

## 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 to ensure that the Corporation is able to secure and maintain the employment of persons with the talent to enable the Corporation to meet its long term business objectives and maintain its business strategies;
- » consider and make recommendations to the Board related to annual short term incentives ("STI");
- » consider and make recommendations to the Board relating to medium and longer term incentive payments and programs, including security-based compensation plans;
- » review and make recommendations to the Board in respect of the compensation disclosure in the Corporation's management information circular and any other disclosure with respect to compensation to be included in any other public disclosure documents of the Corporation;
- » ensure that executive compensation is aligned with the objectives of the Corporation and its shareholders;
- » review and make recommendations to the Board in respect of the Corporation's human resources policies, practices and structures; and
- » consider and make recommendations to the Board in respect of other compensation and human resources matters as appropriate.

The Committee will periodically 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). In accordance with section 115(2) of the *Business Corporations Act* (Alberta), at least 25

percent of the members of the Committee shall be Canadian residents or such other amount prescribed by such legislation from time-to-time.

Compensation Committee members shall be appointed annually by the Board, provided that any member may be removed or replaced as a member of the Committee at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of 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, by telephone, by video conference or by combination of any of the foregoing. 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, an 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, in such form as approved by the Committee. The Committee shall, after each meeting, report to the Board the results of its activities and reviews undertaken and make recommendations to the Board as deemed appropriate. 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 and in accordance with the Corporation's internal compensation and human resources policies and programs, the Committee is required to:

1. Act in an advisory capacity to the Board, including overseeing the Corporation's general approach to the development and approval of board, executive, senior management and staff compensation in a way that supports the Corporation's overall strategic objectives.
2. Review and approve corporate goals and objectives relevant to CEO compensation, evaluating at least annually the CEO's performance in light of those corporate goals and objectives, the Corporation's performance, the compensation levels of the CEO relative to the Corporation's peer group of companies (the "Compensation Peer Group") and the results of the Corporation's most recent shareholder advisory vote on executive compensation ("Say on Pay Vote"), which the Corporation intends to hold every three years, and determining (or making recommendations to the Board with respect to) the CEO's compensation level based on this evaluation.
3. Review and make recommendations to the Board with respect to determining the appropriate compensation for members of senior management including appropriate incentive-compensation plans and equity-based plans, which recommendations shall be based on, among other things, the Corporation's performance, the compensation levels of senior management relative to the Compensation Peer Group and the results of the Corporation's most recent Say on Pay Vote.
4. Review and make recommendations to the Board about the granting of awards or rights pursuant to any incentive-compensation plans, which shall include the ability to adopt, amend and terminate such plans in response to the performance of the Corporation and the results of the most recent Say on Pay Vote.
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.
6. Consider the implications of the risks associated with the Corporation's compensation policies and practices to determine whether they involve risks that are reasonably likely to have a materially adverse impact on the Corporation, 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 recommendations to the Board regarding any employment contracts or arrangements with respect to the CEO and senior management, including any change of control agreements, indemnification agreements, retiring allowance arrangements, severance arrangements or plans or any similar arrangements to take effect in the event of a termination of employment.
8. As determined by the Committee, retain independent advice in respect of human resources and compensation matters and, if deemed necessary by the Committee, meet with such advisors.
9. Review and, as appropriate, pre-approve the provision of services by compensation consultants and advisors, including services other than compensation services provided for members of the Board or senior management, and, as applicable, make recommendations to the Board in respect of any disclosure of such services that is required to be included in the Corporation's management information circular.
10. Oversee the evaluation of, and report to the Board on, the performance of the management of the Corporation.
11. Conduct an annual performance evaluation of the Committee and each of its members, including a review of the Committee's mandate, and present the results of such evaluation to the Board.
12. Review and recommend incentive-compensation plans and any amendments thereto or interpretations thereof to the Board for approval.
13. As appropriate, administer the Corporation's Unit Incentive Plan in accordance with the terms thereof.
14. Review the Corporation's compensation policies and guidelines.
15. Select, from time to time, the Compensation Peer Group to be used for assessing executive compensation and review the compensation practices of the members of the Compensation Peer Group to ensure the Corporation's compensation practices are aligned with the Compensation Peer Group as a whole.
16. Review and recommend to the Board any significant changes to the overall compensation program and the Corporation's objectives related to executive compensation.
17. 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, including recommendations regarding annual retainer, meeting and special committee meeting fees for Board members, members of any committee of the Board and the chair of each such committee, to ensure that the compensation of Board members is reflective of the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of the various committees of the Board.

18. Review and make recommendations to the Board in respect of indemnification and insurance for officers and directors.
19. Review and make recommendations to the Board in respect of the results of any Say on Pay Vote.
20. Ensure that compensation plans and employee benefit programs are administered in accordance with applicable laws, stock exchange policies and the Corporation's compensation objectives.
21. Consider and make recommendations to the Board in respect of the link between executive compensation and the Corporation's performance on both short- and long-term environment, social and governance (ESG) goals and targets, and, as applicable, review any disclosure in the Corporation's sustainability report in respect of the link between compensation and ESG goals and targets.
22. Review and make recommendations to the Board in respect of management's assessment of the Corporation's significant human resources risks and the effectiveness of its human resources programs to manage those risks.
23. Review and recommend to the Board any industry, regulatory and compensation governance principles and their possible impact on the Corporation's compensation and human resources policies, including making recommendations about practices and amendments to improve the Committee's mandate and the Corporation's overall approach to compensation.
24. 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.
25. 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, including the books and records of the Corporation and its subsidiaries, it considers necessary to perform its duties and responsibilities.

Any employee may bring before the Committee, on a confidential basis, any concerns relating to the Committee's primary duties and responsibilities set out above; in addition an employee may also raise concerns on matters over which the Committee has oversight responsibilities via the Corporation's whistleblower procedures.

The Committee has the authority to engage independent counsel and other advisors, including compensation consultants or 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 Committee has the authority to evaluate whether any compensation consultant or advisor or human resources consultant retained or to be retained has any conflict of interest. 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 April 27, 2021.