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# TRICAN WELL SERVICE LTD.

## CORPORATE GOVERNANCE COMMITTEE

### MANDATE AND TERMS OF REFERENCE

#### **CONSTITUTION**

There shall be a committee, to be known as the Corporate Governance Committee (the “**Committee**”), of the board of directors (the “**Board**”) of Trican Well Service Ltd. (the “**Corporation**”). The Committee has the oversight responsibility and specific duties described below.

#### **PURPOSE**

The Committee is responsible for developing the approach of the Corporation to matters concerning corporate governance, including issues of diversity and inclusion, sustainability as well as environmental, social and governance issues (“**ESG**”).

The objectives of the Committee are to assist the Board in developing such systems, policies and procedures as may be necessary to endeavour to maintain best practices and, from time to time, to review and make recommendations to the Board as to such matters.

#### **COMMITTEE COMPOSITION**

1. The Committee shall be comprised of a minimum of three directors, or such greater number as the Board may from time to time determine, all of whom are “independent” from management and the Corporation (all in accordance with the definition of “**independent**” set out in section 1.4 of Multilateral Instrument 52-110 – Audit Committees, as amended from time to time).
2. The Committee members shall be free from any business or other relationship with the Corporation that may, or may reasonably be perceived to, interfere with the exercise of their independence or independent judgment from management and the Corporation.
3. The Board shall designate one of the members of the Committee, who shall be independent, to be the chair of the Committee (the “**Chair**”). If the Chair of the Committee cannot be present at any meeting of the Committee, the Chair will, in advance of the meeting, designate another member of the Committee, as Chair. Failing which, the Committee Chair will be chosen from among the members present.
4. Any members may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.

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## **COMMITTEE SECRETARY**

The Corporation's Corporate Secretary, or designate, will attend at and be the secretary of all Committee meetings.

## **COMMITTEE MEETINGS**

Subject to the Corporation's Articles and By-Laws, the time and place of Committee meetings and the procedures at such meetings will be determined by the members provided that:

1. At all Committee meetings, every question will be decided by a majority of the votes cast. In case of an equality of votes, the Chair shall not be entitled to a second or casting vote and the vote shall fail.
2. A quorum for meetings will be a majority of Committee members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. In circumstances where a quorum cannot be constituted, the Chair of the Board may be considered in establishing quorum and will be entitled to vote for the duration of the meeting.
3. The rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. The Committee will meet at least semi-annually, and at such other times at the Chair may determine.
5. Agendas, approved by the Chair, along with background information will be circulated to Committee members on a timely basis prior to the Committee meetings. The Committee members, Board and management may recommend agenda items. The agenda for each meeting will be subject to approval at the start of each meeting.
6. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it deems fit from time to time to attend at meetings of the Committee and to assist in the discussion and consideration of the matters being considered.
7. At each meeting, the members of the Committee will meet *in camera* without the participation of non-independent directors or of management.
8. Minutes of the Committee's meetings will be recorded and maintained by the Corporate Secretary or designate, and shall be made available to all directors of the Board upon request.
9. The Committee will report the results of meetings and reviews undertaken and any associated recommendations to the Board.
10. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated by the Chair to the Chair of the Board and/or the Lead Director, as applicable.

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## **MANDATE AND RESPONSIBILITIES OF THE COMMITTEE**

In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:

### **1. Board and Committee Governance**

- a) Annually reviewing the mandates of the Board and its committees, and other governance policies, including the Corporation's policies with respect to diversity and inclusion, sustainability and ESG matters, and recommending to the Board for approval any amendments to those mandates and policies as the Committee deems necessary or desirable;
- b) Reviewing on a periodic basis the composition of the Board and ensuring that an appropriate number of independent directors sit on the Board, analyzing the needs of the Board and recommending nominees who meet such needs; and
- c) Developing, for the review and approval of the Board, position descriptions outlining the duties and responsibilities of the Chair of the Board, the Lead Director of the Board, the Chair of each of the Board committees and the President and Chief Executive Officer (the "**CEO**"), as applicable.

### **2. Board and Committee Effectiveness**

- a) Assessing, at least annually, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors, including considering the appropriate size of the Board;
- b) Making recommendations to the Board as to which directors should be classified as "**independent**" directors pursuant to any such report or circular;
- c) As required, developing, for approval by the Board, an orientation and education program for new recruits to the Board and continuing education for existing directors;
- d) Acting as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board;
- e) Developing and recommending to the Board for approval, and periodically reviewing, structures and procedures designed to ensure that the Board can function effectively and independently of management; and
- f) Reviewing the membership of each Board committee and, where appropriate, make recommendations to the Board regarding potential changes to such membership.

### **3. Operational Oversight**

- a) Making recommendations to the Board regarding appointment of the CEO;
- b) Establishing, reviewing and updating periodically a business ethics policy and ensuring that management has established a system to monitor compliance with this policy;

- c) Reviewing management's monitoring of the Corporation's compliance with the organization's business ethics policy;
- d) Providing oversight responsibilities on the Governance and Social aspects ESG matters at the Corporation. Governance involves all aspects of corporate activities including, without limitation, board and management structure, the Corporation's policies, standards, disclosures and compliance practices. The Social aspect covers community engagement, social investment, First Nations relationship, and human capital issues such as diversity and inclusion;
- e) Overseeing the Corporations general strategy as it relates to ESG matters;
- f) Reviewing, monitoring and reporting to the Board on actions and initiatives undertaken by the Corporation to manage and mitigate any risks related to ESG matters; and
- g) Assessing on a periodic basis the effectiveness of the Board and Management Diversity and Inclusion Policy.

#### **4. Disclosure and Reporting**

- a) Preparing and recommending to the Board annually a statement of corporate governance practices and/or any similar disclosure to be included in the Corporation's annual report or information circular as required by Form 58-101F1, as amended from time to time and any other regulatory obligation;
- b) Reviewing and approving the Corporation's communications and disclosure policies and practices with a view to ensuring that the Corporation communicates effectively with its shareholders, other interested parties and the public in accordance with all applicable laws and regulations; and
- c) Providing oversight of the Corporations voluntary disclosure on ESG matters including any sustainability reports and related ESG audits.

#### **5. Nomination and Election**

- a) Identifying and recommending suitable candidates for nominees for election or appointment as directors, and recommending the criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors; and
- b) Monitoring the tenure and retirement of directors, including the skills and characteristics of the directors.

#### **6. ESG and Climate Matters**

- a) Review and recommend to the Board, at least once a year, on the following matters:
  - (i) development and revision of the Corporation's ESG objectives, frameworks and targets in alignment with the Corporation's overall business strategy, priorities and risk profiles;
  - (ii) the Corporation's progress and performance with meeting its ESG objectives and targets; and

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- (iii) review and report on ESG trends, best practices, developments and stakeholder expectations together with recommendations on how to improve the Corporation's ESG initiatives, targets and reporting; and
  - (iv) sign off on the ESG or sustainability report prepared for publication by the Corporation, and thereafter recommend same to the Board of Directors for approval; and
- (b) Provide oversight of climate and core environmental matters that has potential to impact the Corporation's activities, businesses or strategies including, without limitation, low carbon and climate change impacts, GHG emissions, technology initiatives directed to reducing the Corporation's or its customers carbon footprints in the environment, advancing sustainable business operations with low carbon emission equipment and helping drive management's strategic plan on environmental sustainability, as well as monitor the Corporation's compliance with regulatory requirements on climate, emission reduction and core environmental matters.

## **7. Advisors and Other Third Parties**

- a) Considering and, if thought fit, approving requests from individual members of the Committee of the engagement of special advisors from time to time;
- b) Retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice to assist in fulfilling their responsibilities at the expense of the Corporation and without any further approval of the Board; and
- c) Reviewing and monitoring the work of any third-party advisors or auditors engaged in the review of ESG matters.