
TRICAN WELL SERVICE LTD.
SAFETY, HUMAN RESOURCES AND COMPENSATION COMMITTEE
MANDATE AND TERMS OF REFERENCE

CONSTITUTION

There shall be a committee, to be known as the Safety, Human Resources and Compensation 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 and overseeing the Corporation’s policies, practices and systems regarding human resources, compensation, talent management, succession planning and management performance, as well as providing oversight of operational matters, including workplace safety, reliability and health of equipment, field operations and personnel, in addition to small oil spills and non-core environmental issues.

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 for a particular meeting 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.

COMMITTEE SECRETARY

The Corporation's Corporate Secretary, or such other person designated by the Committee, 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 Chairman 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 three times a year, 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 Chairman of the Board and/or the Lead Director, as applicable.
11. Agendas, approved by the Chair, shall be circulated to the Committee members along with background information in a timely manner prior to the Committee meetings.

MANDATES 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:

Compensation Programs

- a) Reviewing on a regular basis the compensation policies and practices and overall remuneration philosophy of the Corporation and, where appropriate, make recommendations to the Board regarding substantive changes to such compensation policies and practices and overall philosophy to improve the Corporation's ability to recruit, retain and motivate employees;
- b) Reviewing and recommending to the Board performance objectives and the compensation package for the President and Chief Executive Officer ("**CEO**") and evaluating the CEO's performance in light of those objectives and making recommendations to the Board with respect to the CEO's compensation level based on this evaluation;
- c) Recommending to the Board, taking into account the advice of the CEO, the compensation, including bonuses, and benefits package for senior executive positions within the Corporation;
- d) Reviewing and recommending to the Board retainers, fees, deferred stock unit ("**DSU**") and any other compensation to be paid to members of the Board and its Committees;
- e) Reviewing management's recommendations for proposed stock option or other equity-based compensation plans and making recommendations in respect thereof to the Board; and
- f) Considering and if appropriate establishing targets or criteria for the payment of senior executive bonuses.

Succession Planning

- a) Meeting with the CEO at least once a year to evaluate CEO performance relative to performance criteria in the prior year and to set performance criteria for the coming year; and
- b) Review on an annual basis the Corporation's management succession plan to ensure that qualified personnel will be available for succession to executive positions and report to the Board on the status of such plan annually.

Compensation Disclosure

- a) Reviewing director and executive compensation disclosure required by applicable securities laws to be made by the Corporation including the Statement of Executive Compensation required to be included in the information circular – proxy statement of the Corporation.

Health Safety and non-core Environment Oversight

- a) Reviewing, and recommending to the Board for approval, fundamental policies pertaining to health, safety and non-core environment ("**HSE**") having the potential to impact the Corporation's activities and strategies;
- b) Reviewing periodically, and no later than once every quarter, the safety dashboards monitoring the Corporation's safety performance statistics and regularly report to the Board on such matters;

- c) Reviewing report on all safety incidents, in which the Corporation has an obligation under the applicable rules and regulations to file a report;
- d) Reviewing the implementation of management's responding action plans with respect to material findings;
- e) Reviewing the Corporation's internal control systems in the areas of health and safety and its strategies and policies regarding health and safety;
- f) Reviewing and reporting to the Board on:
 - i) the Corporation's performance with respect to compliance with all applicable laws, regulations and its policies with respect to HSE on a quarterly basis;
 - ii) emerging trends, issues and regulations related to HSE that are relevant to the Corporation;
 - iii) the findings of any significant report by regulatory agencies, external HSE consultants or auditors concerning the Corporation's performance in health and safety and any necessary corrective measures taken to address issues and risks that have been identified by the Corporation, external auditors or by regulatory agencies with regard to the Corporation's performance in the areas of health and safety; and
 - iv) the result of any review with management, outside consultants and legal advisors of the implications of major corporate undertakings such as the acquisition or expansion of facilities or decommission of facilities; and
- g) Considering and reviewing any third party reports on the Corporation's performance with respect to health, safety, and any small oil spills;
- h) Investigating any activity of the Corporation that has an impact on health or safety (with which investigations all employees of the Corporation shall cooperate as requested by the Committee).

Advisors and Other Third Parties

- a) Retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice to assist in filling their responsibilities at the expense of the Corporation and without any further approval of the Board.

Short-Term Incentive Plan

- a) Administrate the short term incentive plan which may include:
 - i) establishing, reviewing and approving annual scorecard; and
 - ii) approving the bonus target levels for the Corporation's Officers.