.....	-	149,998	-
Director			

Notes:

(1) None granted

(2) The value vested has been calculated based on the five-day volume weighted trading price at time of issuing the DSUs multiplied by the # of DSU's issued.

EXECUTIVE OFFICER SHARE OWNERSHIP REQUIREMENTS

In March of 2013, Secure implemented share ownership guidelines for its executive officers. These ownership guidelines require the Chief Executive Officer to hold equity at risk of 3.0 times base pay, while the remaining executive officers are required to hold equity at risk of 1.5 times base pay. Each executive officer must attain the minimum shareholding through either the purchase of Common Shares or their individual holdings of equity incentive awards (excluding Options) within 5 years following the executive officer's commencement of employment with Secure or promotion to an executive officer role. For the purposes of these guidelines, an executive officer's holdings will be valued at the greater of (i) the closing price of the Common Shares at the end of the fiscal year and (ii) their acquisition cost or grant date fair value of the equity incentive award. The equity at risk of each of the Named Executive Officers as set forth in the table below is comprised of the market value of the Common Shares and vested equity incentive awards, using the closing price of the Common Shares on the

TSX on December 31, 2018 of \$7.01. All of the NEOs are in compliance with the share ownership guidelines by virtue of their holdings or having time available from the commencement of employment or executive role to meet the holdings level. Once an executive officer achieves compliance with the share ownership guidelines outlined above, they will not be considered to be in default if their ownership falls below the requirement as a result of a decrease in the price of Common Shares.

Equity Incentives CEO Hold Period

The Board believes that it is important for the CEO to be aligned with the long-term interests of Secure and its shareholders. Accordingly, Secure has adopted a CEO Holding Period which requires the CEO to hold shares acquired on the exercise of options or pursuant to RSUs or PSUs until his ownership requirements are met or three years from receipt thereof, whichever is longer (provided that at the time the shares are received the CEO may sell a portion of such shares equivalent in value to the amount of any tax obligation arising from the receipt of such shares).

Name	Number of Common Shares Owned, Controlled or Directed ⁽¹⁾	Number of Vested PSUs	Equity at Risk	
			Value (\$)	Multiple of Salary ⁽²⁾
Rene Amirault President and Chief Executive Officer	4,301,655	-	30,154,602	58.0
Chad Magus Executive Vice President Finance and Chief Financial Officer	27,107	-	190,020	0.7
Allen Gransch Executive Vice President, Corporate Development	273,330	-	1,916,043	5.2
Corey Higham Executive Vice President, Processing, Recovery and Disposal	78,542	-	550,579	1.7
Dan Steinke Executive Vice President, New Ventures and Government Affairs	607,171	-	4,256,269	11.7

Notes:

(1) As at December 31, 2018.

(2) Equity at risk divided by the Named Executive Officer's 2018 actual base salary amount shown in the Summary Compensation Table.

DIRECTOR COMMON SHARE OWNERSHIP REQUIREMENTS

Our independent directors are required to meet share ownership guidelines set by the Corporate Governance and Nominating Committee. Each independent director is required to maintain certain minimum holdings of Common Shares, including DSUs, in the amount of \$200,000, based on the market price of Common Shares. Each director is required to achieve the share ownership guidelines within five years after the director joins the Board. As of March 7, 2019, all of our independent directors, exceeded the level of our share ownership guidelines with the exception of Michele Harradence and Rick Wise, who were appointed to the Board on August 1, 2018 and February 26, 2019, respectively. Once a director achieves compliance with the share ownership guidelines, they will not be considered to be in default if their ownership falls below the requirement as a result of a decrease in the price of our Common Shares.

CLAWBACK POLICY

The Board has adopted a clawback policy for our executive officers, including the Chief Executive Officer, which provides that the Board may seek reimbursement for compensation awarded (including any bonus or incentive compensation or equity based compensation award) to an executive in situations where (i) Secure's financial statements were required to be restated as a result of material non-compliance with any financial reporting requirement under applicable securities laws (other than a restatement due to a change in financial accounting rules); (ii) as a result of such restatement, a performance measure or specified performance target which was a material factor in determining the amount of bonus, incentive or equity compensation previously earned by an executive is restated; (iii) the executive was involved in gross negligence, intentional misconduct or fraud that cause or partially resulted in such restated; and (iv) the Board determines in its discretion that a lower amount of bonus, incentive or equity compensation

would have been paid to such executive based upon the restated financial results such that the executive received an excess amount of compensation as a result of the restatement.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE AND INDEMNIFICATION AGREEMENTS

The Corporation carries a directors' and officers' liability insurance policy that covers corporate indemnification of directors and officers and individual directors and officers in certain circumstances.

In addition, the Corporation has entered into indemnification agreements with each of its directors and executive officers for liabilities and costs in respect of any action or suit against them in connection with the execution of their duties, subject to customary limitations prescribed by applicable law.

DESCRIPTION OF THE UNIT INCENTIVE PLAN

The following is a summary of the Unit Incentive Plan. The full text of the Unit Incentive Plan will be filed on SEDAR on or about March 15, 2019.

Purpose

The purpose of the Unit Incentive Plan is to provide Participants (as defined below) with the opportunity to acquire a proprietary interest in the growth and development of the Corporation. The Unit Incentive Plan is intended to align the interests of Participants with the interests of Shareholders, to encourage Participants to remain associated with the Corporation, to create incentives for Participants to meet certain performance criteria and enhance the Corporation's ability to attract, retain and motivate key personnel and reward officers and employees for significant performance.

Eligible Participants

The Unit Incentive Plan authorizes the Board to grant RSUs and PSUs to officers and employees (excluding non-employee directors) (individually a "**Participant**" and collectively "**Participants**").

Administration

The Unit Incentive Plan shall be administered by the Board in accordance with its provisions. The Board

may, from time to time, establish administrative rules and regulations and prescribe forms or documents relating to the operation of the Unit Incentive Plan as it may deem necessary to implement or further the purpose of the Unit Incentive Plan and amend or repeal such rules and regulations or forms or documents. In administering the Unit Incentive Plan, the Board may seek recommendations from the Chief Executive Officer of the Corporation. The Board may also delegate to any director, officer or employee of the Corporation such duties and powers relating to the Plan as it may see fit. The Corporation may also appoint or engage a trustee, custodian or administrator to administer or implement the Plan.

Limitations on Issuances

The Unit Incentive Plan provides that: (a) the number of Common Shares reserved for issuance from treasury pursuant to the Units credited under the Unit Incentive Plan shall, in the aggregate, equal 7% of the number of Common Shares then issued and outstanding, less the number of Common Shares issuable pursuant to all other security based compensation arrangements (as such term is referred to in the policies of the TSX) of the Corporation; (b) the aggregate number of Common Shares issuable from treasury to any one Participant under the Unit Incentive Plan and all other security based compensation arrangements of the Corporation shall not exceed 5% of the issued and outstanding Common Shares; (c) the aggregate number of Common Shares issuable from treasury to Insiders under the Unit Incentive Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares; (d) during any one-year period, the aggregate number of Common Shares issued from treasury to Insiders under the Unit Incentive Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares; (e) this paragraph and the Corporation's right to elect to satisfy Units by the issuance of Common Shares from treasury will be effective only upon receipt, from time to time, of all necessary approvals of the Unit Incentive Plan, as amended from time to time, as required by the rules, regulations and policies of the TSX and any other stock exchange on which Common Shares are listed or traded; and (f) if any Unit granted under the Unit Incentive Plan shall expire, terminate or be cancelled for any reason (including, without limitation, the

satisfaction of the Unit by means of a cash payment) without being paid out or settled in the form of Common Shares issued from treasury, any unissued Common Shares to which such Units relate shall be available for the purposes of the granting of further Units under the Unit Incentive Plan or other securities pursuant to all other security-based compensation arrangements of the Corporation. If any rights to acquire Common Shares held under any other security-based compensation arrangements of a member of the Corporation shall be exercised, or shall expire or terminate for any reason without having been exercised in full, any unpurchased Common Shares to which such security relates shall be available for the purposes of granting further securities under the Unit Incentive Plan.

Pursuant to the TSX rules, the Corporation is required to seek shareholder approval with respect to all unallocated Units under the Unit Incentive Plan every three years following the initial adoption of the Unit Incentive Plan.

Grant of Units and Vesting

The Corporation may from time to time grant Units to a Participant in such numbers, at such times (the "**Date of Grant**") and on such terms and conditions, consistent with the Unit Incentive Plan, as the Board may in its sole discretion determine. For greater certainty, the Board shall, in its sole discretion, determine any and all performance conditions to the vesting of any Units granted to a Participant. Unless otherwise provided in the applicable award agreement evidencing the terms and conditions under which an award of Units has been granted under the Unit Incentive Plan (the "**Award Agreement**"), the granting of Units to any Participant under the Unit Incentive Plan in any calendar year shall be awarded solely in respect of performance of such Participant in the same calendar year (the "**Service Year**"). In all cases, any grant of RSUs and PSUs shall be in addition to, and not in substitution for or in lieu of, ordinary salary and wages received by such Participant in respect of his or her services to his or her employer (being either the Corporation or one of its subsidiaries, the "**Employer**").

On each Date of Grant, the relevant account (the "**Account**") maintained by the Corporation for each Participant shall be credited with the applicable Unit on that date.

In the case of RSUs, the Board shall designate, at the time of grant or credit of RSUs, the number of RSUs that shall vest at any given date, the date or dates on which all or portion of the RSUs shall vest and any conditions to such vesting which shall be set out in the applicable Award Agreement. Unless otherwise provided in the Award Agreement, all RSUs shall vest as follows:

- (a) 1/3 of the RSUs shall vest on the first anniversary of the Date of Grant (the "**RSU First Vesting Date**");
- (b) an additional 1/3 of the RSUs shall vest on the second anniversary of the Date of Grant (the "**RSU Second Vesting Date**"); and
- (c) the final 1/3 of the RSUs shall vest on the third anniversary of the Date of Grant (the "**RSU Third Vesting Date**").

In the case of PSUs, the Board shall designate, at the time of grant or credit of PSUs, the date or dates on which all or portion of the PSUs shall vest and any performance conditions to such vesting which may include, without limitation, conditions related to business objectives of the Corporation, personal performance factors, total shareholder return of the Corporation and each company in the performance peer group ("**TSR**") and any such conditions to such vesting shall be set out in the applicable Award Agreement provided that if no conditions to such vesting are designated at the time of grant then such PSUs shall vest conditional upon the Corporation achieving TSR as set forth in the Unit Incentive Plan. Without limiting the Board's discretion set forth above, the Board may decide that the vesting date for PSUs shall be the later of: (i) the third anniversary of the Date of Grant; and (ii) the first meeting of the Board of each year at which compensation matters are considered occurring after the end of the PSU performance period. Unless otherwise provided in the Award Agreement, or determined by the Board, the number of PSUs that shall vest shall vary between 200% and 0% of the PSUs credited to a Participant based on the total shareholder return of the Corporation relative to the total shareholder return of the Corporation's peer group, as determined by the Board.

A Participant's Account shall from time to time, during the period commencing on the Date of Grant and ending when the Participant becomes entitled to

any vested Units, be credited with additional Units the value of which shall reflect any dividends declared by the Corporation and that would have been paid to the Participant if the Units in his or her Account on the relevant record date for dividends on the Common Shares had been Common Shares (excluding ordinary-course dividends paid in the form of additional Common Shares). Any such Units so credited shall be subject to the same terms and conditions with respect to vesting as the underlying Units.

Redemption

The Unit Incentive Plan provides that, on a date to be determined by the Board, in its sole discretion, following the day on which any Units become vested (the "**Unit Entitlement Date**"), such vested Units shall be redeemed by the issuance of Common Shares by the Employer to the Participant or the Participant's beneficiary, as applicable, provided that any fractional entitlement equal to or greater than 0.5 shall be rounded to the next higher number, and any remaining fraction shall be cancelled.

Cessation of Entitlement to Units

Upon the Participant terminating employment with the Corporation for any reason including, without limitation, due to involuntary termination with or without cause or voluntary termination by the Participant, all PSUs and RSUs previously credited to such Participant's Account which did not become vested on or prior to the Participant's date of termination shall be terminated and forfeited as of such date.

In 2017, the Unit Incentive Plan was amended to provide that where a Participant's employment with the Corporation terminates by reason of their "Retirement" and the Participant does not compete with the Corporation, the unvested Units held by such Participant will continue to vest in the ordinary course. The Corporation's policy provides that for an individual to be in "Retirement" at the time they leave the Corporation they must satisfy both of the following requirements: (i) their age must be not less than 45 and (ii) their number of years (including partial years) of employment with the Corporation must be not less than five.

Upon the Participant terminating employment with the Corporation and its subsidiaries and affiliates by reason of the death of the Participant, a number of PSUs and RSUs previously credited to such Participant's Account which did not become vested on or prior to the date of termination shall vest on such date in accordance with the following:

- (a) In the case of PSUs, such Units shall continue to vest in accordance with their terms, provided that only a *pro rata* proportion of such PSUs that would otherwise vest in accordance with their terms shall vest based on the number of days between the Date of Grant of such PSUs and the Participant's termination date versus the number of days in the entire PSU performance period for such PSUs (as set forth in the Award Agreement).
- (b) Where the Participant's date of termination is:
 - (i) Prior to the RSU First Vesting Date, a *pro rata* proportion of such RSUs shall become vested based on the number of days between the Date of Grant and the Participant's termination date versus the number of days between the Date of Grant and the date all of the RSUs would become vested;
 - (ii) on or after the RSU First Vesting Date but prior to the RSU Second Vesting Date, a *pro rata* proportion of such RSUs shall become vested based on the number of days between the RSU First Vesting Date and the Participant's date of termination versus the number of days between the RSU First Vesting Date and the date all of the RSUs would become vested; and
 - (iii) on or after the RSU Second Vesting Date but prior to the RSU Third Vesting Date, a *pro rata* proportion of such RSUs shall become vested based on the number of days between the RSU Second Vesting Date and the Participant's termination date versus the number of days between the RSU Second Vesting Date and the RSU Third Vesting Date.

Any Unit which does not become a vested Unit in accordance with the terms of the applicable grant of Units shall be terminated and forfeited as of such date.

Transferability

The Unit Incentive Plan provides that Participant's may, by written instrument filed with the Corporation, appoint a person to receive any amount payable under the Unit Incentive Plan in the event of a Participant's death or, failing any such effective designation, the Participant's estate (the "**Beneficiary**"). The interest of any Participant under the Unit Incentive Plan or in any Unit shall not be transferable or alienable by him or her either by pledge, assignment or in any other manner whatever, otherwise than by testamentary disposition or in accordance with the laws governing the devolution of property in the event of death; and after his or her lifetime shall enure to the benefit of and be binding upon the Beneficiary.

Amendments

The Unit Incentive Plan provides that the Board may at any time, without further action by, or approval of, the Shareholders amend the Unit Incentive Plan or any Unit granted under the Plan in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to:

- (c) ensure that Units granted under the Unit Incentive Plan will comply with any provisions respecting performance share units, restricted share units, compensation share units or other security-based compensation arrangements in the *Income Tax Act* (Canada) or other laws in force;
- (d) cure any ambiguity, error or omission in the Unit Incentive Plan or Unit or to correct or supplement any provision of the Unit Incentive Plan that is inconsistent with any other provision of the Unit Incentive Plan;
- (e) comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed;

- (f) amend the provisions of the Unit Incentive Plan respecting administration or eligibility for participation under the Unit Incentive Plan;
- (g) make amendments of a "housekeeping" nature;
- (h) change the terms and conditions on which Units may be or have been granted pursuant to the Unit Incentive Plan, including a change to, or acceleration of, the vesting provisions of Units;
- (i) amend the treatment of Units on ceasing to be an officer or employee; and
- (j) change the termination provisions of Units or the Unit Incentive Plan which does not entail an extension beyond the original expiry date of the applicable Unit.

The Board may not, however, without the consent of the Participants, or as otherwise required by law, alter or impair any of the rights or obligations under any Units granted. The Unit Incentive Plan also provides that Shareholder approval will be required in order to:

- (a) increase the maximum number of Common Shares issuable pursuant to the Unit Incentive Plan;
- (b) amend the determination of fair market value under the Unit Incentive Plan in respect of any Unit;
- (c) modify or amend the provisions of the Unit Incentive Plan in any manner which would permit Units, including those previously granted, to be transferable or assignable, other than for normal estate settlement purposes;
- (d) add to the categories of eligible Participants under the Unit Incentive Plan (including the introduction of non-employee directors on a discretionary basis);
- (e) remove or amend the Insider Participation Restrictions;
- (f) amend the amending provisions of the Unit Incentive Plan; or

- (g) make any other amendment to the Unit Incentive Plan where Shareholder approval is required by the TSX.

Change of Control

The Unit Incentive Plan provides that if, before the vesting of a Unit in accordance with the terms thereof, a change of control occurs and the Participant is terminated (either without cause or as a result of constructive dismissal), then, unless otherwise determined by the Board prior to the change of control, or as otherwise set forth in an applicable Award Agreement, a *pro rata* proportion of the Units credited to a Participant's Account which did not become vested on or prior to the date the change of control occurred shall vest in accordance with the terms of the Unit Incentive Plan: (i) in the case of PSUs, based on the period of time between the Date of Grant and the change of control versus the period of time in the original PSU performance period; (ii) in the case of RSUs, based on the period of time between the Date of Grant and the date on which each tranche of the RSUs would have become vested.

Notwithstanding any other provision of the Unit Incentive Plan, in the event that Units become vested in connection with a change of control, the Board may by resolution determine that the fair market value with respect to such Units shall be the price per Common Share offered or provided for in the change of control transaction.

Substitution Event or Permitted Reorganization

Upon the occurrence of: (a) a change of control pursuant to which the Common Shares are converted into, or exchanged for, other property, whether in the form of securities of another person, cash or otherwise; or (b) a reorganization of the Corporation in circumstances where the shareholdings or ultimate ownership remains substantially the same upon the completion of the reorganization, the surviving or acquiring entity (the "**Continuing Entity**") shall, to the extent commercially reasonable, take all necessary steps to continue the Unit Incentive Plan and to continue the Units granted pursuant to the Unit Incentive Plan or to substitute or replace similar Units measurable in value to the securities in the Continuing Entity for the Units outstanding under the

Unit Incentive Plan on substantially the same terms and conditions as the Unit Incentive Plan.

In the event that: (a) the Continuing Entity does not comply with the foregoing paragraph; (b) the Board determines, acting reasonably, that compliance with the foregoing paragraph is not practicable; (c) the Board determines, acting reasonably, that compliance with the foregoing paragraph would give rise to adverse tax results to holders of Units; or (d) the securities of the Continuing Entity are not, or will not be, listed and posted for trading on a recognizable stock exchange, then, unless otherwise determined by the Board, a *pro rata* proportion of the PSUs or RSUs credited to a Participant's Account which did not become vested on or prior to the date of creation of the Continuing Entity shall vest, in accordance with the terms of the Unit Incentive Plan, and giving effect to the period of time between the Date of Grant and the date of creation of the Continuing Entity.

Changes in Capital

If the number of outstanding Common Shares is increased or decreased as a result of a subdivision, consolidation, reclassification or recapitalization and not as a result of the issuance of Common Shares for additional consideration or by way of a dividend in the ordinary course, the Board shall, subject to TSX approval, make appropriate adjustments to the number of Units outstanding under the Unit Incentive Plan provided that the dollar value of Units credited to a Participant's Account immediately after such an adjustment shall not exceed the dollar value of the Units credited to such Participant's Account immediately prior thereto. Any determinations by the Board as to the adjustments shall be made in its sole discretion and all such adjustments shall be conclusive and binding for all purposes under the Unit Incentive Plan.

Blackout Period

If the entitlement date with respect to a Unit occurs during a Blackout Period applicable to the relevant Participant, then the applicable date of entitlement shall be the first Business Day after the expiry of the Blackout Period. "**Blackout Period**" means a period during which the trading in securities of the Corporation is prohibited in accordance with the trading policies of the Corporation.

DESCRIPTION OF THE DSU PLAN

The following is a summary of the DSU Plan. The full text of the DSU Plan was filed on SEDAR on March 28, 2016.

The DSU Plan is designed to: (i) promote a greater alignment of interests between directors of the Corporation and the Shareholders; (ii) provide a compensation system for directors that, together with the other director compensation mechanisms of the Corporation, is reflective of the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of the various committees of the Board; (iii) assist the Corporation to attract and retain individuals with experience and ability to act as directors; and (iv) allow directors of the Corporation to participate in the long-term success of the Corporation. The DSU Plan is administered by the Board (as recommended by the Compensation Committee).

A DSU is a phantom unit granted to an independent director and that is represented by a bookkeeping entry on the books of the Corporation, the value of which on any particular date is equal to the fair market value of a Common Share of the Corporation. A DSU gives the director a right to settlement of that DSU (i.e. a right of redemption and payout) after the director ceases to be a director (and is not an employee) of the Corporation or an affiliate.

Under the DSU Plan, the Board may determine that a certain percentage of the annual retainer payable to directors will automatically be satisfied in the form of DSUs. The percentage of the automatic DSU retainer is determined by resolution of the Board. It is the current intention of the Board that there be no automatic DSU retainer unless the applicable independent director does not meet the minimum share ownership guidelines. In addition, a director may elect to receive all (but not less than all) of his annual cash retainer and/or meeting fees in the form of DSUs in lieu of cash. The number of DSUs issued each quarter is calculated by dividing the electing director's quarterly remuneration (which includes annual cash retainer and/or meeting fees depending on such director's election) by the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the grant date (generally the last business day of each quarter). Such units vest immediately upon grant and entitle the director to receive a cash payment on a payout

date specified by the Board (which date is no earlier than the date on which a director ceases to be a director) that is equal to an amount determined by multiplying the number of vested units by the weighted average trading price of the Corporation's Common Shares on the TSX for the five-day period immediately preceding the applicable payout date.

DSUs are to be redeemed as soon as practicable after the redemption date, but in any event no later than December 31 of the first calendar year following the calendar year in which the director ceased to be a director.

In addition to DSUs granted in respect of the automatic DSU retainers and the electable DSU retainers and meeting fees, the Board (on the recommendation of the Compensation Committee) may grant further discretionary DSUs to an eligible director in such number as it considers appropriate, in respect of the services the director renders to the Corporation as a member of the Board. The aggregate value of any such discretionary grants to any one director shall not, as of the grant date, exceed \$150,000 in any one year, nor shall the aggregate of all DSUs granted to the independent directors and outstanding at any time represent more than 1% of the issued and outstanding Common Shares.

DSUs may be adjusted if there is a subdivision, consolidation, stock dividend, capital reorganization, reclassification, exchange, or other change with respect to the Common Shares; or a consolidation, amalgamation, arrangement or other form of business combination of the Corporation with another person, or a sale, lease, or exchange of all or substantially all of the Corporation's property or other distribution of the Corporation's assets to shareholders. In such a case, the DSU account of each director and the DSUs outstanding under the DSU Plan shall be adjusted in such manner, if any, as the Corporation may in its discretion deem appropriate to preserve, proportionally, the interests of directors under the DSU Plan. When dividends are paid on our Common Shares, dividends are also paid on the DSUs held by independent directors on the dividend record date. The dividends on the DSUs are paid at the same rate as the dividend on Common Shares; however, DSU dividends will be credited to the director in the form of additional DSUs.

The DSU Plan is reviewed periodically by the Compensation Committee and the Board to determine its ability to meet the Corporation's business objectives. The most recent review was completed by Lane Caputo in August 2018.

DESCRIPTION OF THE OPTION PLAN

The following is a summary of the Option Plan as it pertains to currently allocated options. The full text of the Option Plan was filed on SEDAR on March 28, 2016. In February 2019, the Board ratified the removal of the Corporation's Option Plan. All allocated Options remain subject to the terms and conditions of the Option Plan.

Exercise Price

Subject to adjustment pursuant to the terms of the Option Plan, the exercise price per Option granted under the Option Plan (the "**Exercise Price**") shall be equal to the five-day volume weighted average trading price of the Common Shares through the facilities of the TSX for the five trading days immediately preceding the date such Options are granted (the "**Grant Date**"). In the event the Common Shares are not traded through the facilities of the TSX, the Exercise Price shall be equal to the five-day volume weighted average trading price of the Common Shares on such other stock exchange as the Common Shares may then be traded at the close of the trading day immediately preceding the Grant Date.

Term of Options

Options granted under the Option Plan may be exercised during a period (the "**Exercise Period**") not exceeding five years from the Grant Date, subject to such terms of vesting as the Corporation may determine, in accordance with the Option Plan. Notwithstanding the foregoing, if the expiry date (the "**Expiry Date**") of an Option occurs during a "Blackout Period" applicable to the holder of such Options, or within ten business days after the expiry of a Blackout Period applicable to such holder, then the Expiry Date for that Option shall be the date that is the tenth business day after the expiry of the Blackout Period.

Vesting of Options

Options granted under the Option Plan may be exercised on the basis and schedule to be determined

by the Corporation at the Grant Date, provided that the Corporation shall not permit the vesting of any Options to occur immediately upon the grant thereof.

Cessation of Entitlement to Options

If an officer or employee of, or consultant to, the Corporation ceases to be an officer, employee of, or consultant to, the Corporation prior to the Expiry Date, and does not continue with the Corporation in some other capacity which would qualify such person to participate in the Option Plan: (i) by reason of death or permanent disability, then all outstanding unvested Options shall immediately vest and automatically terminate (other than those which would have vested within one year following the date of such termination if such termination had not occurred, which Options shall be deemed to be vested upon the termination), and all vested Options may be exercised at any time up to and including the earlier of the one year anniversary of the date of death or long term disability or the Expiry Date of such Options; and (ii) for any other reason, then all outstanding unvested Options shall immediately terminate and all then outstanding vested Options may be exercised at any time up to and including the earlier of the 30th day following the date of such termination, resignation or cessation of employment and the Expiry Date of such Options.

In 2017, the Option Plan was amended to provide that where an option-holder ceases to be an officer, employee or consultant to the Corporation by reason of their "Retirement" and does not compete with the Corporation, the unvested options held by such option-holder will continue to vest in the ordinary course. The Corporation's policy provides that for an individual to be in "Retirement" at the time they leave the Corporation they must satisfy both of the following requirements: (i) their age must be not less than 45 and (ii) their number of years (including partial years) of employment with the Corporation must be not less than five.

Adjustments

In the event of any change, subdivision, consolidation, reorganization or reclassification of the Common Shares and subject to approval by the TSX, the Board may make such adjustments or changes as it sees fit to the number of Options and to the Exercise Price and may effect such other changes, amendments or adjustments to the Plan as may be

required or desirable in light of such changes in the Common Shares or the Corporation's affairs, with a view to maintaining the overall rights and benefits of the holders of Options in the circumstances.

Transferability

Options granted under the Option Plan are non-assignable and non-transferable except pursuant to laws of succession.

Amendments

The Board may, at any time, amend, suspend or terminate the Option Plan, or any portion thereof, or any Option granted thereunder, without Shareholder approval, subject to those provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX), if any, that require the approval of Shareholders or any governmental or regulatory body.

Notwithstanding the foregoing, Shareholder approval will be required for: (i) increases to the number of Common Shares reserved for issuance; (ii) reductions to the Exercise Price of any Options or the cancellation and reissuance of any Option under the Option Plan; (iii) extensions of the Exercise Period of an Option held by an insider of the Corporation; (iv) amending the class of participants under the Option Plan, including the reintroduction of non-employee

directors on a discretionary basis; (v) expanding the circumstances under which Options may be assigned or transferred; (vi) granting additional powers to the Board; (vii) amendments to the Option Plan to remove or exceed the insider participation limits set out therein; (ix) increasing the fixed percentage of issued and outstanding securities issuable pursuant to the Option Plan; (x) the addition of any form of financial assistance by the Corporation for the acquisition by all or certain categories of participants of Common Shares under the Option Plan and the subsequent amendment of any such provision; and (xi) modifications or amendments to the amending provisions of the Option Plan.

Change of Control

In the event of a change of control of the Corporation, all outstanding Options granted under the Option Plan shall vest and be immediately exercisable and each holder thereof shall have the right to exercise part or all of the Options granted to him or her thereunder at any time up to and including (but not after) the earlier of: (i) the date which is ninety days following the date of such sale or change of control; and (ii) the Expiry Date of the Options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information with respect to the total number of Common Shares authorized for issuance upon the exercise of outstanding Options as at December 31, 2018. As at December 31, 2018 there were 159,274,147 Common Shares issued and outstanding.

Plan Category	Number (and % of common shares outstanding) of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number (and % of common shares outstanding) of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)⁽¹⁾
Equity compensation plans approved by security-holders	Options – 4,303,023 (2.7%)	\$13.75	
	RSUs – 3,567,658 (2.2%)	N/A	906,249 (0.6%)
	PSUs – 2,372,260 (1.5%)	N/A	
Equity compensation plans not approved by security-holders	-	-	-
Total	10,242,941 (6.4%)		906,249 (0.6%)

Note 1. Calculated as 7% of the issued and outstanding Common Shares at December 31, 2018, less the then outstanding Options, RSUs, and PSUs. See "Description of the Unit Incentive Plan - Limitations on Issuances" for more information.

The following table discloses the aggregate number of Options granted pursuant to the Option Plan and the aggregate number of RSUs and PSUs granted pursuant to the Unit Incentive Plan, and the annual burn rate represented thereby, for each of 2016, 2017 and 2018.

Year	Option Plan		Unit Incentive Plan	
	Number of Options	Burn Rate	Number of PSUs ⁽¹⁾ and RSUs	Burn Rate
2016	20,000	0.01%	3,128,982	1.95%
2017	50,000	0.03%	2,797,032	1.71%
2018	-	-	2,841,993	1.78%

1. PSUs granted vest in three years in accordance with the performance of the Corporation relative to the Board approved peer group. Actual number of PSUs that will vest may range from 0% to 200% of the number granted.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors or executive officers of Secure or any associate of any such director or executive officer is or has been indebted

to Secure or any of its subsidiaries at any time since January 1, 2018 nor is any debt of such person guaranteed by Secure or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of Secure, no proposed nominee for election as a director of Secure, nor any person or company that beneficially owns, or controls, or directs, directly or indirectly more than 10% of the voting rights attached to all outstanding voting securities of Secure, nor any of

their respective associates or affiliates, has or has had any material interest, direct or indirect, in any transaction since January 1, 2018 or in any proposed transaction which has materially affected or would materially affect Secure or any of its subsidiaries.

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

Other than as set forth herein, Secure is not aware of any material interest, direct or indirect, by way of beneficial ownership or otherwise, of any person who has been a director or executive officer of Secure at

any time since the beginning of Secure's last financial year, or any associate or affiliate of such persons, in any matter to be acted upon other than the election of directors or the appointment of auditors.

CORPORATE GOVERNANCE MATTERS

The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interests of its Shareholders, but that it also promotes effective decision making at the board level. With that in mind, the Board has implemented extensive corporate governance practices to provide for effective stewardship of the Corporation.

The following disclosure of the Corporation's corporate governance practices is presented pursuant to the requirements of NI 58-101.

Rene Amirault has been appointed as the Chairman of the Board. In order to provide effective leadership for its independent directors, Murray Cobbe has been appointed as the Lead Independent Director. Pursuant to the Position Description for the Lead Independent Director, the Lead Independent Director may set the agenda for any meeting of the Board, or the independent directors alone, and may call meetings of the Board, or the independent directors alone, and compel the Corporation to provide such information to the directors as the Lead Independent Director, in his discretion, deems appropriate.

BOARD MEMBERSHIP AND INDEPENDENCE

The Board currently consists of nine directors. Of these, seven are independent directors as defined under NI 58-101 and, accordingly, the majority of the directors on the Board are independent. For the purposes of NI 58-101, Rene Amirault is not considered to be independent on the basis that he is the President and CEO of the Corporation. Mr. Steinke is not considered to be independent on the basis that he was an executive officer of the Corporation within the last three years.

At the Meeting, it is proposed that 10 directors will be nominated for election, eight of which (80%) are considered independent.

Where matters arise at meetings of the Board which require decision making and evaluation that is independent of management and interested directors, the Corporation's directors hold an "in-camera" session among the independent and disinterested directors, without management present at such meeting. Secure's independent directors hold an in-camera meeting at which non-independent directors and members of management are not in attendance as part of every meeting of the Board and of every committee meeting of the Board.

SKILLS AND EXPERIENCE MATRIX

The Corporate Governance and Nominating Committee acknowledges that the Board's membership should represent a diversity of backgrounds, experience and skills and that it is responsible for ensuring at all times that the Board includes members with a broad range of experience and expertise so that the Board is able to effectively carry out its mandate. Directors are selected for their integrity and character, sound and independent judgment, breadth of experience, open-mindedness, insight into and knowledge of our business and industry and overall business acumen. Each of our directors is expected to have these personal qualities and to apply sound and reasonable business judgment in aiding the Board to make the most thoughtful and informed decisions possible and to provide the best counsel to our senior management. The Board has conducted an assessment of the skills represented by each individual director and as a group in order to assess whether there are any gaps that should be filled with the addition of a new Board member. The Board has determined that the required skills are well represented by the current slate of director nominees for election at the Meeting. The matrix below shows, for each director nominee, the principal areas of experience and expertise that the nominees have indicated they bring to the Board.

Experience and expertise	Mr. Amirault	Mr. Cobbe	Ms. Harradence	Mr. Johnson	Mr. Munro	Mr. Nugent	Mr. Paterson	Mr. Steinke	Mr. Wise	Ms. Zumwalt
Enterprise Management Expertise (CEO or President)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oil and Gas Production Operations Expertise	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Oil and Gas Midstream Operations Expertise	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Civil Construction Operations Expertise	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Accounting Expertise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Legal Expertise	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Executive Compensation Expertise	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Human Resources and Succession Expertise	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Engineering Expertise	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Financial Expertise (Investment Banking or CFO)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Business Development/ M&A Expertise	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Business Integration Expertise (managed mergers, major organizational changes)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Investor Relations Expertise	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Marketing (General Expertise)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marketing (Oil & Gas) Expertise	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Health, Safety and Environment Expertise	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Risk Management Expertise	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Public and Regulatory Affairs Expertise	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
International Business Expertise	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Corporate Governance Expertise	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Strategic Planning Expertise	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Public Company Director Expertise	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Corporate Governance and Nominating Committee also reviews the membership of each committee annually to ensure each committee

consists of members with the experience and expertise required to fulfill the committee's mandate.

SUMMARY OF BOARD MEETING ATTENDANCE

Following is a summary of attendance of our directors at meeting of the Board and its committees for 2018:

<u>Name</u>	<u>Board Meetings Attended/ Held</u>	<u>Audit Committee Meetings Attended/Held</u>	<u>Compensation Committee Meetings Attended/Held</u>	<u>Corporate Governance and Nominating Committee Meetings Attended/Held</u>	<u>Health, Safety & Environment Committee Attended/Held</u>
Rene Amirault	5/5	-	-	-	-
Murray Cobbe	5/5	4/4	2/2	-	-
Michele Harradence	3/3	-	-	-	-
David Johnson	5/5	-	2/2	6/6	4/4
Brad Munro	5/5	4/4	2/2	6/6	-
Kevin Nugent	5/5	4/4	-	6/6	-
Shaun Paterson	5/5	4/4	-	-	4/4
Dan Steinke	4/5	-	-	-	4/4

OTHER DIRECTORSHIPS

The following table sets out each Director who also serves as a director of another reporting issuer (or the equivalent):

<u>Name of Director</u>	<u>Other Reporting Issuers</u>
Rene Amirault.....	Nil
Murray L. Cobbe	Trican Well Service Ltd. (retiring May 2019) and Bellatrix Exploration Ltd.
Michele Harradence	Nil
David D. Johnson	Torc Oil & Gas Ltd. and Cardinal Energy Ltd.
Kevin L. Nugent.....	Trican Well Service Ltd.
Brad R. Munro	Nil
Shaun Paterson.....	Nil
Dan Steinke.....	Nil
Rick Wise	Nil
Deanna Zumwalt	Nil

MANDATE OF THE BOARD

The Board has adopted a formal written mandate, a copy of which is attached as Schedule "B" to this Information Circular. The Board annually reviews its mandate and considers changes as appropriate.

POSITION DESCRIPTIONS

The Board has developed and approved written position descriptions for the Chairman of the Board, the Lead Independent Director of the Board, the Chief Executive Officer and the chair of each of the Audit Committee, the Corporate Governance and Nominating Committee, the Compensation Committee and the Health, Safety and Environment

Committee. The primary role of the chair of each committee is to manage the affairs of the committee, which includes ensuring the committee is organized properly, functions effectively and meets its obligations and responsibilities. The Board has adopted a written position description for the Chief Executive Officer.

ORIENTATION AND CONTINUING EDUCATION

The Corporate Governance and Nominating Committee is responsible for overseeing the orientation program for new members of the Board and for the continued development of existing directors. Materials have been prepared for review by new members of the Board in respect of the Corporation's structure, business and results. New members of the Board will also be provided with the opportunity to have meetings and discussions with senior management and other members of the Board and to visit the Corporation's facilities and operations. The details of the orientation of each new member are tailored to that member's individual needs, requests and areas of interest.

The Corporation undertakes ongoing education efforts that include meetings among management, the Board and, where appropriate, outside experts, to discuss developments in the industry and market conditions. Written materials and briefings are used to ensure that directors' knowledge and understanding of the Corporation's affairs remains current.

Presentations and tours at the sites of Secure's principal operations are provided to directors on a periodic basis, often in conjunction with Board meetings, for the purpose of directly acquainting directors with Secure's operations and the communities in which they are located. The presentations and tours also serve as opportunities for directors to meet and familiarize themselves with senior executives and high potential employees. Site visits were conducted in conjunction with the commissioning of the Corporation's light oil pipeline system in Kerrobert, Saskatchewan in October 2018.

In conjunction with Board meetings, management presents focused information to directors on topics pertinent to Secure's business, including the impact of significant new laws or changes to existing laws and opportunities presented by new technologies. In addition, the Board, its committees and individual

directors have participated in presentations and received educational information on a variety of topics, including crude oil marketing, information technology and its application to Secure's business and specific IFRS policies and their application to Secure's business. In 2018, these presentations included an overview with respect to accounting for asset retirement obligations and depreciation and depletion expense, a review of Secure's energy marketing risk policy, an overview of the new accounting standard on leases, and an update on the Corporation's information technology security programs.

In addition to the foregoing, Secure is aware that in 2018, Mr. Nugent completed several training sessions hosted by the Institute of Corporate Directors on a number of topics ranging from tax and accounting to advisory and governance related topics. Mr. Paterson attended Institute of Corporate Directors seminars on Digital Disruption and Cybersecurity.

ETHICAL BUSINESS CONDUCT

The Board first adopted a Code of Conduct on August 13, 2013. The Code of Conduct applies to all directors, officers and employees of the Corporation. A copy of the Code of Conduct may be obtained, upon request, from the Corporation and is available on SEDAR at www.sedar.com.

The Board expects directors, officers and employees to act ethically at all times and to acknowledge in writing their adherence to the Code of Conduct as a condition of their employment or continued employment. Any waivers from the Code of Conduct that are granted for the benefit of a director, officer or employee must be presented by the Chief Executive Officer to the Corporate Governance and Nominating Committee for its approval.

Each member of the Board must disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest.

NOMINATION OF DIRECTORS

The Corporate Governance and Nominating Committee serves as the nominating committee of the Board and is responsible for the nomination of directors. The Corporate Governance and Nominating Committee considers the skills and qualifications of existing directors and the long-term needs of the Corporation in respect of the Board and each of the committees thereof. The Corporate Governance and Nominating Committee, with the assistance of experienced independent advisors, identifies potential candidates and reviews the qualifications of potential candidates for the Board. In particular, the Corporate Governance and Nominating Committee assesses, among other factors, industry experience, functional expertise, financial literacy and expertise, board experience and diversity of background, and considers potential conflicts arising in connection with potential candidates for the Board. Upon such review, and after conducting appropriate due diligence, the Corporate Governance and Nominating Committee makes recommendations on candidates to the Board.

The Corporate Governance and Nominating Committee is composed of three "independent" directors within the meaning of NI 58-101. The Corporate Governance and Nominating Committee has been established to assist the Board in reviewing and making recommendations to the Board in respect of, among other things, the nomination of candidates for election to the Board. For further information concerning the responsibilities, powers and operations of the Corporate Governance and Nominating Committee, see the text of the Corporate Governance and Nominating Committee mandate attached as Schedule "C" hereto.

LIMITATION ON TENURE

The Board, on the recommendation of the Corporate Governance and Nominating Committee, has adopted term limits for members of the Board; the tenure of each individual director is limited to the earlier of 20 years of service or the director reaching 75 years of age. Upon the occurrence of either of these events for a director, such director's term expires at the close of the next annual meeting of Shareholders.

REMUNERATION OF DIRECTORS

The Board has established the Compensation Committee and delegated to it the responsibility of annually reviewing and recommending for the Board's approval the compensation paid by the Corporation to directors, officers and employees of the Corporation. The Compensation Committee's review of compensation paid to directors, officers and employees includes a consideration of all forms of compensation paid, both with regards to the expertise and experience of each individual and in relation to industry peers. The Compensation Committee may retain independent consultants to review and compare compensation arrangements within the industry.

The Compensation Committee is composed of three "independent" members of the Board within the meaning of NI 58-101.

For further information concerning the responsibilities, powers and operations of the Compensation Committee, see the text of the Compensation Committee mandate attached as Schedule "C" hereto.

BOARD COMMITTEES

The membership of each committee of the Board of Directors is set out below:

Audit Committee

- Kevin Nugent (Chair)
- Brad Munro
- Murray Cobbe
- Shaun Paterson

Compensation Committee

- Murray Cobbe (Chair)
- Brad Munro
- David Johnson

Corporate Governance and Nominating Committee

- Brad Munro (Chair)
- David Johnson
- Kevin Nugent

Health, Safety and Environment Committee

- David Johnson (Chair)
- Michele Harradence
- Dan Steinke
- Shaun Paterson

For additional information about Secure's Audit Committee, see "Audit Committee Information" in Secure's Annual Information Form dated February 26, 2019, which is filed at www.sedar.com.

OTHER BOARD COMMITTEES

Other than the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee, the only other standing committee of the Board of Directors is the Health, Safety & Environment Committee.

The Health, Safety & Environment Committee was formed by the Board to assist the Board in ensuring that the Corporation conducts its activities in such a manner as to promote sustainable development, the protection of human life, the preservation of the environment and the improvement of the communities in which it operates.

ASSESSMENTS

The Corporate Governance and Nominating Committee is responsible for making regular assessments of the overall performance, effectiveness and contribution of the Board, the Chairman and Lead Independent Director of the Board, each committee of the Board, each committee chair and each director, and reporting on such assessments to the Board. The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement. In addition to any other matters the Corporate Governance and Nominating Committee deems relevant, the assessments will consider in the case of the Board or a committee, the applicable mandate or charter, and in the case of individual directors, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the Board.

The Board completed its annual evaluation process in February of 2019 whereby each director completed a detailed written board evaluation questionnaire

which assessed the size, composition and effectiveness of the Board, each Committee of the Board and each individual member of the Board, including a peer review of each director. The results of the evaluation process were provided to the Chair of the Corporate Governance and Nominating Committee and the Lead Independent Director for analysis and will be reviewed by the Corporate Governance and Nominating Committee at its next meeting.

The Board intends to follow a substantially similar assessment process in 2020.

SUCCESSION PLANNING

The Board ensures the continuity of executive management by overseeing succession planning. As part of its mandate and annual workplan, the Corporate Governance and Nominating Committee reviews the succession plan for each senior officer, including the President and CEO. The Corporate Governance and Nominating Committee is specifically mandated to assist the Board in this regard by reviewing and making recommendations to the Board regarding succession planning issues. The Corporate Governance and Nominating Committee also reviews significant changes to the organization's structure as they arise, and their impact on executive roles. The Corporate Governance and Nominating Committee reviews its progress on succession planning on an annual basis, examines any gaps in succession plans and discusses ways to improve succession planning.

The Corporate Governance and Nominating Committee is responsible for ensuring that there is an orderly succession plan for the position of the President and CEO and other members of senior management and for ensuring the succession plan includes a process that would respond to an emergency situation which required an immediate replacement of the President and CEO or other key member of senior management. Once each year the Corporate Governance and Nominating Committee meets with the President and CEO to discuss succession plans for the President and CEO and other senior executive officers. As part of this annual process, the President and CEO meets with the Corporate Governance and Nominating Committee and reviews each position, the status of the incumbent, a review of the talent pool and the succession plan for each role.

The Board encourages the President and CEO to expose the Board to Secure's executive and high potential employees, both for succession planning and career development and to provide the Board with a broader perspective and context on issues relevant to Secure. These employees are invited to make presentations to the Board and are invited to functions where they can interact with the directors informally.

BOARD AND MANAGEMENT RENEWAL AND DIVERSITY

DIVERSITY

The Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee, has adopted a Board Composition Policy. The policy confirms the belief of the Board that a board of directors made up of highly qualified directors from diverse backgrounds facilitates a broader exchange of perspectives and promotes better corporate governance. Pursuant to the policy, the Corporate Governance and Nominating Committee, in reviewing board composition, will consider the benefits of all aspects of diversity in order to enable the Board to discharge its duties and responsibilities effectively. Additionally, in evaluating suitable candidates for nomination for election to the Board, the committee will also consider candidates on merit based on a balance of skills, background, experience and knowledge. The policy includes a requirement that search consultants retained by the Corporation to assist in identifying candidates for nomination for election to the Board will be instructed to ensure that women and minorities are included in the pool of candidates. The ultimate decision will be made by the Board based on merit and candidates shall be considered against objective criteria, having due regard for the benefits of diversity on the board,

including gender. Secure remains committed to meritocracy in the boardroom, which requires a diverse and inclusive culture where the views of all members of the Board are heard, their concerns are attended to and they serve an environment where bias, discrimination and harassment on the matter are not tolerated. The Board, on the recommendation of the Corporate Governance and Nominating Committee, adopted a target that at least 20% of the Board be comprised of women by 2020. Two of the 10 nominated directors at the Meeting are women.

Secure also values the importance of promoting the diversity of its executive officers and is aware of the benefit of seeking qualified female candidates with particular skills, knowledge and expertise required by the organization. As a result, management and the Board evaluates such candidates primarily by considering the candidate's knowledge, experience, education and suitability for the position, while informally considering factors, including gender, which promote diversity among its executive officers. Secure has not adopted specific numerical targets regarding numbers of women in executive officer positions, on the grounds that appropriate skills and experience must remain the primary criteria for such appointments, and out of a concern that the establishment of numerical targets could create a perception that women in executive officer roles have been appointed solely or primarily on the basis of their gender rather than their specific qualifications. Secure considers the level of representation of women in executive officer positions when making executive officer appointments, as part of a broader focus on diversity in our workforce and management.

As of the date hereof, one of the members of the Board of Directors is female (or 11.1%), and none of the executive officers of the Corporation are female (0%).

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com and on our website at www.secure-energy.com. Shareholders can receive copies of our financial statements and management's discussion and analysis by sending a request to the Corporation, 3600, 205 – 5th Avenue S.W., Calgary, Alberta T2P 2V7, telephone (403) 984-6100 or facsimile (403) 984-6101.

Financial information about the Corporation is provided in our consolidated financial statements and management's discussion and analysis for the year ended December 31, 2018.

"BE IT RESOLVED as an ordinary resolution of the holders of common shares of the Secure Energy Services Inc. (the "**Corporation**") that:

1. the unit incentive plan (the "**Unit Incentive Plan**") of the Corporation, as amended, as described in the management information circular of the Corporation dated March 7, 2019, is hereby confirmed and approved;
2. all unallocated awards comprised of Performance Share Units and Restricted Share Units (including common shares to be reserved for issuance pursuant to grants of such awards) under the Unit Incentive Plan are hereby approved;
3. the Corporation shall have the ability to grant performance share units and restricted share units until April 30, 2022, which is the date that is three years from the date of the shareholder meeting or which shareholder approval is being sought;
4. any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to do all things and to execute and deliver all documents and instruments as may be necessary or desirable to give effect to the true intent of these resolutions; and
5. notwithstanding that this resolution has been passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered to amend the form of the Unit Plan in order to satisfy the requirements or requests of any regulatory authority without requiring further approval of the shareholders of the Corporation or to revoke this resolution, without any further approval of the shareholders of the Corporation, at any time if such revocation is considered necessary or desirable by the directors.

MANDATE OF THE BOARD OF DIRECTORS**SECURE ENERGY SERVICES INC.**

In accordance with the recommendation of the Corporate Governance and Nominating Committee (the "Committee") the board of directors (the "Board") of Secure Energy Services Inc. (the "Corporation") wishes to formalize the guidelines pursuant to which the Board fulfills its obligations to the Corporation. The Board acknowledges the Corporate Governance Guidelines set forth in National Policy 58-201 ("NP 58-201") and the overriding objective of promoting appropriate behaviour with respect to all aspects of the Corporation's business. In consultation with the Committee, the Board will review and modify its mandate, as applicable, to reflect changes to the business environment, industry standards on matters of corporate governance, additional standards which the Board believes may be applicable to the Corporation's business, the location of the Corporation's business and its shareholders and the adoption and implementation of relevant laws and policies.

These guidelines are intended to be flexible and to provide direction to the Board in conjunction with its legal obligations and mandate from the shareholders to oversee and direct the affairs of the Corporation.

GENERAL BOARD RESPONSIBILITIES

As recommended by the provisions of NP 58-201, the Board explicitly acknowledges responsibility for the stewardship of the Corporation, including responsibility for the following:

1. to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer ("CEO") and other executive officers and ensuring that the CEO and other executive officers create a culture of integrity throughout the Corporation;
2. adopting a strategic planning process for the Corporation, approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of that business and monitoring performance against those plans;
3. identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate risk management systems; adopting policies and processes to identify business risks; addressing what risks are acceptable to the Corporation and ensuring that systems and actions are put in place to manage them;
4. in consultation with the CEO and the Committee, developing a succession plan for senior management of the Corporation;
5. approving the Corporation's policies and mandates, including, without limitation, this mandate of the Board, the mandates for the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Health, Safety and Environment Committee, the Whistleblower Policy, the Code of Business Conduct, the Corporate Disclosure Policy and the Policy on Trading in Securities;
6. ensuring that appropriate processes, controls and systems are in place for the management of the business and affairs of the Corporation and addressing applicable legal and regulatory compliance matters regarding the Corporation's financial and other disclosure, including the integrity of the internal control framework;
7. approving annual capital and operating plans and monitoring performance against those plans;
8. developing an approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation;

9. developing measures for receiving feedback from shareholders and other stakeholders on the business of the Corporation and other matters whether through investor relations, the CEO or other mechanics independent of management;
10. developing guidelines with respect to expectations and responsibilities of directors;
11. developing clear position descriptions for the chair of the Board, Lead Director and the chair of each board committee;
12. together with the CEO, developing a clear position description for the CEO, which includes delineating management's responsibilities;
13. developing or approving the corporate goals and objectives that the CEO is responsible for meeting;
14. in consultation with the Committee, establishing and maintaining an orientation program for new directors and such continuing education for all directors as the Board determines appropriate; and
15. conducting regular assessments to determine whether the Board, its committees and individual directors are contributing and functioning effectively.

COMPOSITION OF THE BOARD

1. *Criteria for the Board*

The majority of the Board shall be "independent" of the Corporation, within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees*. The Board is responsible for making the determination of whether a director is independent. It will be the responsibility of the Committee to implement a process for assessing the effectiveness of the Board, its committees and each individual Board member and the Committee shall review with the Board, on an annual basis, the results of its assessment.

2. *Size of the Board*

The size of the Board shall enable its members to effectively and responsibly discharge their responsibilities to the Corporation and to the shareholders of the Corporation. The demands upon the Board will likely evolve with the future growth and development of the Corporation. The size of the Board should be considered over time and within the context of the development of the business of the Corporation, the formation of committees, the workload and responsibilities of the Board and the required expertise and experience of members of the Board.

3. *Operation*

The Board will in each year appoint a chairman of the Board (the "Chair") and, if the Chair is not independent, a lead director ("Lead Director"). The Board retains the responsibility of managing its own affairs including selecting its Chair and, if applicable, Lead Director, nominating candidates for election to the Board upon recommendation of the Committee, constituting committees of the Board and determining compensation for the directors upon recommendation of the Compensation Committee. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act* (Alberta) (the "ABCA"), the Board may constitute, seek the advice of, and delegate certain powers, duties and responsibilities to, committees of the Board.

LEGAL REQUIREMENTS

1. The Board is responsible for meeting the Corporation's legal requirements and for properly preparing, approving and maintaining the Corporation's documents and records.
2. The Board has the statutory responsibility to:
 - a. manage 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 responsible, prudent people would exercise in comparable circumstances; and
 - d. act in accordance with its obligations contained in the ABCA and the regulations thereto, the articles and by-laws of the Corporation and other relevant legislation and regulations.
3. The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
 - a. any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - b. the filling of a vacancy among the directors or in the office of auditor;
 - c. the appointment of additional directors;
 - d. the issuance of securities except in the manner and on the terms authorized by the Board;
 - e. the declaration of dividends;
 - f. the purchase, redemption or any other form of acquisition of shares issued by the Corporation, except in the manner and on the terms authorized by the Board;
 - g. the payment of a commission to any person in consideration of such person's purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any shares of the Corporation;
 - h. the approval of management proxy circulars;
 - i. the approval of any financial statements to be placed before the shareholders of the Corporation at an annual general meeting; and
 - j. the adoption, amendment or repeal of any by-laws of the Corporation.

BOARD COMMITTEES

- The Board shall, at this time, have the following standing committees, each of which must report to the Board:
 1. Audit Committee;
 2. Corporate Governance and Nominating Committee;
 3. Compensation Committee; and
 4. Health, Safety and Environment Committee.
- The responsibilities of the foregoing committees shall be as set forth in the mandates for these committees as prescribed from time to time by the Board.

- The Board Committees shall be comprised of a sufficient number of "independent" directors so as to comply with applicable laws.
- Appointment of members to standing committees shall be the responsibility of the Board, having received the recommendation of the Committee, based upon consultations with the members of the Board. In this regard, consideration should be given to rotating committee members from time to time and to the special skills of particular directors. Committee chairs will be selected in accordance with the mandates of such committees. The committee chairs will be responsible for determining the agenda of meetings of their respective committees and for ensuring compliance with their committee mandates.
- The Board shall regularly assess the effectiveness of each of the standing committees. An assessment should consider, among other things, the mandate of each standing committee and the contribution of each member thereof.
- The Board may constitute additional standing committees or special committees with special mandates as may be required or appropriate from time to time. In appropriate circumstances, the committees of the Board shall be authorized to engage independent advisors as may be necessary in the circumstances.
- In discharging his or her obligations, an individual director may engage outside advisors, at the expense of the Corporation, in appropriate circumstances and subject to the approval of the Committee.

SELECTION OF NEW DIRECTORS & CHAIR OF THE BOARD

- The Board will ultimately be responsible for nominating and appointing new directors and for the selection of its Chair. However, initial responsibility for identifying and nominating Board members shall reside with the Committee.
- The process of identifying and recommending new directors shall be the responsibility of the Committee, following consultation with members of the Board at large.
- Invitations to join the Board should be extended by the Chair.
- New members of the Board should be provided with an orientation and education program as to the nature of the business of the Corporation, current issues, strategies and responsibilities of directors.

BOARD EXPECTATIONS OF SENIOR MANAGEMENT AND ACCESS TO SENIOR MANAGEMENT

- Management is responsible for the day to day operation of the Corporation.
- Upon invitation of the Board, members of management shall attend Board meetings in order to expose directors to key members of the management team, to provide reports in their specific areas of expertise and provide additional insight into matters being considered by the Board. The Board will typically schedule a portion of each meeting as a meeting solely of the independent directors.

REPORTING AND COMMUNICATION

The Board has the responsibility to:

1. verify that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
2. verify that the financial performance of the Corporation is reported to shareholders, other security holders and regulators on a timely and regular basis;
3. verify that the financial results of the Corporation are reported fairly and in accordance with generally accepted accounting principles recognized by the Chartered Professional Accountants of Canada;
4. verify the timely reporting of any other developments that have a significant and material impact on the value of the Corporation in accordance with the Corporation's Disclosure Policy; and
5. report to shareholders on its stewardship of the affairs of the Corporation for the preceding year as required by applicable securities laws.

MONITORING AND ACTING

The Board has the responsibility to:

1. review and approve the Corporation's financial statements and oversee the Corporation's compliance with applicable audit, accounting and reporting requirements;
2. verify that the Corporation operates at all times within applicable laws and regulations to the highest ethical and moral standards;
3. approve and monitor compliance with significant policies and procedures by which the Corporation operates;
4. recommend to shareholders the appointment of the Corporation's external auditor, pursuant to the recommendation of the Audit Committee, and in consultation with the Audit Committee, set the external auditor's compensation;
5. monitor the Corporation's progress towards its goals and objectives and work with management to revise and alter its direction in response to changing circumstances;
6. take such action as it determines appropriate when the Corporation's performance falls short of its goals and objectives or when other special circumstances warrant; and
7. verify that the Corporation has implemented appropriate internal controls and management information systems.

MANAGING RISK

The Board has the responsibility to:

1. identify and understand the principal risks of the Corporation's business, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that appropriate systems are in place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation;
2. review and assess the adequacy of the Corporation's risk management policies, systems, controls and procedures with respect to the Corporation's principal business risks; and

3. review the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities.

OTHER ACTIVITIES

- The Board may exercise or delegate any other powers consistent with this mandate, the Corporation's articles and by-laws, the ABCA and any other governing laws, as the Board deems necessary or appropriate.

MEETING PROCEDURES

- The members of the Board, the Corporate Secretary and a secretary to the meeting should be invited to any regularly constituted meeting of the Board. Officers or other persons shall attend by invitation only and for those elements of the meetings where their input is sought by the directors.

Adopted by the Board of the Corporation on December 9, 2009 and amended on February 5, 2010, March 27, 2013, November 7, 2013, March 1, 2016, May 2, 2017 and March 1, 2018.

OBJECTIVES

The Compensation Committee (the "Committee") is appointed by the board of directors (the "Board") of Secure Energy Services Inc. (the "Corporation") to assist the Board in fulfilling its oversight responsibilities with respect to the executive compensation and human resources policies of the Corporation.

The Committee acknowledges the corporate governance guidelines issued by the Canadian Securities Administrators in National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") and other regulatory provisions as they pertain to compensation matters. The objective of the Committee is to monitor the activities of the Corporation with respect to retaining and motivating employees and ensuring conformity between compensation and other corporate objectives.

The Committee's primary duties and responsibilities are to:

- consider and make recommendations to the Board regarding the compensation strategy and objectives of the Corporation;
- consider and make recommendations to the Board related to annual STI and advance STI payments;
- consider and make recommendations to the Board relating to incentive payments and programs, including security-based compensation plans;
- review the compensation disclosure in the Corporation's management information circular and proxy statement; and
- consider and make recommendations to the Board in respect of other compensation matters as appropriate.

The Committee will review and modify its mandate with regards to, and to reflect changes in, the Corporation's business environment, industry standards, matters of corporate governance, additional standards which the Committee believes may be applicable to the Corporation's business, the location of the Corporation's business and its shareholders and the adoption and implementation of applicable laws and policies.

COMPOSITION

The Committee shall consist of not less than three and not more than six directors, all of whom shall be "independent" as that term is defined in National Instrument 58-101 *Disclosure of Corporate Governance Practices* (as set out in Schedule "A" to the Mandate of the Corporate Governance Committee of the Corporation).

Compensation Committee members shall be appointed annually by the Board. The Board may fill any vacancy in the membership of the Committee at any time. The Chair of the Committee shall be appointed annually by the Board. If a Compensation Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

MEETINGS AND MINUTES

The Committee shall meet as often as necessary, provided that the committee shall meet not less than two times per year.

A meeting may be called by the Chair of the Committee, the Chief Executive Officer of the Corporation (the "CEO") or any member of the Committee. A notice of time and place of every meeting of the Committee shall be given in writing to each member of the Committee at least twenty-four hours prior to the time fixed for such meeting, unless waived by all members entitled to attend. Attendance of a member of the Committee at a meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

A quorum for meetings of the Committee shall require a majority of its members present in person or by telephone. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting will be chosen to preside by a majority of the members of the Committee present at that meeting.

The CEO shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair on a non-voting basis. Other management representatives shall be invited to attend as necessary on a non-voting basis. Notwithstanding the foregoing, the Chair of the Committee shall hold *in camera* sessions, without management present, at every meeting of the Committee.

Decisions of the Committee shall be determined by a majority of the votes cast.

The Committee shall appoint a member of the Committee, other officer of the Corporation, or legal counsel to act as secretary at each meeting for the purpose of recording the minutes of each meeting. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the secretary of the meeting.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair.

SCOPE, DUTIES AND RESPONSIBILITIES

SPECIFIC RESPONSIBILITIES

Pursuant to NP 58-201, the Committee is required to:

1. Act in an advisory capacity to the Board.
2. Review and approve corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives and determining (or making recommendations to the Board with respect to) the CEO's compensation level based on this evaluation.
3. Make recommendations to the Board with respect to senior management compensation, incentive-compensation plans and equity-based plans.
4. Recommend to the Board the granting of, awards or rights pursuant to any incentive-compensation plans.
5. Review and approve, prior to public disclosure, all public disclosure on executive compensation and produce a report on executive officer compensation for inclusion in the Corporation's management information circular and proxy statement.
6. Consider the implications of the risks associated with the Corporation's compensation policies and practices, including implementing practices to identify and mitigate compensation policies and practices that could encourage senior management to take inappropriate or excessive risks.

7. Review and make a recommendation to the Board regarding any employment contracts or arrangements with respect to the CEO and senior management, including any retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment.
8. As required, retain independent advice in respect of human resources and compensation matters and, if deemed necessary by the Committee, meet with such advisors.
9. Oversee the evaluation of, and report to the Board on, the performance of the management of the Corporation.
10. Conduct an annual performance evaluation of the Committee and each of its members including a review of the Committee's mandate.
11. Review the Corporation's compensation policies and guidelines.
12. Review and recommend to the Board any significant changes to the overall compensation program and the Corporation's objectives related to executive compensation.
13. Consider the adequacy and the nature of the compensation to be paid to the members of the Board and make recommendations to the Board in connection with the same.
14. Review and make recommendations to the Board in respect of indemnification and insurance for officers and directors.
15. Undertake such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.
16. Perform any other activities consistent with this Mandate, the Corporation's by-laws, and applicable law as the Committee or the Board deems necessary or appropriate.

COMMUNICATION, AUTHORITY TO ENGAGE ADVISORS AND EXPENSES

The Committee shall have direct access to such officers and employees of the Corporation and to any other consultants or advisors, and to such information respecting the Corporation it considers necessary to perform its duties and responsibilities.

Any employee may bring before the Committee, on a confidential basis, any concerns relating to matters over which the Committee has oversight responsibilities.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and other advisors, such engagement to be at the Corporation's expense. The Corporation shall be responsible for all other expenses of the Committee that are deemed necessary or appropriate by the Committee in order to carry out its duties.

Adopted by the Board of the Corporation on December 9, 2009, and amended on March 27, 2013, March 3, 2015 and March 1, 2016.

**MANDATE OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
SECURE ENERGY SERVICES INC.****OBJECTIVES**

The Corporate Governance and Nominating Committee (the "Committee") is appointed by the board of directors (the "Board") of Secure Energy Services Inc. (the "Corporation") to assist the Board in fulfilling its oversight responsibilities with respect to the corporate governance and nomination issues facing the Corporation.

The Committee acknowledges the corporate governance guidelines issued by the Canadian Securities Administrators in National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201"), and other regulatory provisions as they pertain to corporate governance matters. The objective of the Committee is to promote appropriate behaviour with respect to all aspects of the Corporation's business.

The purpose of the Committee is (a) to review and report to the Board on matters of corporate governance and Board composition and (b) to provide oversight review of the Corporation's systems for achieving compliance with legal and regulatory requirements. The Committee's oversight role regarding compliance systems shall not include responsibility for the Corporation's actual compliance with applicable laws and regulations.

The Committee will review and modify this mandate with regards to, and to reflect changes in, the business environment, industry standards on matters of corporate governance, additional standards which the Committee believes may be applicable to the Corporation's business, the location of the Corporation's business and its shareholders and the adoption and implementation of application of laws and policies.

COMPOSITION

The Committee shall consist of not less than three and not more than six directors, all of whom shall be "independent" as that term is defined in NI 58-101 (as set out in Schedule "A" hereto).

Committee members shall be appointed annually by the Board. The Board may fill any vacancy in the membership of the Committee at any time. The Chair of the Committee shall be appointed annually by the Board. If a Chair of the Committee is not designated or present, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

MEETINGS AND MINUTES

The Committee shall meet as often as necessary to carry out its responsibilities, provided that the committee shall meet not less than once per year.

A meeting may be called by the Chair of the Committee, the Chief Executive Officer of the Corporation (the "CEO") or any member of the Committee. A notice of time and place of every meeting of the Committee shall be given in writing to each member of the Committee at least twenty-four hours prior to the time fixed for such meeting, unless waived by all members entitled to attend. Attendance of a member of the Committee at a meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

A quorum for meetings of the Committee shall require a majority of its members present in person or by telephone. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting will be chosen to preside by a majority of the members of the Committee present at that meeting.

The CEO shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair on a non-voting basis. Other management representatives shall be invited to attend as necessary on a non-voting basis. Notwithstanding the foregoing, the Chair of the Committee shall hold *in camera* sessions, without management present, at every meeting of the Committee.

Decisions of the Committee shall be determined by a majority of the votes cast.

The Committee shall appoint a member of the Committee, other officer of the Corporation, or legal counsel to act as secretary at each meeting for the purpose of recording the minutes of each meeting. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the secretary of the meeting.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair.

SCOPE, DUTIES AND RESPONSIBILITIES

MANDATORY DUTIES

Pursuant to NI 58-101 and NP 58-201, the Committee is required to:

1. Bring to the attention of the Board such corporate governance issues as are necessary for the proper governance of the Corporation and to develop the approach of the Corporation in matters of corporate governance, including the written statement of corporate governance principles applicable to the Corporation as set forth in the Corporation's annual information circular, and to make recommendations to the Board with respect to all such matters.
2. Assess and report to the Board in respect of matters relating to the ongoing composition of the Board, including:
 - (a) recommending to the Board criteria for the composition of the Board and the selection of directors;
 - (b) assessing the competencies and skills each existing director possesses;
 - (c) considering the appropriate size of the Board, with a view to facilitating effective decision making;
 - (d) identifying, either directly or with the assistance of a search firm, candidates for membership on the Board and review their competencies and skills, including their ability to satisfy the criteria approved by the Board, their ability to devote sufficient time and resources to his or her duties as a director (taking into account other responsibilities that may interfere with Board membership) and the independence and financial literacy of the candidate;
 - (e) establishing, implementing and executing procedures to evaluate the independence, performance and effectiveness of the Board, Board committees, all individual directors, the Chair and committee chairs (other than this Committee chair) and review with the Board on an annual basis the results of the assessment and, based upon the evaluation of each director, recommend to the Board whether such director should be nominated for re-election at the next annual meeting of shareholders at which he or she is eligible to be elected; and
 - (f) identifying responsibilities that may materially interfere with or be incompatible with Board membership.
3. Recommend to the Board those directors it considers qualified for appointment to each committee of the Board. If a vacancy occurs at any time in the membership of any Board committee, the Committee will recommend to the Board a person or persons for appointment as a member to fill such vacancy.

4. Review and make recommendations to the Board regarding succession planning issues with respect to the members of the Board (including the Chair of the Board) and senior management.
5. Review and periodically reassess position descriptions for the Chair, the President and Chief Executive Officer, Lead Director, Chair of the Board and chair of each Board committee.
6. Establish structures and procedures to permit the Board to function independently of management.
7. Recommend Board committees, including the independence of the members nominated thereto; review the need for, and the performance and suitability of, those committees; and make such adjustments as are deemed necessary from time to time, all in conjunction with the Chair and the relevant committees of the Board.
8. Oversee the development, implementation and disclosure of the ongoing director education program including, as appropriate, education sessions on the Corporation's business by way of presentations and operating site visits, individual or group education sessions from internal personnel or external consultants on topics of importance to directors and the Corporation, and recommended formal educational opportunities through appropriate organizations to be made available to individual directors and paid for by the Corporation.
9. Assess and report to the Board with respect to the Corporation's orientation and education program for new directors.
10. Monitor compliance with, and review and approve, if considered appropriate, all proposed waivers to, the Corporation's Code of Business Conduct and Ethics.
11. Conduct an annual performance evaluation of the Committee and each of its members including a review of the Committee's mandate.
12. If a director proposes to engage outside advisors, consider such proposal and make a recommendation to the Board.
13. Monitor and assess the effectiveness of the corporate governance policies and procedures of the Corporation.
14. Ensure that the Corporation's governance practices are fully disclosed in the Corporation's management information circular or annual information form, as appropriate.
15. Review the policies, programs and practices of the Corporation and monitor the adequacy of compliance systems in the following areas:
 - (a) corporate and securities law (including insider trading and self-dealing);
 - (b) stock exchange listing standards;
 - (c) anti-trust and competition law;
 - (d) regulation of employment practices;
 - (e) code of business conduct and ethics;
 - (f) corporate policy on conflicts of interest;
 - (g) corporate policy with respect to communications and disclosure; and
 - (h) such other areas of regulatory law and corporate policy statements as the Committee considers appropriate from time to time.
16. Report and make recommendations to the Board on such areas of regulatory and corporate compliance as are considered appropriate from time to time.
17. Perform any other activities consistent with this mandate, the Corporation's bylaws and applicable law as the Corporation or the Board deems necessary or appropriate.

COMMUNICATION, AUTHORITY TO ENGAGE ADVISORS AND EXPENSES

The Committee shall have direct access to such officers and employees of the Corporation and to any other consultants or advisors, and to such information respecting the Corporation it considers necessary to perform its duties and responsibilities.

Any employee may bring before the Committee, on a confidential basis, any concerns relating to matters over which the Committee has oversight responsibilities.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and other advisors, such engagement to be at the Corporation's expense. The Corporation shall be responsible for all other expenses of the Committee that are deemed necessary or appropriate by the Committee in order to carry out its duties.

Adopted by the Board of the Corporation on December 9, 2009 and amended on February 5, 2010, March 3, 2011, March 27, 2013, March 3, 2015 and March 1, 2018.

Schedule "A"

National Instrument 58-101

Standard of "Independence"

1. A committee member is independent if he or she has no direct or indirect material relationship with the Corporation.
2. For the purposes of paragraph 1, a "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.
3. Despite paragraph 2, the following individuals are considered to have a material relationship with the Corporation:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the Corporation;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the Corporation;
 - (c) an individual who:
 - (i) is a partner of a firm that is the Corporation's internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the Corporation's internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Corporation's current executive officers serves or served at that same time on the entity's compensation committee; and
 - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Corporation received, more than \$75,000 in direct compensation from the Corporation during any 12 month period within the last three years.
4. Despite paragraph 3 above, an individual will not be considered to have a material relationship with the Corporation solely because: (a) he or she had a relationship identified in paragraph 3 if that relationship ended before March 30, 2004; or (b) he or she had a relationship identified in paragraph 3 by virtue of paragraph 8 if that relationship ended before June 30, 2005.

5. For the purposes of paragraphs 3(c) and 3(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
6. For the purposes of paragraph 3(f), direct compensation does not include:
 - (a) remuneration for acting as a member of the Board or of any committee of the Board; and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation if the compensation is not contingent in any way on continued service.
7. Despite paragraph 3, an individual will not be considered to have a material relationship with the Corporation solely because the individual or his or her immediate family member:
 - (a) has previously acted as an interim chief executive officer of the Corporation, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the Board or of any committee of the Board on a part-time basis.
8. For the purposes of paragraphs 1 through 7, the Corporation includes a subsidiary entity of the Corporation and a parent of the Corporation.