

MANDATE OF THE COMPENSATION COMMITTEE

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. Last reviewed and/or amended February 24, 2020.