

MANDATE OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

OBJECTIVES

The Human Resources and 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 executive compensation and human resources matters.

In accordance with National Policy 58-201 *Corporate Governance Guidelines*, the purpose of the Committee is to:

- (a) act in an advisory capacity to the Board;
- (b) together with the Board, establish assessment criteria to ensure the chief executive officer of the Corporation (the "CEO") is effectively performing the duties, competencies and skills expected of him or her and as set out under the position description for the CEO, and to encourage continuous improvement;
- (c) assist the Board in fulfilling its oversight responsibilities in relation to compensation and benefits;
- (d) assist the Board in assessing the composition of senior management, and identify individuals qualified to become members of senior management with the objective of attaining a proper balance of experiences, competencies and attributes;
- (e) monitor and assess the Corporation's approach to the compensation of its directors, senior management and employees;
- (f) 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 and proxy statement; and
- (g) conduct an annual performance evaluation of the Committee.

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 & Nominating 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.

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 the Chair of the Committee is not designated or present, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

At least one member of the Committee must have knowledge of, and experience in dealing with, executive compensation matters generally comparable to the issues that can reasonably be expected to be raised on the Corporation's compensation matters.

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 ground 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

Compensation Decisions

The Committee is entitled to rely in good faith on information and advice provided to it by management, consultants, legal counsel and other advisors as the Committee considers appropriate, but may not make compensation recommendations and decisions that are the subject of this Mandate solely in reliance on such information and advice.

Performance Based Compensation

The Committee shall assess the linkage of pay to performance to ensure that total compensation packages vary appropriately with corporate performance outcomes. Among other requirements associated with such performance-based assessments, the Committee shall:

- (a) review meaningful and measurable corporate goals for performance-based compensation and the payment tied to the achievement of those goals;
- (b) review the potential results of its compensation programs under a variety of scenarios to ensure that the Committee has an understanding of the linkage between shareholder interests and senior management payouts; and
- (c) together with the Board and the Corporate Governance & Nominating Committee, ensure that significant leverage has been built into the compensation package for exceptional performance, versus "ordinary" performance, versus inadequate performance and ensure that the intended relationship between pay and performance is appropriate and that, in aggregate, the resulting compensation package under various performance scenarios is reasonable, not excessive, and will deliver the intended differentiation of compensation value based on corporate performance.

Compensation of Chief Executive Officer

The Committee shall:

- (a) annually review and recommend for approval to the Board corporate objectives and objectives specific to the CEO in connection with CEO compensation;
- (b) assist the Board in evaluating the CEO's performance in light of those objectives;
- (c) assess and recommend for approval to the Board the CEO's compensation level (considering all elements of the compensation package) based on the Board's evaluation of the CEO's performance in light of applicable objectives; and
- (d) in determining the long-term incentive component of the CEO's compensation, consider:
 - a. the Corporation's performance and shareholder return;

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- b. the value of similar incentive awards to CEOs at comparable companies and among the Corporation's industry peers; and
 - c. the awards given to the CEO of the Corporation in past years.

Director and Non-CEO Officer Compensation Matters, Non-Equity Compensation Plans and Equity-Based Compensation Plans

The Committee shall recommend for approval to the Board:

- (a) after reviewing the recommendations of the CEO, each element of total compensation for executive officers other than the CEO based on individual performance, the performance of the Corporation and an analysis of the compensation paid to such executive officers relative to a peer group of companies;
- (b) each element of total compensation for all directors, with such recommendation having been determined together with the Corporate Governance & Nominating Committee;
- (c) non-equity-based compensation plans; and
- (d) equity-based compensation plans.

Within any limits prescribed by the Board, the Committee may recommend grants of equity and incentive compensation awards in accordance with Board-approved equity and incentive compensation plans. Any incentive compensation awards granted shall be granted and approved by the Board which shall be set by the Committee or the Board subject to applicable laws, regulations and the Corporation's blackout policy (as set out in the Corporation's Policy on Trading in Securities) concerning blackout dates and undisclosed material information.

Annual Bonuses

The Committee shall recommend approval to the Board of the payment of annual bonus amounts to all participants in accordance with the Corporation's annual bonus plan and in light of the Corporation's performance.

The Committee shall administer the Corporation's executive officer incentive and other compensation-related plans, if any, and shall report to the Board annually on whether incentives and bonuses awarded or paid to the CEO and each of the other executive officers have been awarded or paid in accordance with the applicable plans.

In reviewing the incentives and bonuses awarded or paid to the CEO and each of the other executive officers under the applicable plans, the Committee shall ensure that if any allocation of incentives is made in respect of a particular component of an applicable plan, consideration is given for the minimum business performance levels determined under that component. The Committee shall ensure that incentives and bonuses adequately award exceptional performance levels in relation to the components of an applicable plan.

The Committee shall also review and report to the independent directors of the Board on any malfeasance event that could lead to required disgorgement of bonus, incentive-based or equity-based compensation by the any of the Corporation's executive officers, in accordance with the governing plan for such events.

Review of External Advisors

The Committee Shall:

- (a) conduct an annual review of all work performed by and all fees paid to the independent compensation consultant retained by the Committee;
- (b) annually, and on an as-needed basis, specify the work to be undertaken for the Committee by such independent consultant and agree with such consultant the fees associated with this work; and
- (c) report annually to the Board, for inclusion in appropriate public documents on: (i) the identity of the independent compensation consultant; (ii) the independent compensation consultant's mandate; and (iii) the amount of fees paid to the independent compensation consultant for all work done for the Committee.

Best Practices

The Committee shall review its compensation philosophies, policies and procedures for consistency with current, independent and qualified views of best practices. In particular, the Committee shall:

- (a) annually familiarize itself with the best practice views of institutional shareholders and corporate governance institutes and associations in respect of the oversight of executive compensation;
- (b) annually assess the Corporation's executive compensation levels against other companies of similar size and complexity in similar industries to ensure overall competitiveness of remuneration in comparison to the defined market;
- (c) consult with compensation consultants, legal counsel and any other advisors retained by the Committee with respect to compensation matters to regularly review the current state of affairs on best practices in executive and employee compensation; and
- (d) adopt, implement and utilize, as necessary and appropriate, approaches, practices and tools to facilitate thoughtful and informed decision-making in respect of the oversight of executive and other employee compensation, including with respect to the relative balance between annual and long-term compensation.

CEO Terms of Reference and Long-Term Goals

At the request of the Board, the Committee shall, in consultation with the CEO, make recommendations to the Board with respect to:

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- (a) the position description for the CEO, including
 - a. defining the limits of management's responsibilities, and
 - b. overall corporate goals and objectives that the CEO is responsible for meeting, taking into consideration goals and objectives relevant to CEO compensation; and
 - (b) long-term development goals specific to the CEO.

Senior Management Succession Planning

In consultation with the Chair of the Board and the CEO, the Committee shall recommend to the Board candidates for senior management positions within the Corporation and its subsidiaries, keeping in mind the competencies and skills each new candidate will bring to the Board and the ability of the candidate to devote sufficient time and resources to his or her duties as an officer.

Other Matters

The Committee shall review, assess and monitor compliance with the Corporation's Diversity and Inclusion Policy and report to the Board thereon annually. At the request of the Board, the Committee shall assist in the regular review of the Corporation's various other policies, and, at the request of the Audit Committee or management, assist in responding to any human resources related matters received in connection with the Corporation's Whistleblower Policy or raised anonymously through the EthicsPoint line.

Compensation

The Committee shall review and recommend to the Board for approval, any public disclosure of information relating to the Corporation's executive compensation, including the disclosure to be included in the Corporation's management information circular and/or annual information form before the Corporation publicly discloses this information.

The Chair shall, in the absence of extenuating circumstances, be available to answer questions regarding the Corporation's Compensation Discussion and Analysis, at the annual meeting of shareholders.

Annual Performance Evaluation

On an annual basis, the Committee shall follow the process established and adopted by the Board for all committees of the Board for assessing the performance and effectiveness of the Committee, including a review of its compliance with this Mandate.

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.

The Committee shall annually develop a work plan to identify and set timeframes for the duties it is responsible for performing, including but not limited to compensation reviews, stress-tests of potential compensation packages and continuing education programs. The Committee shall regularly monitor its compliance with performing such duties within the timeframes specified in the work plan.

Adopted by the Board of the Corporation on December 9, 2009. Last reviewed and/or amended on October 28, 2021.