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

CONSTITUTION

There shall be a committee to be known as the 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 responsibilities 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 (other than board compensation), talent management, succession planning and management performance.

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. Compensation Programs

a) Reviewing on a regular basis the compensation policies and practices and overall remuneration philosophy of the Corporation (other than Board compensation) 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 management's recommendations for proposed stock options or other equity-based compensation plans and making recommendations in respect thereof to the Board;

e) Considering and establishing, if appropriate, targets or criteria for the payment of senior executive bonuses; and

f) Reviewing the Corporation's compliance with applicable laws, regulations, corporate policies, and procedures with respect to the Corporation's compensation philosophy.

2. Compensation Disclosure

a) Reviewing 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 Corporation's management information circular.

3. Short-Term Incentive Plan

a) Administer 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.

4. Succession Planning and Diversity

a) Meet 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;

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; and

a) Exercise oversight, receive and review management's annual company-wide diversity report (including executives and management) pursuant to the Corporation's Diversity and Inclusion Policy.

5. Oversight of Compensation, Talent and Culture Risks

a) Oversee compensation-related risks, including the design and implementation of remuneration programs, to ensure alignment with the Corporation's strategy, risk appetite, regulatory requirements, and avoidance of excessive or misaligned risk-taking incentives;

b) Monitor executive talent and succession risks, ensuring robust succession planning, leadership continuity, and depth of capability to mitigate risks associated with unexpected departures, skills gaps, and evolving business needs; and

c) Oversee culture, conduct and compliance risks, including risks arising from business ethics, diversity and inclusion practices, and compensation governance, to support a strong organizational culture, regulatory compliance, and protection of the Corporation's reputation.

6. 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.