

TRICAN WELL SERVICE LTD.

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

MANDATE AND TERMS OF REFERENCE

CONSTITUTION

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

PURPOSE

The Committee is responsible for overseeing the development of, and monitoring, the Corporation’s policies, practices and systems regarding health, safety, environmental and climate-related 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” (in accordance with the definition of “**independent**” set out in section 1.4 of National 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 designated substitute chair of the Committee will preside at the meeting. Failing which, the Committee Chair will be chosen from among the members present.
4. Any member 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 their 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 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, who is an *ex-officio* member of the Committee, may be considered in establishing a 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 four times a year and at such other times as 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 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 the 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 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 management.
8. Minutes of the Committee's meetings will be recorded and maintained by the Corporate Secretary or their designate and shall be made available to all directors of the Board upon request.
9. The Committee will report on 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 shall be communicated by the Chair to the Chair of the Board.

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. Health, Safety and Environment Oversight

- a) Reviewing and recommending to the Board for approval fundamental policies and practices related to health, safety, environment and climate-related matters 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 reports on all material safety incidents, in which the Corporation has an obligation under applicable legislation and regulatory requirements to file a report;
- d) Reviewing the implementation of management's action plans with respect to material findings following a safety incident;
- e) Reviewing the Corporation's internal control systems, in conjunction with the Audit Committee, in the areas of health, safety, environment and climate-related matters and its strategies and policies regarding health, safety, environment and climate-related matters;
- f) Oversee the identification, assessment and management of material HSE and climate-related risks, including ensuring risk exposures are appropriately mitigated, monitored and aligned with the Corporation's risk appetite and regulatory obligations;
- g) Receive and evaluate reporting on critical HSE incidents, trends and risk controls, challenging management as appropriate to ensure effective governance, continuous improvement, and protection of the Corporation's reputation and any applicable permits or licence to operate;
- h) Reviewing and reporting to the Board on:
 - i) emerging trends, issues and regulations related to health, safety, environment and climate-related matters that are relevant to the Corporation;
 - ii) the findings of any significant report by regulatory agencies, external HSE consultants or auditors concerning the Corporation's performance in health, safety, environment and climate-related matters and any necessary corrective measures taken to address issues and risks that the Corporation, external auditors or regulatory agencies have identified concerning the Corporation's performance in the areas of health, safety, environment and climate-related matters; and
 - iii) 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;
- i) Overseeing management's processes for identifying, assessing, and managing environmental and climate-related risks, including impacts on operations, strategy, and regulatory compliance;
- j) Overseeing management's identification, assessment and management of environmental and climate-related risks, including associated policies, processes and controls; review the adequacy of mitigation measures and performance monitoring; and oversee the integrity of internal and external disclosure relating to such matters;
- k) Considering and reviewing the reports from management on the Corporation's performance with respect to health, safety, environment and climate-related matters;
- l) Reviewing the Corporation's disclosure related to health, safety, environment and climate-related matters, including the Corporation's sustainability update or report;

- m) Considering and reviewing any third-party reports on the Corporation's performance with respect to health, safety, and environment; and
- n) Investigating any activity of the Corporation that has an impact on health, safety, environment and climate-related matters (with which investigations all employees of the Corporation shall cooperate as requested by the Committee).

2. **Advisors and Other Third Parties**

- a) Retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice (the "**Advisors**") to assist in fulfilling their responsibilities at the expense of the Corporation and without any further approval of the Board;
- b) Approve the scope of work and fees of the Advisors; and
- c) Keep the Board apprised of both the selection of the Advisors and the Advisors' findings through the Committee's reports to the Board.