

**WESTERN ENERGY SERVICES CORP.
(THE "CORPORATION")**

**CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHAIR
POSITION DESCRIPTION**

Appointment

1. The chair ("**Chair**") of the Corporate Governance and Compensation Committee (the "**Committee**") will be appointed, serve and be removed at the pleasure of the Board of Directors (the "**Board**") of the Corporation.
2. The Chair must be independent as defined in National Instrument 52-110 *Audit Committees*.

Duties of the Committee Chair

3. In addition to fulfilling his or her duties as an individual director, the duties of the Committee Chair are to:
 - (a) provide oversight for the Committee's ethical and effective decision making;
 - (b) lead the Committee in discharging all duties set out in the Committee Charter (the "**Charter**") and as are delegated to the authority of the Committee by the Board;
 - (c) take reasonable steps to ensure that the Committee members execute their duties pursuant to the Charter, and assign tasks to members to fulfill the Committee's goals;
 - (d) manage the affairs of the Committee to ensure that the Committee is organized properly and functions effectively;
 - (e) preside at, and together with the Committee members and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Committee with input from senior management, as appropriate;
 - (f) ensure that the Committee meets at least once each quarter;
 - (g) coordinate with the Corporate Secretary, management and advisors, as appropriate, to ensure that:
 - (i) documents are delivered to members in sufficient time in advance of Committee meetings for a thorough review;
 - (ii) matters are properly presented for the Committee's consideration at meetings;
 - (iii) members have an appropriate opportunity to discuss issues at each meeting;
 - (iv) members have an appropriate opportunity to meet with and question management, employees and advisors, as appropriate, regarding governance and compensation issues and all other matters of importance to the Committee;
 - (v) members work constructively towards their recommendations to the Board;

- (h) communicate with each member of the Committee to ensure that:
 - (i) each member has the opportunity to be heard and participate in decision making; and
 - (ii) each member is accountable to the Committee;
- (i) arrange for the preparation, accuracy and distribution of all minutes of the Committee to its members and advisors, as appropriate;
- (j) ensure that the Committee, following each meeting:
 - (i) reports to the Board regarding its activities, findings and recommendations; and
 - (ii) makes Committee information available to any director upon request;
- (k) assist in maintaining effective working relationships between Committee members, the Board, the CEO, advisors, executive officers and management;
- (l) play a role in the Corporation's shareholder engagement strategy; and
- (m) ensure the Committee considers the discharge of its duties and reviews its Charter annually;

Review

4. The Committee will review this position description of the Chair at least annually and otherwise as it deems appropriate and recommend any changes to the Board.
5. The Committee will review and assess its member attendance, performance, size, composition and succession planning periodically and recommend and changes to the Board.

Approved by the Board March 22, 2010
Ratified by the Board of Directors August 10, 2011
Ratified by the Board of Directors 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