

**WESTERN ENERGY SERVICES CORP.
(THE "CORPORATION")
CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE
CHARTER**

Purpose

1. The purpose of the Corporate Governance and Compensation Committee (the "**Committee**") is to:
 - (a) assist the Board of Directors ("**Board**") of the Corporation in the discharge of the Board's duties with respect to adopting and ensuring compliance with the Code of Business Conduct and Ethics (the "**Code**") and governance policies of the Corporation, including, among others, the Communications Policy and Insider Trading Policy (collectively, the "**Governance Documents**");
 - (b) assist the Board in developing the Board Mandate for approval by the Board;
 - (c) identify objectively suitable and competent Board candidates and recommend those candidates to the Board for nomination;
 - (d) assist the Board in discharging its duties with respect to orientation of new directors and continuing education of the Corporation's directors;
 - (e) assist the Board in discharging its duties with respect to assessment's of the effectiveness and contribution of the Board, its committees and individual directors;
 - (f) make recommendations to the Board as to members for the various committees of the Corporation;
 - (g) assist the Board in discharging its responsibilities relating to compensation of the Corporation's executives and directors; and
 - (h) produce an annual report on corporate governance practices and executive compensation for inclusion in the Corporation's information circular and proxy statement in accordance with applicable laws, rules and regulations.

Structure and Authority

2. The Committee shall be composed of not less than three directors, selected annually by the Board from its members. Each member of the Committee shall be an "independent" within the standards of independence set out in section 1.4 of National Instrument 52-110 *Audit Committees*.
3. Each member of the Committee shall serve at the pleasure of the Board and, in any event, only so long as he or she shall continue to be a director. The Board may fill vacancies on the Committee by election from its membership, subject to new Committee members satisfying the above stated requirements. The Board shall appoint the chair of the Committee (the "**Committee Chair**") to serve in that capacity at the pleasure of the Board.
4. Each member will have, to the satisfaction of the Board, sufficient skills, knowledge and experience which are relevant to carrying out the mandate of the Committee.

5. The Committee shall have the authority to retain and terminate any advisors (legal, accounting or otherwise) to be used to assist in carrying out the Committee's duties and responsibilities and shall have the sole authority to approve the consultant's fees and other retention terms.
6. The Committee shall have the authority to delegate to other committees of the Corporation, provided such committees are composed entirely of independent directors. Any such committee must have a published committee charter.

Meetings

7. The Committee is required to meet in person, or by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Committee.
8. The Committee shall have the power to fix its quorum at not less than a majority of its members present in person or by telephone call and to determine its own rules of procedure subject to any regulations imposed by the Board from time to time.
9. The Committee Chair appointed will, in consultation with management, establish the agenda for meetings.
10. Notice of the time and place of every meeting shall be given in writing, by email or facsimile to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided that a member may in any manner waive a notice of meeting.
11. Following each Committee meeting, the Committee Chair shall report to the Board on the activities, findings and recommendations of the Committee.

Responsibilities

12. With respect to Corporate Governance, the Committee shall:
 - (a) set criteria for Board members, identify individuals qualified to become Board members and, at the direction of the Board, either select or recommend that the Board select the director nominees for the next annual meeting of shareholders;
 - (b) In recommending nominee directors to the Board, the Committee shall consider:
 - (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Board considers each existing director to possess;
 - (iii) the competencies and skills each new nominee will bring to the Board;
 - (iv) the diversity of the Board given the context of the Corporation and its industry, as well as criteria such as gender, age, ethnicity and geographic background; and
 - (v) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;

- (c) evaluate candidates for the Board recommended by shareholders;
- (d) develop and recommend a set of corporate governance principles applicable to the Corporation, including the Governance Documents and ensure timely monitoring of the content and scope of the Governance Documents for compliance.
- (e) annually review the size of the Board, the performance of the Board as a whole, the various committees of the Board (including the Committee) and the contribution of individual directors, and make any necessary recommendations to the Board in relation thereto;
- (f) in conjunction with the chair of the Board (the "**Board Chair**"), approve any additional directorships or officer positions an existing senior officer proposes to accept with a separate corporation or organization. The Board Chair and the Committee shall be satisfied that such directorship or officer position is not detrimental to the interests of the Corporation. In making such determination, the Chair of the Board and the Committee shall confer with each other as to the appropriateness of such directorship or officer position, taking into account such factors as they deem appropriate, including:
 - (i) whether the additional responsibilities would compromise such director's or senior officer's availability and capacity to fulfill his or her commitment to the Board and the Corporation generally;
 - (ii) whether a real or apparent conflict of interest with the business and opportunities of the Corporation would result;
 - (iii) the impact of the directorship on the Corporation's reputation; and
 - (iv) the guiding principles in the sub-paragraph immediately below. If either the Board Chair or a member of the Committee is seeking approval, they will recuse themselves from any deliberations of the Board or the Committee.

As guiding principles, no director shall:

- (i) serve on the boards of directors of more than five; nor
- (ii) serve on the boards of directors of more than one other public company on which a fellow member of the Board of Directors also serves,

unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Board and discloses such determination in the Corporation's annual proxy circular and annual information form;

- (g) make recommendations to the Board as to the members of the various committees of the Board, taking into account the eligibility for membership on such committees based upon applicable laws, rules and regulations;
- (h) ensure the provision of appropriate orientation for new directors and availability of continuing education programs for all directors;

- (i) ensure that the Board can function independently of management and ensure that the chairs of the various committees of the Board shall have unimpeded access to management; and
 - (j) prepare, review and approve the Corporation's annual corporate governance report to be included in the Corporation's management proxy circular describing the corporate governance practices of the Corporation as may be required under applicable securities laws and the rules of any stock exchange on which the Corporation's shares are listed.
13. With respect to Compensation, the Committee shall be responsible to:
- (a) work with the Chief Executive Officer ("**CEO**") to oversee the design of a total compensation program that drives accomplishment of the Corporation's strategy and the development and implementation of such programs;
 - (b) review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and to determine and recommend for approval by the Board the CEO's total compensation package based on this evaluation;
 - (c) review the CEO's recommendations with respect to non-CEO officers and recommend to the Board the total compensation package for such officers;
 - (d) evaluate and ensure the competitiveness of the compensation of the CEO considering, among other things, as appropriate:
 - (i) the compensation package, including short and long-term incentive plans awards for the prior year;
 - (ii) the Committee's evaluation of the CEO;
 - (iii) the Corporation's performance and shareholder return both independently, and against its peers;
 - (iv) whether such compensation packages reflect an appropriate balance between the Corporation's short- and long-term incentives; and
 - (v) the competitiveness of the compensation package, including the value of similar incentive awards paid to equivalent officers in positions at comparable companies;
 - (e) annually review, with the CEO, the position description for the CEO, and in the Committee's discretion, recommend any changes to the Board for consideration;
 - (f) annually review the senior executive officer and CEO succession and development plans and, after consultation with the CEO, make recommendations to the Board for consideration;
 - (g) review executive compensation disclosure before the Corporation publicly discloses such information and to ensure transparency;

- (h) review and report to the Board the results of any shareholder advisory vote on executive compensation held in accordance with the applicable policies of the Corporation;
- (i) to consider any other matter properly referred to the Committee by the Board or CEO, for review, decision or recommendation;

14. Annual Review of the Committee's Charter

- (j) Review and reassess, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (k) Review the Corporation's public disclosure regarding the Committee's Charter.

Approved by the board August 8, 2012

Ratified by the Board of Directors October 30, 2013

Ratified by the Board of Directors October 30, 2014

Ratified by the Board of Directors October 29, 2015

Ratified by the Board of Directors October 25, 2016

Ratified by the Board of Directors October 25, 2017

Approved by the Board of Directors, as amended, October 24, 2018