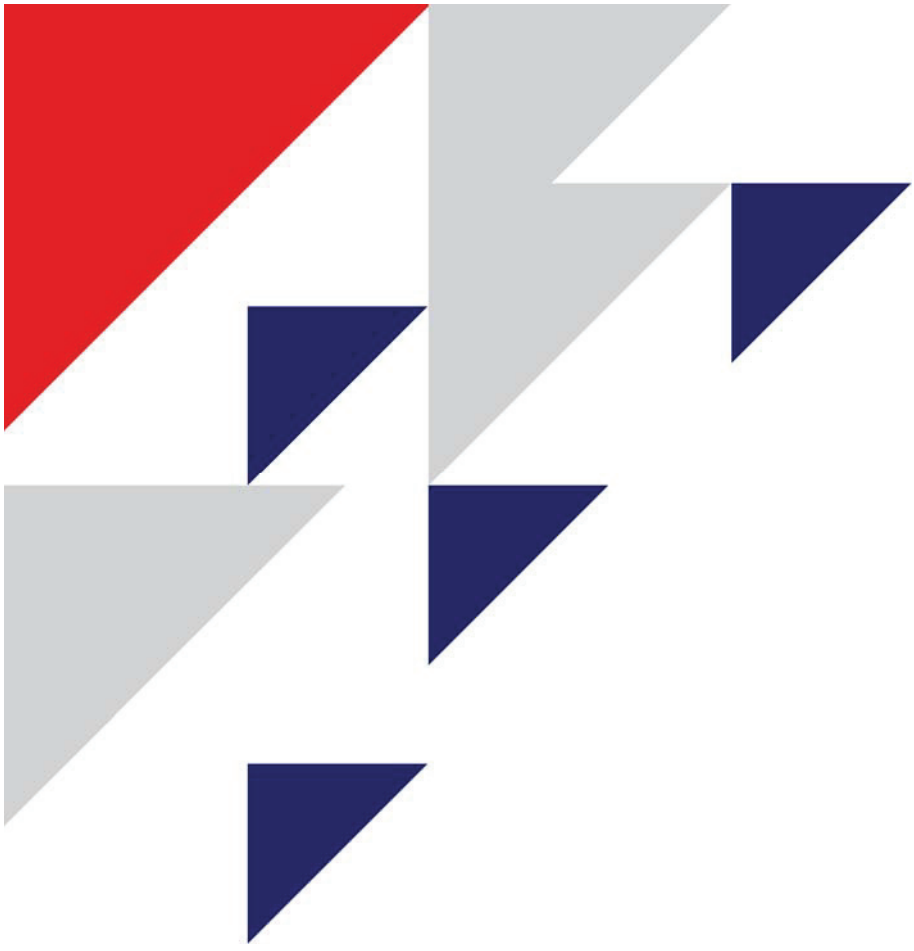


ENSIGN

Management Information Circular

2018

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NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Date, Place and Time

The annual and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Ensign Energy Services Inc. (the "**Corporation**") will be held on Friday, the 4th day of May, 2018, at 3:00 p.m. (Calgary time) at the Calgary Petroleum Club, 319 – 5th Avenue S.W., Calgary, Alberta. The Meeting will have the following purposes:

Items of Business

1. To receive the consolidated financial statements of the Corporation for the fiscal year ending December 31, 2017, together with the auditor's report thereon;
2. To set the number of Directors of the Corporation at nine (9) and to elect Directors to hold office until the close of the next annual meeting;
3. To appoint auditors of the Corporation for the ensuing fiscal year to hold office until the close of the next annual meeting;
4. To approve, on a non-binding advisory basis, the Corporation's approach to executive compensation, as described in the Information Circular;
5. To amend and restate the Corporation's bylaw number 1; and
6. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular.

Shareholders who cannot be present in person at the Meeting are urged to complete, sign and date the enclosed Instrument of Proxy. The Instrument of Proxy must be deposited with the Secretary of the Corporation, care of Computershare Trust Company of Canada at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 3:00 p.m. on Wednesday, May 2, 2018.

Who Can Vote

Only Shareholders of record as of the close of business on March 16, 2018 (the "**Record Date**") are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers his Common Shares after the Record Date and the transferee of those Common Shares establishes that he owns the Common Shares and demands, not later than the close of business 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

DATED at the City of Calgary, in the Province of Alberta, this 16th day of March, 2018.

BY ORDER OF THE BOARD OF DIRECTORS



Robert H. Geddes
President & Chief Operating Officer

Important Notice regarding Proxy Materials and Notice and Access Procedures

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("**Notice-and-Access**") for distribution of the meeting materials to Shareholders. Notice-and-Access allows the Corporation to post electronic versions of its proxy-related materials on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and on its website, rather than mailing paper copies to Shareholders. Shareholders will still receive this Notice of Meeting and a form of proxy (or voting instruction form if applicable) and may choose to receive a paper copy of the meeting materials in accordance with the instructions set forth below.

The meeting materials will be available on the Corporation's website at www.ensignenergy.com as of March 28, 2018. The meeting materials will also be available under the Corporation's profile on SEDAR at www.sedar.com as of March 28, 2018. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. Shareholders are reminded to review the meeting materials prior to voting.

Any Shareholder who wishes to receive a paper copy of the meeting materials, at no cost to them, may request copies from the Corporation at 400 – 5th Ave. S.W., Suite 1000, Calgary, Alberta, T2P 0L6, Fax: (403) 262-1361, Toll Free: 1 (877) 262-1361 or by email at investor.relations@ensignenergy.com. A Shareholder may also use this toll-free number to obtain additional information about how Notice-and-Access works.

Requests for paper copies should be made as soon as possible, but must be received no later than April 3, 2018 in order to allow sufficient time for Shareholders to receive and review the meeting materials and return the proxy form or voting instruction form prior to the proxy deadline. Shareholders who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy (or voting instruction form, as applicable) and return it, in the envelope provided, to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, so that it is received no later than 3:00 p.m. (Calgary time) on Wednesday May 2, 2018.

Table of Contents

SECTION 1 – PROXY INFORMATION 7
Record Date 7
Designation of Persons Other Than Those Set Forth in the Instrument of Proxy 7
Beneficial Holders of Shares 8
Voting of Common Shares Represented by Proxies 8
Revocation of Proxies 9
SECTION 2 – PARTICULARS OF MATTERS TO BE ACTED UPON 10
Number of Directors 10
Election of Directors 10
Majority Director Voting 16
Committees 17
Meetings of the Board of Directors and its Committees During 2017 18
Director Tenure 18
No Common Outside Boards 18
Director Equity Ownership Requirement 19
Additional Disclosures Regarding Directors 20
Appointment of Auditors 21
Advisory Vote on Executive Compensation ("Say on Pay") 21
SECTION 3 – COMPENSATION DISCUSSION AND ANALYSIS 25
Letter to Shareholders from the Compensation Committee 25
Compensation Discussion & Analysis 28
Board of Directors Oversight and the Compensation Committee 28
Compensation Committee Mandate 30
Compensation Philosophy, Principles and Objectives 30
Risk Considerations of Executive Compensation 31
Compensation Benchmarking Peer Group 34
Performance Peer Group 35
Looking Ahead to 2018 36
NEO Compensation Components – Summary 37
NEO Compensation Components – Detailed Description 38
Performance Graph 47
2017 Compensation and Pay Mix 48
Compensation Objective Supported 50
Compensation of the Named Executive Officers 51
2017 Performance of the NEO's 51
2017 Annual Bonus Calculation – Cash Award 52
2017 PSUs – Achievement of Performance Metrics 53
2017 Stock Option Grants 53
Looking Ahead to 2018 54
Summary Compensation Table 55

Outstanding Share-Based Awards and Option-Based Awards 58
Incentive Plan Awards – Value Vested or Earned During the Year 59
Pension Plan Benefits 59
Termination and Change of Control Benefits 59
Executive Equity Ownership Policy 62
SECTION 4 – DIRECTOR COMPENSATION 64
Director Compensation Philosophy and Objectives 64
Non-Management Directors – Retainers and Fees: 64
Equity-Based Compensation – Directors DSU Plan and Common Share Payment Plan 66
2017 Directors Summary Compensation Table 67
Directors Fees – Breakdown 68
Directors' Outstanding Share-Based Awards 69
Directors' Incentive Plan Awards – Value Vested or Earned During the Year 70
SECTION 5 – STATEMENT OF CORPORATE GOVERNANCE PRACTICES 72
Director Independence 72
Lead Director 73
Other Issuer Directorships 73
"In Camera" Sessions of the Independent Directors 74
2017 Board and Committee Meeting Attendance 74
Board Mandate 75
Committees and Committee Composition 76
Director Skills and Experience 76
Director Orientation 78
Director Education 78
Director Term Limits and Other Mechanisms of Board Renewal 80
Diversity Policy 80
Ethical Business Conduct 81
Independent Judgment of Directors 82
Nomination of Directors 82
Director Compensation 82
Board, Board Member and Committee Assessments 83
Mandatory Share Ownership 84
Communications Policy 84
Board Approvals and Structure 84
SECTION 6 – STOCK OPTION PLAN 85
Equity Compensation Plan Information As At December 31, 2017 87
SECTION 7 – OTHER INFORMATION 88
Voting Securities and Principal Holders Thereof 88
Interest of Informed Persons in Material Transactions 88
Other Matters 88
Additional Information 89

Schedule 1 – Board of Directors Mandate
Schedule 2 – Amended and Restated Bylaw No. 1

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, MAY 4, 2018

The information contained in this Management Information Circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Ensign Energy Services Inc. ("**Ensign**" or the "**Corporation**") for use at the 2018 Annual and Special Meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares of the Corporation (the "**Common Shares**") to be held at the Calgary Petroleum Club, 319 - 5th Avenue S.W., Calgary, Alberta, on Friday, the 4th day of May, 2018, at 3:00 p.m. (Calgary time), and at any adjournments thereof, for the purposes set out in the accompanying Notice of the Annual Meeting (the "**Notice**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, or other means of communication by regular employees of the Corporation. The cost of any such solicitation will be borne by the Corporation.

This Information Circular is dated March 16, 2018.

SECTION 1 – PROXY INFORMATION

Record Date

The persons entitled to attend and vote at the Meeting or to be represented thereat by proxy are those Shareholders of record at the close of business on March 16, 2018 (the "**Record Date**"). Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Designation of Persons Other Than Those Set Forth in the Instrument of Proxy

The persons named in the enclosed Instrument of Proxy to represent a Shareholder are directors or officers of the Corporation. **A Shareholder who chooses to vote by submitting an Instrument of Proxy has the right to appoint a person, who need not be a Shareholder of the Corporation, to represent such Shareholder at the Meeting other than the persons designated in the Instrument of Proxy furnished with this Information Circular**. Such right may be exercised by inserting in the blank space provided in the Instrument of Proxy the name of the person to be designated or by completing another Instrument of Proxy and, in either case, delivering the resulting Instrument of Proxy to the Secretary of the Corporation, care of Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 3:00 p.m. (Calgary time) on Wednesday, May 2, 2018.

Beneficial Holders of Shares

The information set forth in this section is of significant importance to many Shareholders as a substantial number of the Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominees for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Common Shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable Voting Instruction Form in lieu of the Form of Proxy. The Beneficial Shareholder is requested to complete and return the Voting Instruction Form to Broadridge by mail, email or facsimile. Alternatively the Beneficial Shareholder can call a toll-free telephone number to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a Voting Instruction Form cannot use that Voting Instruction Form to vote Common Shares directly at the Meeting because the Voting Instruction Form must be returned as directed by Broadridge in advance of the Meeting in order to have the Common Shares voted.

Voting of Common Shares Represented by Proxies

The Common Shares represented by proxy will be voted for, against, or withheld from voting, in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. If no choice is specified, the Common Shares represented by a proxy for the Meeting will be voted for the resolution on any particular resolution.

The enclosed Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations of any resolution voted upon at the Meeting and with respect to other matters which may properly be brought before the Meeting or any adjournment thereof. At the time of printing this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.

Revocation of Proxies

A Shareholder who has given a proxy may revoke the proxy, at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing, or if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. The revocation of proxy must be deposited with the Secretary of the Corporation, care of Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or at the corporate office of the Corporation at 400 - 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of such Meeting on the date of the Meeting or any adjournment thereof, and upon any of such deposits, the proxy is revoked.

SECTION 2 – PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of management of the Corporation, the only matters to be placed before the Meeting are those matters set forth in the Notice, namely to set the number of Directors of the Corporation at nine (9), to elect the Directors of the Corporation for the ensuing year, to appoint the Auditors of the Corporation for the ensuing fiscal year, a non-binding advisory vote with respect to executive compensation and to amend and restate the Corporation's bylaws.

The resolutions relating to the Number of Directors, the Election of Directors, the Appointment of Auditors and Amending the Corporation's Bylaws are ordinary resolutions and must be approved by in excess of 50% of the votes cast by the Shareholders, present in person or represented by proxy, at the Meeting.

Number of Directors

The affairs of the Corporation are managed by a Board of Directors who are elected annually for a one (1) year term at each annual meeting of Shareholders and who hold office until the next annual meeting, or until their successors are duly elected or appointed or until a Director vacates his or her office or is replaced in accordance with the bylaws of the Corporation. The Articles of the Corporation provide that the Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons.

Directors who have celebrated their 75th birthday may not, unless the remaining Board members agree to a specific exception, stand for election as a Director of the Corporation (the "**Director Retirement Policy**").

The Board presently consists of ten (10) Directors and it is proposed that nine (9) current Directors be re-elected to serve on the Board for the forthcoming year.

Kenneth J. Skirka will retire from the Board effective at the Meeting on May 4, 2018. Ensign's Board and management are grateful for Mr. Skirka's service, guidance and contributions as a member of the Board of Directors for the past 15 years and extend their best regards to him in his retirement.

Election of Directors

The following are the names of the nine (9) proposed nominees for election as Directors of the Corporation:

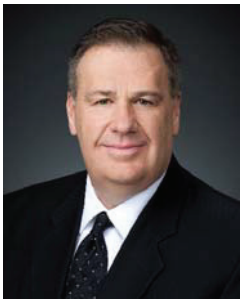
N. Murray Edwards	Robert H. Geddes	Gary W. Casswell
James B. Howe	Len O. Kangas	Cary A. Moomjian, Jr.
John G. Schroeder	Gail D. Surkan	Barth E. Whitham

The persons named herein have been nominated for election and have consented to such nomination. The current Board of Directors recommends that each of the nominees be elected to serve as Directors of the Corporation, to hold office until the next annual meeting of Shareholders or until such person's successor is elected or appointed. As you will note from the enclosed form of proxy or voting instruction form, shareholders may vote for each Director individually. In addition, the Corporation has adopted a

majority director voting policy, described below. **If no choice is specified, the Common Shares represented by a proxy for the Meeting will be voted FOR the election of each of these nominees**.

The current Board of Directors has confirmed that Mr. N. Murray Edwards will, subject to his re-election as a Director, be re-appointed by the Board of Directors as Chairman of the Board of Directors. Each such Director's confirmation is subject to his or her re-election as a Director by the Shareholders at the Meeting.

The following tables set forth selected information for each of the proposed Directors, together with his or her age, principal place of residence, principal occupation, principal directorships with other boards, date first elected or appointed as a Director of the Corporation, whether the nominee qualifies as independent, the Committee(s) of the Board on which the nominee serves, the number of Common Shares beneficially owned, or controlled or directed by each proposed nominee as at March 16, 2018 and the attendance records for both Board and Committee meetings held in 2017. All nominees are currently Directors of the Corporation. Certain of this information, not being within the knowledge of the Corporation, has been furnished by the respective nominees.



N. Murray Edwards
Age: 58
London, United Kingdom
Director since: October 1989
Non-independent – management (Chairman of Ensign)

Mr. Edwards is an investor and corporate director. Prior to December 2015, he was the President of Edco Financial Holdings Ltd, a private management and consulting company. He is currently a director and Chairman of Canadian Natural Resources Limited, a publicly traded company and one of the largest independent crude oil and natural gas producers in the world, and a director and Chairman of Magellan Aerospace Corporation, also a publicly traded company. He has a B. Comm. from the University of Saskatchewan (Great Distinction) and an LL.B. (Honours) from the University of Toronto. In 2007, the business school at the University of Saskatchewan was re-named the "N. Murray Edwards School of Business" in recognition of his support of the school. He has been awarded several honorary Doctor of Laws degrees from prominent Canadian universities, including from the University of Calgary (2004), the University of Saskatchewan (2011), and the University of Toronto (2013), in each case in recognition of his achievements in business and support of educational, cultural and community organizations and institutions.

Board/Committee Membership: [1]	**Attendance:**	**Public Board Memberships:**	
Member of the Board. As Chairman of Ensign and therefore not an independent director, Mr. Edwards may attend all meetings of Board Committees but as a non-voting participant only.	6/6 (100%)	*Canadian Natural Resources Limited* *Magellan Aerospace Corporation*	1988 to present 1995 to present

Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	120,134,820	96.63
Votes Withheld	4,188,290	3.37

Total Compensation Earned in 2017: [2]	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement** [3]
$1,377,172	27,170,534 / N/A	27,170,534	Yes

Options Held as at March 16, 2018:			
Number	**Average Weighted Exercise Price**	**Exercisable in-the-Money Option Value**	**Un-Exercisable in-the-Money Option Value**
800,000	$10.40	$0	$0



Robert H. Geddes

Age: 61
Calgary, Alberta, Canada
Director since: March 2007
Non-independent – management (President & Chief Operating Officer of Ensign)

Mr. Geddes has been with the Ensign group of companies since 1991 and is currently the President & Chief Operating Officer of the Corporation, a position he has held since January 1, 2007. He acted as Vice President Canadian Drilling from 1999 to 2004 and President Canadian Operations, from 2004 to December 31, 2006. He is a past chairman of the Canadian Association of Oilwell Drilling Contractors (CAODC), and is a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta (APEGGA). He holds a B.Sc. in Mechanical Engineering from the University of Alberta.

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:
Member of the Board. As President & COO of Ensign and therefore not an independent director, Mr. Geddes may attend all meetings of Board Committees but as a non-voting participant only.	6/6 (100%)	None

Voting Results of 2017 AGM:	Number of Votes:	% of Votes:
Votes For	123,279,585	99.16
Votes Withheld	1,043,525	0.84

Total Compensation Earned in 2017: (2)	Securities / DSUs Held (directly and indirectly) as at March 16, 2018:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (3)**
$1,947,521	683,731 / N/A	683,731	Yes

Options Held as at March 16, 2018:			
Number	**Average Weighted Exercise Price**	**Exercisable in-the-Money Option Value**	**Un-Exercisable in-the-Money Option Value**
800,000	$10.40	$0	$0



Gary W. Casswell

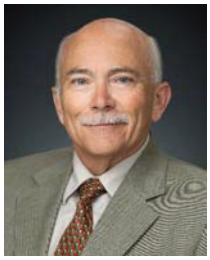
Age: 65
Montgomery, Texas, USA
Director since: December 2017
Independent

Mr. Casswell is a retired businessman with over 35 years of experience as a senior executive in the onshore and offshore drilling industries. His industry career most recently included tenure as the President & Chief Executive Officer of Northern Offshore Ltd, a Bermuda based offshore drilling company, listed on the Oslo Bors stock exchange. Prior to that, Mr. Casswell acted as the Vice President of Eastern Hemisphere Operations for Pride International, a Houston, Texas-based drilling company that was acquired by Ensco plc in 2011. Mr. Casswell has lived and worked extensively throughout the Middle East, including Kuwait, Saudi Arabia and Oman, and has extensive experience in the United States land drilling market. Mr. Casswell currently serves as Chairman of the Board for Northern Drilling Ltd, a Bermuda based offshore drilling company, listed on the Oslo Axess stock exchange. He obtained a Bachelor of Science degree in Business Administration from the University of California, Long Beach in 1980 and is a member of the Society of Petroleum Engineers.

Board/Committee Membership: (1)	Attendance: (6)	Public Board Memberships:	
Member of the Board	1/1 (100%)	*Northern Drilling Ltd.*	2017 to present

Voting Results of 2017 AGM:	Number of Votes:	% of Votes:
Votes For	N/A	N/A
Votes Withheld	N/A	N/A

Total Compensation Earned in 2017: (4)	Securities / DSUs Held (directly and indirectly) as at March 16, 2018:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)(6)**
$11,242	6,000 / 967	6,967	N/A



James B. Howe
Age: 68
Calgary, Alberta, Canada
Director since: June 1987
Independent

Mr. Howe is President of Bragg Creek Financial Consultants Ltd., a private financial consulting company. He brings extensive corporate board experience to Ensign, including in the oil and natural gas and related service industries, together with significant accounting, finance and executive compensation expertise. Over his 40 year career, Mr. Howe has served as Chief Financial Officer of several public companies and currently serves on the board of directors and audit committee of Bengal Energy Ltd., and on the board of directors, audit committee and compensation committee of Pason Systems Inc. Mr. Howe earned a B.A. from the Ivey School of Business at the University of Western Ontario and is a Chartered Accountant. He is a member of the Chartered Professional Accountants of Alberta.

Board/Committee Membership: [1]	**Attendance:**	**Public Board Memberships:**	
Member of the Board Member of the Audit Committee Chair of the Compensation Committee	6/6 (100%) 4/4 (100%) 7/7 (100%)	*Bengal Energy Ltd.* *Pason Systems Inc.*	2005 to present 1997 to present

Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	122,408,503	98.46
Votes Withheld	1,914,607	1.54

Total Compensation Earned in 2017: [4]	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement** [5]
$142,400	481,433 / 4,685	486,118	Yes



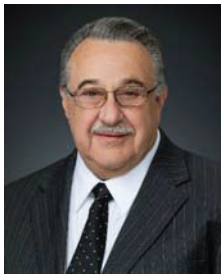
Len O. Kangas
Age: 69
Red Deer, Alberta, Canada
Director since: June 1990
Independent

Mr. Kangas is a retired businessman and oilfield marketing consultant with over 40 years of experience in oilfield servicing, transportation and related businesses. He was the President of Mar-Len Enterprises Trucking & Rental Company, from 1992 until 2006. He has also served on a number of community and non-profit boards.

Board/Committee Membership: [1]	**Attendance:**	**Public Board Memberships:**
Member of the Board Chair of the Corporate Governance, Nominations & Risk Committee Member of the Health, Safety & Environment Committee Lead Director	6/6 (100%) 4/4 (100%) 4/4 (100%)	None

Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	119,737,696	96.31
Votes Withheld	4,585,414	3.69

Total Compensation Earned in 2017: [4]	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement** [5]
$145,200	72,212 / 43,919	116,131	Yes

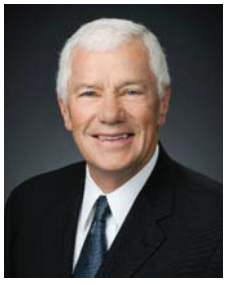


Cary A. Moomjian Jr.
Age: 70
Frisco, Texas, USA
Director since:
November 2014
Independent

Mr. Moomjian is a former oil and gas drilling industry executive with over 40 years of international and domestic experience in legal, contractual, risk management, commercial and corporate governance activities that included negotiation of land and offshore drilling contracts, oilfield service and supply agreements, joint venture relationships, rig construction projects, financings, mergers and acquisitions. He acted as Vice President, General Counsel and Secretary to ENSCO International Inc. and Ensco plc from 2002 until 2011, and prior to that was Vice President, General Counsel and Secretary of Santa Fe International Corporation. He has a B. A. (*cum laude*) from Occidental College in Los Angeles, CA and a J.D. (with distinction) from the Duke University School of Law in Durham, North Carolina. He has been a member of the California and Texas State bar associations since 1972 and 1994 respectively. He has been a prominent member of and contributor to the International Association of Drilling Contractors (IADC), which named him "Contractor of the Year" in 1996, and is a recognized expert on drilling contracts.

Board/Committee Membership: [1]	**Attendance:**	**Public Board Memberships:**	
Member of the Board Member of the Compensation Committee Member of the Corporate Governance, Nominations & Risk Committee	6/6 (100%) 7/7 (100%) 4/4 (100%)	None	
Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**	
Votes For	121,480,874	97.71	
Votes Withheld	2,842,236	2.29	

Total Compensation Earned in 2017: [4]	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement** [5][7]
$144,700	10,000 / 35,830	45,830	N/A



John G. Schroeder
Age: 71
Calgary, Alberta, Canada
Director since:
June 1990
Independent

Mr. Schroeder has over 30 years of experience in the oil and natural gas industry, with significant accounting, finance, compliance and human resources expertise. He retired on July 31, 2009 from his position as Vice President, Finance and Chief Financial Officer of Parkland Income Fund (now called Parkland Fuel Corporation), a public petroleum marketing income trust, following a successful 22-year career with that company during which he played a key role in its growth. Prior to joining Parkland, Mr. Schroeder was Vice President Finance for Geocrude Energy Inc. and Vice President Finance and Administration for Pancana Minerals Inc. Mr. Schroeder earned a B. Comm., with Honours, from the University of Manitoba and is a Chartered Accountant. He is a member of the Chartered Professional Accountants of Alberta.

Board/Committee Membership: [1]	**Attendance:**	**Public Board Memberships:**
Member of the Board Chair of the Audit Committee Member of the Compensation Committee	6/6 (100%) 4/4 (100%) 7/7 (100%)	None
Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	123,136,632	99.05
Votes Withheld	1,186,478	0.95

Total Compensation Earned in 2017: [4]	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement** [5]
$146,800	17,145 / 62,095	79,240	Yes



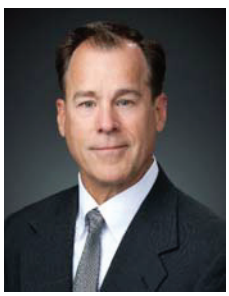
Gail D. Surkan
Age: 70
Red Deer, Alberta, Canada
Director since: March 2006
Independent

Ms. Surkan is a retired businesswoman with 30 years of experience in economic and human resource development, strategic leadership and governance. She was a four-term mayor of Red Deer, Alberta, from 1992 to 2004. Ms. Surkan was a founding director of ATB Financial, where she served for nine years and chaired the Human Resources Committee. She also served as the chair of the Alberta Heritage Foundation for Medical Research for four years, retiring in 2009 after eight years of service. Ms. Surkan has served on the boards of numerous other private, crown corporation and non-profit organizations. These include Agriculture Financial Services Corporation and Canada West Foundation where she chaired the Governance Committees. She currently chairs the Governance Committee for the 2019 Canada Winter Games. In addition to her extensive board experience, Ms. Surkan has significant expertise in business and organizational strategy, executive recruitment and human resources. She has a Bachelor of Economics from the University of Saskatchewan. Ms. Surkan continues to be very active at the community level and is an Honorary Colonel (retired) for the 20th Field Regiment of the Canadian Forces.

Board/Committee Membership: (1)	**Attendance:**	**Public Board Memberships:**
Member of the Board Member of the Compensation Committee Member of the Corporate Governance, Nominations & Risk Committee	6/6 (100%) 7/7 (100%) 4/4 (100%)	None

Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	124,259,449	99.95
Votes Withheld	63,661	0.05

Total Compensation Earned in 2017: (4)	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)**
$137,200	50,419 / 17,032	67,451	Yes



Barth E. Whitham
Age: 61
Denver, Colorado, USA
Director since: March 2007
Independent

Since 2004, Mr. Whitham has been the President & Chief Executive Officer of Enduring Resources, LLC, a private Denver-based company with exploration and production operations onshore United States. He also serves as a director for that company. In 1991 he co-founded Westport Oil and Gas, which went public as Westport Resources Corp., an upstream energy company listed on the NYSE, and served as its President & Chief Operating Officer from 1991 until 2004, when it merged with what is now Anadarko Petroleum Corporation. He also served on the Board of Directors for Westport Resources Corp. Prior to Westport, Mr. Whitham worked extensively in the upstream United States, international and offshore energy industry in project planning, development and operations. He has a B.Sc. in Petroleum Engineering, an M.Sc. in Economics from the Colorado School of Mines, and is a Registered Professional Engineer.

Board/Committee Membership: (1)	**Attendance:**	**Public Board Memberships:**	
Member of the Board Member of the Audit Committee Member of the Health, Safety & Environment Committee	6/6 (100%) 4/4 (100%) 4/4 (100%)	*Intrepid Potash Inc.*	2008 – present

Voting Results of 2017 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	124,273,202	99.96
Votes Withheld	49,908	0.04

Total Compensation Earned in 2017: (4)	**Securities / DSUs Held (directly and indirectly) as at March 16, 2018:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)**
$139,700	65,770 / 0	65,770	Yes

(1) As at December 31, 2017.
(2) For further details on the compensation earned by the Chairman and the President & Chief Operating Officer of the Corporation, please see the section of this Information Circular entitled "Compensation Discussion and Analysis".
(3) For further details on the minimum shareholding requirement for the Chairman and the President & Chief Operating Officer of the Corporation, please see the section of this Information Circular entitled "Compensation Discussion and Analysis – Mandatory Executive Share Ownership Guidelines".
(4) For further details on the compensation earned by Directors, please see the section of this Information Circular entitled "Director Compensation".
(5) For further details on the minimum shareholding requirement applicable to Directors who are not members of Management, please see the section of this Information Circular entitled "Director Equity Ownership Requirements".
(6) Mr. Casswell joined the Board on December 4, 2017 and attended the one (1) meeting held thereafter. Mr. Casswell has until December 2022 to meet our share ownership requirement.
(7) Mr. Moomjian has until November 2019 to meet our share ownership requirement.

"**Independent**" in the tables above refers to the standards of independence established under Section 1.2 of the Canadian Securities Administrators' National Instrument 58-101 (Disclosure of Corporate Governance Practices).

Majority Director Voting

On March 14, 2008, the Board adopted a policy whereby the election of director nominees by shareholders in an uncontested election shall be by majority vote. A director nominee who receives less than 50% of the votes cast in favour of the election of the director nominee shall forthwith submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Board shall exercise discretion in considering any such resignation of the director nominee. If it is deemed to be in the best interests of the Corporation and the Shareholders, and absent any extenuating circumstances deemed by the Board to exist, the Board shall accept such resignation within 90 days of having received the resignation of the director nominee.

In 2016, this policy was updated to include the following additional requirements:

- A director who tenders a resignation pursuant to the policy will not participate in any meeting of the board or any sub-committee of the board at which the resignation is considered;
- A news release will be promptly issued with the board's decision regarding the resignation of the director;
- A copy of the news release with the board's decision will be provided to TSX; and
- If the board determines not to accept a resignation, the news release must fully state the reasons for that decision.

Committees

The Board of Directors currently has four (4) Committees:

1. ***Audit Committee;***
2. ***Compensation Committee;***
3. ***Corporate Governance, Nominations & Risk Committee; and***
4. ***Health, Safety & Environment Committee.***

In 2017, the Board of Directors was comprised of nine (9) members until December 5, 2017 when Gary W. Casswell was appointed as a Director. On February 28, 2018, Mr. Casswell was appointed to two (2) committees, as noted below. As at March 16, 2018, the Board of Directors has ten (10) members, nine (9) of whom are standing for re-election at the Meeting. Membership of the Board Committees (comprised exclusively of independent Directors) is currently as follows:

		Committees			
Independent Director	**Year Appointed**	**Audit**	**Compensation**	**Governance, Nominations & Risk**	**Health, Safety & Environment**
Casswell, Gary W.	2017			X *(Appointed Feb 28, 2018)*	X *(Appointed Feb 28, 2018)*
Howe, James B.	1987	X	Chair		
Kangas, Len O.	1990			Chair	X
Moomjian Jr., Cary A.	2014		X	X	
Schroeder, John G.	1990	Chair	X		
Skirka, Kenneth J.	2003			X *(Retiring May 4, 2018)*	Chair *(Retiring May 4, 2018)*
Surkan, Gail D.	2006		X	X	
Whitham, Barth E.	2007	X			X

Meetings of the Board of Directors and its Committees During 2017

The individual attendance record for meetings of the Board of Directors and its committees is set forth in the tables above and in the section of this Information Circular entitled "Statement of Corporate Governance Practices".

The overall average attendance for all meetings of the Board of Directors and its committees held in 2017 was 100%.

Director Tenure

Other than in connection with the Director Retirement Policy, Ensign does not currently have a policy for Director term limits. The Board of Directors believes it is critical that all Directors have a comprehensive understanding of the Corporation's business, and that such an understanding is achieved through and enhanced by length of tenure. While new Directors may bring fresh perspectives and new experience, Directors who have served for several years accumulate valuable knowledge regarding our business, including industry trends and cycles, market conditions and geo-political influences.

The nominees for election to the Board of Directors include individuals having served between less than one (1) and up to 31 years as a Director of the Corporation, as categorized below:

Tenure	# of Directors	Director
0 – 5 years	2	Gary W. Casswell Cary A. Moomjian, Jr.
6 – 10 years	0	N/A
11 – 15 years	3	Geddes, Robert H. Surkan, Gail D. Whitham, Barth E.
16 – 20 years	0	N/A
21+ years	4	Edwards, N. Murray Howe, James B. Kangas, Len O. Schroeder, John G.

The average age of the Corporation's Directors in 2017 was 66 years.

No Common Outside Boards

As of the date of this Information Circular, no two or more of the Corporation's directors were serving together on any other board of directors.

Director Equity Ownership Requirement

With a view to aligning the non-management Directors interests with those of the Shareholders, the Corporation has implemented a requirement that such Directors acquire and hold Common Shares and/or DSUs with a minimum aggregate value equal to three (3) times the base annual cash and equity retainer, within five (5) years of their initial appointment as a Director.

In early 2015, in light of uncertain market conditions, the Board of Directors unanimously volunteered to take a 20% reduction in compensation (described in further detail in the section below entitled "Director Compensation"). Compensation levels for Directors in 2017 and 2016 have been maintained at the 2015 levels. As such, the minimum equity ownership requirement for 2017, based on a multiple of three (3) times the reduced base annual cash and equity retainer, was Common Shares and/or DSUs having a value of $336,000, the same as for the 2015 and 2016 years.

To avoid the need to continuously monitor and adjust the value of holdings based on fluctuations in the market price of the Common Shares, for purposes of the minimum equity ownership requirement applicable to the Corporation's non-management Directors, the value of holdings is calculated based on the greater of:

i. The current market value of the Common Shares;
ii. The market value of the Common Shares as at December 31 of the immediately preceding year; or
iii. The acquisition cost of each Director's holdings.

Once the applicable threshold is met, further purchases are not required if the value of the Common Shares held decreases solely as a result of a decline in the market value of the Common Shares. However, if the value decreases for any other reason (i.e. sale of Common Shares), such Director would be required to increase the value of his or her holdings to achieve the required threshold.

Throughout 2017 and as at March 16, 2018, each Director being nominated for election at the Meeting, and subject to the minimum equity ownership requirement, has met the minimum equity ownership requirement, based on one or more of the permitted calculation methods, as demonstrated below:

	As at March 16, 2018			2017 Requirement: Value of $336,000			
Name	Ownership (Common Shares (#)	Ownership (DSUs) (#)	Total Equity (Common Shares + DSUs)	Market Value as at December 31, 2017 [1]	Market Value as at March 16, 2018 [2]	Acquisition Cost [3]	Meets Requirement [4]
Casswell, Gary W.	6,000	967	**6,967**	$45,076	$42,568	N/A	N/A
Howe, James B.	481,433	4,685	**486,118**	$3,145,183	$2,970,181	Yes	Yes
Kangas, Len O.	72,212	43,919	**116,131**	$751,368	$709,560	Yes	Yes
Moomjian Jr., Cary A.	10,000	35,830	**45,830**	$296,520	$280,021	N/A	N/A
Schroeder, John G.	17,145	62,095	**79,240**	$512,683	$484,156	Yes	Yes
Surkan, Gail D.	50,419	17,032	**67,451**	$436,408	$412,126	Yes	Yes
Whitham, Barth E.	65,770	0	**65,770**	$425,532	$401,855	Yes	Yes
TOTAL:	696,979	164,528	**861,507**				

(1) Based on the closing price for the Corporations' Common Shares on December 31, 2017 of $6.47.

(2) Based on the closing price for the Corporations' Common Shares on March 16, 2018 of $6.11.

(3) Based on the acquisition cost of holdings that exceed both current market value and the equity ownership requirement.

(4) All Directors except for: (1) Mr. Moomjian, who was appointed to the Board of Directors on November 5, 2014; and (2) Mr. Casswell, who was appointed to the Board of Directors on December 4, 2017; have been on the Board of Directors for five (5) or more years and are therefore subject to the requirement.

As at March 16, 2018, the non-management Directors being nominated for election at this Meeting hold an aggregate of 702,979 Common Shares and 164,528 DSUs. The Common Shares of the non-management Directors represent 0.44% of the issued and outstanding Common Shares as at that date and a total accumulated value of $4,295,202 (based on the closing price for the Common Shares on March 16, 2018 of $6.11). Management Directors have separate share ownership requirements.

Cumulatively, non-management and management Directors hold a total of 28,555,962 Common Shares representing 18.18% of the issued and outstanding Common Shares and a total accumulated value of $174,476,928 (based on the closing price for the Common Shares on March 16, 2018 of $6.11).

The Director equity ownership requirement is reviewed periodically by the Corporate Governance, Nominations & Risk Committee to ensure that the level is appropriate to demonstrate commitment to Ensign's success, in view of Common Share value and the current level of compensation being provided to non-management Directors.

Additional Disclosures Regarding Directors

To the knowledge of the Corporation, in the last ten years, none of the above-named nominees is or has been: (i) a director, chief executive officer or chief financial officer of any other issuer that, while that person was acting in that capacity or which resulted from an event which occurred while that person was acting in such capacity, was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days; or (ii) a director or executive officer of any company that, while such person was acting in such capacity, or within one year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted

any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Furthermore, to the knowledge of the Corporation, in the last ten years, no director or officer of the Corporation, or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Appointment of Auditors

The Shareholders will be asked to consider an ordinary resolution to appoint the firm of PricewaterhouseCoopers LLP as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders and to authorize the Board of Directors to fix their remuneration.

Total fees for audit and audit-related services for the Corporation's fiscal year ended December 31, 2017 were $711,826 (2016 – $740,464). For more information relating to auditors' fees, reference is made to the Annual Information Form dated March 6, 2018, under the heading "Audit Committee Disclosures", which is hereby incorporated by reference and which can be found on SEDAR at www.sedar.com or obtained free of charge by any shareholder from the Corporate Secretary of the Corporation at 400 – 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6.

Advisory Vote on Executive Compensation ("Say on Pay")

The Board has resolved to hold a "Say on Pay" vote on the Corporation's approach to executive compensation at the 2018 annual meeting of Shareholders. At the Meeting, Shareholders will be asked to cast an advisory vote on the Corporation's approach to executive compensation. Ensign's approach to compensation paid to its NEOs is described in detail under the heading "Compensation Discussion and Analysis".

The Board believes that this advisory vote will continue to assist Ensign in its dialogue with our Shareholders about governance and other matters relating to executive compensation. The results of the "Say on Pay" vote will be non-binding on the Board. However, the vote is an important part of our engagement with Shareholders with respect to executive compensation.

Shareholders are encouraged to review the discussion about Ensign's executive compensation under the heading "Compensation Discussion and Analysis" to cast an informed vote.

At the Meeting, Shareholders will be asked to vote for or against the following non-binding, advisory resolution concerning Ensign's approach to executive compensation:

"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Ensign Energy Services Inc. ("Ensign") or its committees, that the Shareholders of Ensign accept the approach to executive compensation disclosed in Ensign's Information Circular dated March 16, 2018 and delivered in advance of the 2018 annual meeting of Shareholders."

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the voting results and other Shareholder feedback into consideration when evaluating the Corporation's approach to executive compensation, including discretionary awards. The Board and the Compensation Committee of the Board actively monitor trends relating to compensation and governance of compensation to ensure executive management is aligned with Shareholder interests and incentivized to act in the best interests of Ensign.

At our annual meeting held in 2017, approximately 98.8% of the shares voted were in favour of our approach to executive compensation.

Amending the Corporation's Bylaws

At the Meeting, Shareholders will be asked to approve a resolution ratifying and confirming the adoption of Amended and Restated Bylaw No. 1 (the "Amended Bylaw").

The Corporation's "Bylaw No. 1" (the "**Original Bylaw**") was first enacted when the Corporation was incorporated in 1987 and, since that time, no amendments have been made. Given the passage of time, the Board has determined that it would be best to adopt a modernized form of bylaw for the Corporation, rather than amend the Original Bylaw on a piece-meal basis. In particular, the Amended Bylaw improves alignment of the Corporation's bylaw with the *Business Corporations Act* (Alberta) (the "**ABCA**"), reflects prevailing market standards for corporate governance, and reflects the evolution of the Corporation.

The Amended Bylaw was approved by the Board on March 1, 2018. It is in effect until it is confirmed, confirmed as amended, or rejected by Shareholders at the Meeting. If confirmed or confirmed as amended, the Amended Bylaw will continue in effect in the form in which it is so confirmed. If Shareholders reject the confirmation of the Amended Bylaw, it will cease to have effect as of the date of the Meeting (and not retroactively) and the Original Bylaw will remain as the operative bylaw of the Corporation.

The full text of the Amended Bylaw is attached as Schedule 2 to this Information Circular.

The following is a summary of the key differences between the Original Bylaw and the Amended Bylaw:

Improvement	*Description of Amended Bylaw*
Streamlined and modernized	• The repetition of statutory requirements set out in the ABCA has been reduced. • The wording of many provisions has been simplified with the use of plain language.
Alignment with changes in business corporations law	• Director Residency: Alignment of residency requirements for directors with the ABCA requirement of 25% Canadian residents. • Quorum: Require that a quorum of not less than five (5%) percent of the outstanding shares entitled to vote at the meeting be present in person or by proxy.
Advance Notice	• Includes a procedure for advance notice to be given to the Corporation in circumstances where nominations of persons for election to the Board are made by Shareholders of the Corporation. We must receive the name and other information about a nominated director not less than 30 days before a shareholder meeting; provided, however, if notice of an annual shareholders' meeting is given less than 50 days prior to the meeting date, Shareholders must provide notice of their director nominations by close of business on the 10th day following the first public announcement of the meeting. In the case of a special meeting (which is not also an annual meeting) called for the purpose of electing directors, Shareholders must provide notice of their director nominations by close of business on the 15th day following the first public announcement of the special Shareholders' meeting. • The Amended Bylaw provides a transparent, structured and fair process for nominating directors so that all shareholders can be made aware of the nomination in advance of a shareholder meeting, in the event of potential proxy contests, regardless of whether shareholders are planning to vote by proxy or attend the meeting.
Direct Registration	• Electronic, book-based, shareholder register system or other non-certificated entry or position on the register of shareholders is specifically recognized and permitted, in place of a physical share certificate system.
Electronic Communications	• Recognizes and permits electronic communications in accordance with the current provisions of the ABCA. • Modernize references to the form of electronic communications permitted.

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass the following resolution:

"BE IT RESOLVED THAT:

1. The adoption by the Board of Directors of the "Amended and Restated Bylaw No. 1", substantially in the form set out in Schedule 2 to the Information Circular of the Corporation dated March 16, 2018, be and is hereby ratified and confirmed.

2. Any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by the Shareholders who vote in person or by proxy thereon at the Meeting. The Board recommends that Shareholders vote FOR the resolution ratifying and confirming the adoption of the Amended Bylaw. In the absence of contrary directions, the persons named in the accompanying form of proxy intend to vote the Common Shares represented thereby in favour of the resolution as set out above.

SECTION 3 – COMPENSATION DISCUSSION AND ANALYSIS

Ensign strives to continually refine and improve our compensation programs and associated disclosure.

Letter to Shareholders from the Compensation Committee

Fellow Shareholders,

We are pleased to present Ensign's Compensation Discussion & Analysis ("**CD&A**") with respect to the compensation paid to our Named Executive Officers in 2017. This section will help you understand our compensation philosophy, practices and approach to executive compensation, both in 2017 and for the current year.

In 2016, the Board of Directors offered Shareholders an advisory vote on executive compensation. Approximately 74% of the shares voted were in favour of our approach to executive compensation. We took that outcome as an indication that improvements could be made to certain elements of our compensation program design and disclosure, and we then undertook an extensive review of our compensation plans.

The result of this review was that for the 2017 year, a number of changes to our medium and long term compensation programs were implemented. In 2017 the Board of Directors again offered Shareholders an advisory vote on executive compensation. Approximately 98.8% of the shares voted were in favour of our approach to executive compensation. This approach served as the basis for our 2017 compensation program, which is detailed below. We are pleased that Shareholders responded positively to the improvements made to our compensation program design and disclosure, which we believe provides a better and more transparent link between pay and corporate performance as compared with prior years and, to a degree, is based upon performance relative to designated peer companies.

The most significant improvements that came into effect for the 2017 year were: (1) the implementation of a PSU Plan; and (2) the increase in emphasis placed on PSUs rather than on stock options. This approach to medium and long term executive compensation was adopted to increase the emphasis on performance-based vesting and reinforce the link between pay and performance for our key executives. In addition, in 2017 as was the case in 2016, the Compensation Committee adopted a fixed cap on the total amount of any payout under the Annual Bonus Plan at 3% of EBITDA (as adjusted). A fixed cap on the total amount of any payout under the PSU Plan has been set at 2% of EBITDA (as adjusted) of the final year of each award.

A summary of the improvements to our compensation programs that became effective in 2017 are as follows:

2017 Improvement	*Description*
Enhanced Focus on Long-Term Performance	The key change we made was to discontinue our "Performance Share Award" program and replace it with a more conventional "Performance Share Unit" plan (the "**PSU Plan**"). The final tranche of Performance Share Awards (granted with respect to the 2015 year) will vest on September 1, 2018. The PSU Plan provides performance-based incentive awards for qualifying members of Ensign's senior management team, resulting in alignment between NEO pay outcomes and corporate performance outcomes over a three-year period. Performance metrics are of a relative nature to be measured and ranked by reference to a specific group of peer companies that have been selected, to evaluate "relative total shareholder return" and "return on capital employed". We believe the PSU Plan will result in highly competitive realized pay, aligned with corporate performance and the achievement of established goals. We also believe that the PSU Plan will assist us in achieving the important objectives of retention and attraction of key members of our management team. Further, this element of pay will continue to result in a large proportion of total compensation being comprised of at-risk, long-term award payouts. Lastly, the PSU Plan is non-dilutive. Once matured, awards will be settled in cash. Award recipients who have not met their minmum shareholding requirement will be required to use any after-tax proceeds from a PSU payout to purchase Common Shares until such requirement is met.
Increased Emphasis on Performance Metrics	We re-aligned the weighting of the elements of medium and long-term compensation, with more emphasis being placed on PSUs than on stock options. This change is intended to increase the focus on performance-based compensation and reinforce the link between pay and relative company performance as measured against a designated group of peer companies.
Change of Control Outcome	In 2017, we amended the Stock Option Plan to include a "double trigger" applicable to NEOs. The same concept is included in the PSU Plan. The vesting of awards in a change of control scenario under each program will neither be automatic nor discretionary with respect to NEOs, but will depend on whether the NEO is actually or constructively terminated following a change of control event.
Re-Alignment of Short-Term Incentive Weighting	We reviewed and re-aligned the weightings assigned to metrics used to calculate our short-term incentives for NEOs. These changes were made to ensure that a broader complement of our senior leadership group is specifically incentivized towards the achievement of strategic objectives in the interests of the Corporation as a whole, and to better align the range of potential outcomes for executives responsible for a variety of individual business units with the potential outcomes for executives responsible for a single business unit.
Minimum Shareholding Requirement Applicable to NEOs	We reviewed our policy with respect to minimum shareholdings required of our executives and other senior officers and made certain adjustments to enhance the objective of alignment between our executive officers and our Shareholders.

Cap on Payouts	In 2017, as with 2016, we placed a cap on the aggregate payment calculated pursuant to the Annual Bonus Plan, at 3% of EBITDA (as adjusted) achieved for the 2017 year. We have also placed a cap on the aggregate payment calculated pursuant to the PSU Plan, at 2% of EBITDA (as adjusted) achieved for the final year of each 3-year term. These caps will remain in place for awards granted in future years, unless otherwise determined by the Compensation Committee.

In addition to the forgoing, on an annual basis we review our compensation peer group, our performance peer group, the compensation and disclosure practices of our peers, as well as the outcome of realized pay in a year. We then make adjustments as appropriate to ensure that our compensation program continues to be competitive, aligned with the interests of Shareholders and meet our objectives of attraction and retention of our top talent.

Considering the changes to our compensation programs implemented for the 2017 year, together with the persistent challenges being experienced in our industry, which since 2015 have significantly impacted the Corporation's financial performance and which continue to drive efficiencies in the way we conduct business, we do not intend to make any significant adjustments to our compensation programs in 2018. In the event that any adjustments are necessary or desirable, the Compensation Committee will continue to use its experience and collective judgment in making any such adjustments.

As a Committee, we will continue to monitor trends in executive compensation and review our compensation programs to ensure they remain competitive and aligned with the best interests of the Shareholders.

Submitted by members of the Compensation Committee, all of whom are independent.

James B. Howe (Chair) ***Cary A. Moomjian, Jr.***
John G. Schroeder ***Gail D. Surkan***

Compensation Discussion & Analysis

This Compensation Discussion and Analysis ("**CD&A**") describes the compensation programs and practices applicable to the following executive officers of the Corporation who are classified as "Named Executive Officers" pursuant to National Instrument 51-102 (each a "**NEO**" and collectively, the "**NEOs**") for all or a part of the 2017 year:

Geddes, Robert H.	President & Chief Operating Officer
Kautz, Edward D.	President United States & Latin American Operations
Nuss, Michael R.	Executive Vice President United States & Latin American Operations
Gray, Michael R.	Chief Financial Officer
Edwards, N. Murray	Chairman

References in this CD&A to our "**Executive Management Committee**" means, collectively, the NEOs listed above. As described further in the section of this Information Circular entitled "Statement of Corporate Governance Practices", the Corporation does not have a named CEO.

Board of Directors Oversight and the Compensation Committee

The Board of Directors recognizes the importance of appointing knowledgeable and experienced individuals to the Compensation Committee in general and, in particular, to appoint those who have the necessary background in executive compensation and risk management to fulfill the Compensation Committee's obligations to the Board of Directors and Shareholders.

The Compensation Committee is currently comprised of James B. Howe (Chairman), Cary A. Moomjian Jr., John G. Schroeder and Gail D. Surkan, all of whom served on the Committee during the entire year ended December 31, 2017. Mr. Howe served as Chairman of the Compensation Committee throughout 2017 and continues in this role as of the date hereof.

All members of the Compensation Committee are independent directors who have the experience and knowledge required with respect to compensation, specifically in connection with executive compensation programs and levels, and other human resources matters including succession planning, talent development, recruitment, employee retention and employee engagement.

Two members of the Compensation Committee also sit on our Audit Committee. Two members of the Compensation Committee also sit on our Corporate Governance, Nominations & Risk Committee. This assists in bringing important risk management and risk assessment perspectives to our compensation programs, philosophy and practices.

Committee Member	Relevant Skills and Experience
Howe, James B. (Committee Chairman)	Mr. Howe has been a member of Ensign's Compensation Committee since 1998, and has acted as Chairman since 2004. Mr. Howe also currently serves on the compensation committee of Pason Systems Inc., a Canadian public company. As a Chartered Accountant and experienced public company director, he has significant financial expertise in, and in-depth exposure to, the design, implementation and evaluation of alternative strategies and best industry practices to performance-based compensation programs, in the energy industry in general and in the oilfield services sector specifically.
Moomjian Jr., Cary A.	Mr. Moomjian was appointed to the Compensation Committee in December 2014. He brings over 40 years of industry experience, including 18 years of experience in executive compensation, to the Committee. From 1994 to 2011, in his former roles as Vice President, General Counsel and Secretary of Ensco plc, ENSCO International Inc., and Santa Fe International Corporation, he participated in all meetings of the boards of directors and committees of those issuers, including compensation committees. While serving as Vice President, General Counsel and Secretary of those companies, Mr. Moomjian developed a depth and breadth of understanding of compensation programs, design, evaluation, issues and trends, and related governance and best practices considerations, in the context of an oilfield services provider. Further, having served as a department head of an oilfield services company between 1983 and 2011, he has had comprehensive experience with human resources management. Such experience includes succession planning, employee retention, performance review, cash and incentive compensation administration as well as personnel training and development.
Schroeder, John G.	Mr. Schroeder has been a member of Ensign's Compensation Committee since 1998. As a Chartered Accountant and a finance executive on the senior management team of Parkland Income Fund (now called Parkland Fuel Corporation), a public petroleum marketing company, Mr. Schroeder was responsible for the human resources function for 20 years. This included, together with the President and CEO, responsibility over the design and evaluation of compensation plans for executives and senior employees. Further, as a long-serving member of Ensign's Compensation Committee, Mr. Schroeder is experienced in the design, evaluation, modification and best practices generally as they relate to compensation practices for a corporation of the size and scope of Ensign.
Surkan, Gail D.	Ms. Surkan has been a member of Ensign's Compensation Committee since 2007 and she brings approximately 15 years of experience in human resources planning, in particular in executive recruitment, executive compensation, succession planning and employee engagement, to Ensign's Compensation Committee. In her former capacity as the Mayor of Red Deer and Chair of the Alberta Heritage Foundation for Medical Research, and in the numerous board positions she has held with crown corporations, non-profit organizations and private companies, she has had extensive experience with oversight of human resources functions, including compensation planning and evaluation, and the retention aspects associated with employee and executive compensation. More specifically, Ms. Surkan chaired the Human Resources Committee for ATB Financial for a number of years and led the CEO recruitment teams for both the City of Red Deer and the Alberta Heritage Foundation for Medical Research during her tenure with those organizations.

The Board of Directors believes that the members of the Compensation Committee have the knowledge and experience to effectively perform their responsibilities.

Compensation Committee Mandate

The mandate of the Compensation Committee of the Board of Directors includes the following:

i. Establishing and reviewing the Corporation's executive compensation philosophy;

ii. Administering compensation policies and programs, including salaries, bonuses and equity compensation plans, which reflect the executive compensation philosophy;

iii. Reporting to the Board of Directors and submitting compensation recommendations to the Board of Directors for approval;

iv. Performing a review of the Corporation's senior management and the steps being taken to assure the succession of qualified senior management at the Corporation;

v. Periodically reviewing and approving grants or awards pursuant to the Corporation's Stock Option Plan, and other equity-based award programs as may be established from time to time, under which Common Shares may be acquired or awarded to eligible participants;

vi. Reviewing the administration of any equity plans the Board may establish; and

vii. Reviewing and monitoring risks associated with the Corporation’s compensation and human resources programs and practices, including succession planning and retention.

In approving any element of compensation, the Compensation Committee considers recommendations from management.

Compensation Philosophy, Principles and Objectives

Compensation levels and programs for NEOs are designed and implemented to align with the Corporation’s annual and long-term growth objectives, and the enhancement of shareholder value driven by the following principles and objectives:

i. Provide market-competitive compensation to attract and retain qualified individuals;

ii. Maintain a pay-for-performance philosophy by delivering a meaningful proportion of total compensation using variable pay tied to corporate, business unit, safety and personal performance;

iii. Provide incentives linked to financial performance and enhanced shareholder returns relative to our peers, as well as operating results and non-financial metrics measured by the health, safety and environmental performance of the Corporation;

iv. Provide incentives which support appropriate risk-taking in support of the short-term and long-term goals of the Corporation, reflective of our risk tolerance;

v. Consistency with Ensign’s vision of growth through collaborative learning, achieving the potential of our people and technology and creating excellence; and

vi. Consistency with Ensign’s values of integrity, teamwork and learning.

The compensation programs at Ensign are intended to reward strong performance. Employees, including NEOs, maximize their compensation when annual operating and financial goals are achieved, when annual safety performance goals are achieved, when progress is made in executing Ensign’s growth strategy, and when strong relative total shareholder return and return on capital employed are achieved.

Risk Considerations of Executive Compensation

The committees of the Board assist the Board in monitoring the most significant risks facing the Corporation, including strategic, operational and reputational risks, which build upon management's risk assessment and mitigation processes. Specifically, the Compensation Committee:

i. Assists the Board in monitoring the risks associated with the Corporation's compensation programs and practices, including the retention of key senior management personnel;

ii. Reviews from time to time the risk implications of the Corporation's compensation programs, including specifically compensation risks as they relate to the Corporation's strategic plans, other desired performance measures, overall corporate performance and risk management principles; and

iii. Periodically undertakes a formal review of the risk implications of the design of the Corporation's compensation policies for senior executives and succession plans for such senior personnel.

In reviewing and prior to approving the Corporation's compensation programs or compensation being provided pursuant to such programs, risks are considered. The Compensation Committee believes that the Corporation's compensation policies do not create an environment where an executive or any individual is encouraged to take excessive risk.

The compensation offered by Ensign is designed to reward prudent business judgment and appropriate risk taking over both the short-term and the long-term, without creating risk that could reasonably be likely to have a material adverse impact on the Corporation.

The Compensation Committee reviews incentive programs on an annual basis. The Compensation Committee also models and adjusts programs, targets and measures as needed to ensure optimal alignment with the Corporation's strategic plans. The Compensation Committee also reviews and considers the results of the Shareholder's advisory vote on executive compensation, and other input from the investor and corporate governance constituencies. As a result of these reviews, important adjustments were made to our compensation programs in 2017, described in detail elsewhere herein.

Key oversight procedures and risk mitigation features to support managing compensation risk are as follows:

Oversight Procedures and Risk Mitigation Features

"At Risk" Compensation:

- A significant portion of Ensign's NEO compensation is "at risk", consisting of the annual cash bonus, annual Performance Share Unit grants (which began in 2017), and awards of stock options. PSUs are "at risk" and "medium term", as they cliff-vest at the end of a three-year period. Stock options are "at risk" and "long-term", as options do not fully vest until the end of the fifth (5^{th}) year following the date of the grant.
- The Performance Share Awards issued in prior years (now discontinued) were "at-risk" and "medium-term" as the award level was determined by the Corporation's financial performance (using the same criteria as are set for the annual cash bonus). The awards were paid in the form of Common Shares that vested over a period of three (3) years following the year for which such award was earned. The last tranche of outstanding Performance Share Awards will vest on September 1, 2018.
- Since the final value of the Performance Share Award and PSUs is dependent, in whole or in part, upon the price of the Common Shares over the applicable vesting periods, and thus is linked to the achievement of medium and long-term value creation, the Compensation Committee believes that the motivation for executives to take inappropriate action or excessive risk that may be beneficial to them from the standpoint of their compensation, at the expense of Ensign and its Shareholders, is limited.
- Furthermore, the Compensation Committee may apply discretion to adjust the size of the cash bonus. This discretion would only be used sparingly following a comprehensive assessment of corporate performance and the accomplishments of each executive. Although this discretionary power may be exercised judiciously by the Compensation Committee, it nonetheless discourages undue risk taking. Such discretion has not been used in more than five (5) years, except with respect to an election offered to members of senior management (including NEOs) to receive the payment of their 2016 cash bonus in Common Shares valued at a premium of 50% over the cash value of the bonus.
- ***Since 2016, in light of persistent economic and market challenges facing the Corporation and our industry around the globe, the Compensation Committee has set a fixed cap for the payout of the Annual Bonus Plan (cash bonus) in each year at 3% of EBITDA (as adjusted). This cap remains in place for subsequent years, unless otherwise determined by the Compensation Committee.***

Executive Equity Ownership Policy

- Ensign's executive equity ownership policy (described in detail below) is intended to discourage excessive risk-taking. This policy promotes an alignment of long-term interests between the Corporation's executives and those of its Shareholders.

Anti-Hedging:

- The Corporation's policies prohibit directors and officers of the Corporation from purchasing any financial instrument that is designed to hedge or offset any decrease in the market value of the Common Shares.

Compensation Recoupment ("Clawback") Policy:

- A Compensation Recoupment Policy was implemented in 2014, which provides the Compensation Committee the authority to direct the Corporation to seek reimbursement from a NEO of some or all of the incentive compensation paid to such NEO in the event of an accounting restatement resulting from misconduct by a NEO.

Succession Planning:

- The Compensation Committee reviews the Corporation's succession planning and implementation progress, at a minimum on a semi-annual basis. Succession planning is also frequently considered in the in-camera discussions of the Board of Directors.
- The Corporation has developed a strong culture of developing its employees and promoting from within. The majority of our NEOs attained their current positions through prior positions within the Corporation, assuming increasing responsibility as they progressed and demonstrated excellent leadership skills.
- Members of senior management review, on an annual basis, each key management position, evaluating the qualification, experience and leadership competencies needed to succeed in the position. The results of that evaluation drive management's decisions regarding identification of candidates for succession and the desired developmental steps to be undertaken for such candidates.
- The Compensation Committee receives reports, at a minimum annually, on the progression and development of the executives and members of senior management being considered for future executive roles and on succession planning more generally throughout the management levels of the Corporation. The Executive Management Committee makes succession recommendations for senior management positions to the Compensation Committee for their review, consideration and approval.

Corporate Operating Structure:

- As described in further detail in the "Statement of Corporate Governance Practices", the Corporation does not have a named CEO. The duties and responsibilities normally associated with the role of CEO are delegated by the Board of Directors to the Executive Management Committee, composed primarily of the NEOs. This structure, which has been in place throughout the Corporation's history, limits the ability of any one individual to unduly influence the direction of the Corporation and enables the continuation of strong leadership in the event of the departure of a member of the Executive Management Committee.

Compensation Benchmarking Peer Group

Ensign compares its executive compensation to the compensation provided to executives in comparable positions by a comparator group of Canadian oilfield service companies in primarily the contract drilling and well servicing lines of business. The comparator group is further refined on the basis of size, complexity, operating regions and style of operation. The companies in this comparator group compete with Ensign for executive personnel and therefore provide a useful and relevant benchmark for the Compensation Committee in its evaluation of the Corporation's executive compensation programs.

For 2017, Ensign looked to the following companies in benchmarking executive compensation:

Pay Peer Name:	Market Cap (approx., $CAD):	Sector
Trinidad Drilling Ltd.	$510 million	Oil and Gas Equipment & Services
Total Energy Services Corp.	$635 million	Oil and Gas Drilling
CalFrac Well Services Ltd.	$945 million	Oil and Gas Equipment & Services
Ensign Energy Services Inc.	**$960 million**	**Oil and Gas Drilling**
Precision Drilling Corporation	$1,070 million	Oil and Gas Drilling
Trican Well Service Ltd.	$1,130 million	Oil and Gas Drilling
Secure Energy Services Inc.	$1,340 million	Oil and Gas Equipment & Services
ShawCor Ltd.	$1,725 million	Oil and Gas Equipment & Services

For benchmarking purposes, we review peer company proxy materials and participate in third party compensation surveys, which provides us with relevant data regarding our selected peer group.

Because Ensign is a complex, global enterprise with multiple geographical operating units, the Compensation Committee also looks at selected energy services companies outside Canada, primarily in the United States, to ensure that executive compensation reflects the international scope of Ensign's operations. From time to time, Ensign reviews and evaluates compensation and compensation programs disclosed by the following oilfield service companies that are either US-based or have a significant presence in the United States:

Pay Peer Name:	Market Cap (approx., $USD)	Sector
Unit Corporation	$1,040 million	Oil and Gas Drilling
Ensco plc	$1,980 million	Oil and Gas Drilling (offshore)
Rowan Companies plc	$1,460 million	Oil and Gas Drilling (offshore)
Nabors Industries Ltd.	$2,230 million	Oil and Gas Drilling
Patterson-UTI Drilling Company, LLC	$4,330 million	Oil and Gas Drilling
Helmerich & Payne, Inc.	$7,080 million	Oil and Gas Drilling

When measured by market capitalization, Ensign is positioned close to the median of its Canadian peer group and is smaller than its US peers.

In addition to benchmarking against peer groups as described above, in 2017 the Corporation participated in selected compensation surveys, and purchased certain published results in order to assist in benchmarking against its peers in the various geographic locations in which it operates.

The Corporation does not anticipate making significant changes to its compensation benchmarking peer group for 2018, however, a normal course review takes place each year.

Performance Peer Group

With the adoption of a PSU program in 2017, we now look to a performance peer group to benchmark the metrics we have chosen in connection with the PSU Plan.

Our performance peer group is made up of companies in our industry sector (primarily land-based drilling, completion and production services peers), with similar risk profiles as ours, and with whom we compete for investors. Our performance peer group is somewhat different from our compensation peer group (see above), which is focussed on comparable companies with whom we compete for executive talent.

The Compensation Committee reviews the performance peer group at the beginning of every year for relevance and ongoing measurement similarities. The key issues and principles we consider in establishing our performance peer group are the following:

- Which peer group companies operate in the same industry sector, and are of similar size to Ensign? Land-based drilling operations, and completions and production services are the primary considerations.
- Do we compete with the peer group company for investor dollars? The performance peer group should therefore include a majority of Canadian-listed peers.
- Size is considered to be less important than business similarity and risk profile.
- The best peers will have historical price performance that is reasonably well correlated to Ensign's.
- Select at least 10 performance peers to foster the validity of results, and have some (but not total) overlap with the compensation peer group so that pay outcomes are likely to be directionally aligned with corporate performance.

For 2017 and 2018, following a review of business profiles, revenues, EBITDA, assets, employees and market capitalization, the following performance peers have been selected:

2017 PERFORMANCE PEERS	
CANADIAN-BASED PERFORMANCE PEERS:	
1.	Precision Drilling Corporation
2.	Trinidad Drilling Ltd.
3.	Total Energy Services Inc.
4.	Western Energy Services Corp.
5.	Pason Systems Inc.
6.	Akita Drilling Ltd.
7.	Secure Energy Services Inc.
US-BASED PERFORMANCE PEERS:	
1.	Patterson-UTI Drilling Company, LLC
2.	Helmerich & Payne, Inc.
3.	Nabors Industries Ltd.
TOTAL PERFORMANCE PEERS = 10	

Adjustments will be made as needed to respond to changes in our industry to ensure that each year's performance is compared against a representative group of companies.

Looking Ahead to 2018

As noted elsewhere in this CD&A, in 2017, the Compensation Committee implemented significant changes to certain elements of our compensation programs in order to better achieve alignment between pay and performance, ensure the appropriate and competitive compensation of our senior executives, and provide additional transparency regarding the metrics used in measuring outcomes. No additional changes for 2018 are currently being contemplated. The Compensation Committee has, however, determined to maintain the cap on the aggregate payment of any future annual cash bonus, including for 2018, at 3% of EBITDA (as adjusted), and the cap on the aggregate payment of any PSU award at 2% of EBITDA (as adjusted) achieved in the final year of the term of each award, going-forward and in each case until changed by the Compensation Committee.

NEO Compensation Components – Summary

The Corporation recognizes the importance of attracting, developing and retaining top quality talent and is committed to paying for individual and team performance in the context of strong operating results and achievement of financial and non-financial metrics. Beginning in 2017, and for 2018, the Corporation's compensation program for NEOs consists of four (4) main components, as follows:

Component	Description	Form	Performance Period	Performance Orientation
FIXED: Short-term incentive	Base salary or annual consulting fee	Cash	1 year	Fixed pay for performing day to day responsibilities. Evaluated based on past and expected future contribution, level of responsibility and value to the organization. Reflects the market value of the position, as well as experience, expertise, education, time in the role, and internal equity considerations. Reviewed on an annual basis, adjusted based on outcome of review. Increases reflect job performance and promotions.
AT RISK: Short-term incentive	Annual Bonus Plan [(1)]	Cash	1 year	Tied to the achievement of annual corporate and divisional objectives, including financial, health, safety and environmental objectives and strategic objectives. Level and objectives reviewed on an annual basis, adjusted based on outcome of review.
AT RISK: Medium-term incentive	Performance Share Unit Plan [(2)]	Cash	3 year performance cycle (cliff vest at end of term)	Rewards relative share price performance and return on capital employed. Fully at-risk with a 0% to 200% of target payout.
AT RISK: Long-term Incentive	Stock Option Plan	Stock Options	1/5th of award vest each year over 5 years, full term of up to 6 years	Designed to focus executive officer efforts on sustainably increasing shareholder value and returns over a period of years. Delivers value only if share price appreciates. Grant levels are determined with reference to role, responsibilities, individual performance, performance of the Corporation overall, the applicable division in which an employee is employed and peer group grant levels. Previous grants are not taken into account when considering new grants.

(1) Beginning for the 2016 year and until changed by the Compensation Committee, the aggregate maximum payout amount (including payouts to NEOs) with respect to the Annual Bonus Plan is capped at 3% of the Corporation's EBITDA (as adjusted) for the year.

(2) As noted elsewhere in this CD&A, in 2017 a PSU Plan was implemented. The PSUs "cliff-vest" at the end of their 3-year term, and the performance criteria are based on relative total shareholder return and return on capital employed. For the initial 2017 grant of PSUs and until changed by the Compensation Committee, the aggregate maximum payout amount of the PSUs (including payouts to NEOs) is capped at at 2% of the Corporation's EBITDA (as adjusted) in the final year of the term of each award.

NEO Compensation Components – Detailed Description

Total compensation for NEOs at Ensign is reviewed for competitiveness and compared to the Corporation's peer group for the achievement of established levels of performance.

A detailed description of each of the four (4) elements of NEO compensation for the 2017 fiscal year is below. Please see the "Summary Compensation Table" for details regarding overall executive compensation awarded to NEOs in 2017, and the table entitled "Outstanding Share-Based and Option-Based Awards" for details on grants of stock options and PSUs to the NEOs in 2017.

The Compensation Committee retains the ability to exercise discretion to ensure that compensation and incentive plan designs achieve the intended results and avoid unintended consequences. In determining whether discretion is warranted, the Compensation Committee comprehensively assesses each element of the compensation package provided to executives, the overall compensation package provided to each executive, the performance of the Corporation (financial and non-financial) and individual performance. This discretionary power is exercised sparingly and judiciously by the Compensation Committee. As noted above, other than with respect to the suspension in 2016 and subsequent termination in 2017 of the Performance Share Award program, which impacted all eligilble employees including NEOs, and the election offered to senior executives to receive their 2016 annual cash bonus in Common Shares at a 50% premium over the value of the cash bonus, no other adjustments from the set formulas were made with respect to any NEOs in 2017 or in any of the past five (5) years.

1. **Base Compensation (salary or annual consulting fee)**: The Compensation Committee typically reviews and approves base compensation for the upcoming year in December of the prior year and makes adjustments as necessary to reflect changes in economic circumstances, market conditions and competitive practices.

   Effective January 1, 2015, in response to swiftly changing market conditions, the NEOs accepted a 10% reduction in base annual compensation (implemented along with a reduction in Director compensation, as further discussed below). Such action was taken by the NEOs and the Board of Directors to demonstrate leadership and emphasize the importance of controlling costs during an unstable period for the industry. Base compensation for 2016 and 2017 has remained largely at the 2015 levels, in light of prevailing industry and economic conditions, except with respect to promotions and relocations.

   Based on the current industry outlook, it is expected that 2018 compensation will remain consistent with compensation achieved in 2017.

2. **Annual Bonus Plan ("ABP"):** Ensign's ABP is a short-term incentive plan designed so that NEOs have all or a high portion of their potential annual cash bonus compensation linked to overall corporate financial results and the achievement of safety and strategic goals, rather than to individual business unit or geographical segment results. The potential ABP payout grid varies from "entry level" up to the NEO levels, increasing in accordance with role responsibilities and influence on corporate goal achievement. The ABP cash award is designed to recognize achievements measured over a one-year

period. It provides an opportunity for employees, including NEOs, to earn a target annual cash bonus based on meeting corporate performance objectives in key areas:

Annual Bonus Plan – Metrics

1.	**Corporate financial performance:** EBITDA (as adjusted) vs. approved 2017 budget 50% of NEO annual bonus	• This financial component of the annual bonus uses the key financial metric of EBITDA (as adjusted) as a percentage of the annual approved budget. The Board of Directors approves annual budgets, which define operating, financial, safety and other corporate goals for the Corporation (which includes all of its operating divisions). • Overall corporate financial performance is based on the Corporation's consolidated financial results, while each operating division has specific financial performance targets based on its own approved annual budget to ensure "line of sight" for the employees in that division. • A minimum threshold for corporate earnings (80% of target) must be met in order to receive an annual bonus. The maximum bonus is achieved at 120% of target.
3.	**Corporate financial performance:** Asset Efficiency Ratio (AER) 30% of NEO annual bonus	• The Asset Efficiency Ratio is a financial metric developed by Ensign to reflect the return on capital invested with respect to its assets. The ratio applicable to NEOs measures the adjusted after-tax cash flow generated by Ensign on a consolidated basis, divided by the average value of the assets and equipment utilized by Ensign in the year. • A minimum AER of 15% achieves the minimum threshold for achievement of a bonus based on this metric; an AER rate of 25% achieves the maximum bonus achievement based on this metric.
4.	**Safety:** 10% of NEO annual bonus	• This component of the Annual Bonus Plan is designed to incentivize ongoing positive behaviour to reduce or eliminate incidents and injuries. • The Health, Safety & Environment Committee approves annual objectives comprised of a combination of: ○ Leading indicators (2017 weighting = 75%) – composed of a minimum of three (3) key behavior-based performance indicators; and ○ Lagging indicators (2017 weighting = 25%) – total recordable injury rates, to promote year-over-year improvement; on both a divisional and a corporate basis. • Threshold, target and stretch targets are set and aligned with a points system.
5.	**Strategic Goals:** 10% of NEO annual bonus	• The Board of Directors annually approves strategic goals and objectives for the NEOs, in some or all of the following areas: ○ Safety ○ Training ○ Business Development ○ Systems ○ Asset Efficiency ○ Innovation / Technology • Threshold, target and stretch targets are set and aligned with a points system.

The annual cash bonus varies based on the degree to which financial, non-financial and strategic objectives meet or exceed the established targets. When all objectives are met or exceeded, NEOs were eligible for an annual cash bonus in 2017 at a set level of up to either 100% or 150% (depending on the NEO's role) of their base compensation, as follows:

MAXIMUM 100% ANNUAL BONUS LEVEL [1]							
1. Financial Performance [50%]		2. Asset Efficiency Ratio (AER) [30%]		3. Safety (vs. 2017 Safety Targets) [10%]		4. Strategic Bonus [10%]	
EBITDA (as adjusted) as a % of 2017 Budget	Bonus % of 2017 Base Comp.	AER %	Bonus % of 2017 Base Comp.	HSE Points	Bonus % of 2017 Base Comp.	Strategic %	Bonus % of 2017 Base Comp.
Below 80%	0.00%	Below 15%	0.00%	Below 80 PTS	0.00%	Below 80 PTS	0.00%
At 80%	5.00%	At 15%	3.00%	At 80 PTS	1.00%	At 80 PTS	1.00%
At 85%	11.25%	At 16.25%	6.75%	At 85 PTS	2.25%	At 85 PTS	2.25%
At 90%	17.50%	At 17.50%	10.50%	At 90 PTS	3.50%	At 90 PTS	3.50%
At 95%	23.75%	At 18.75%	14.25%	At 95 PTS	4.75%	At 95 PTS	4.75%
At 100%	30.00%	At 20.00%	18.00%	At 100 PTS	6.00%	At 100 PTS	6.00%
At 105%	35.00%	At 21.25%	21.00%	At 105 PTS	7.00%	At 105 PTS	7.00%
At 110%	40.00%	At 22.50%	24.00%	At 110 PTS	8.00%	At 110 PTS	8.00%
At 115%	45.00%	At 23.75%	27.00%	At 115 PTS	9.00%	At 115 PTS	9.00%
At 120%	50.00%	At 25+%	30.00%	At 120 PTS	10.00%	At 120 PTS	10.00%

MAXIMUM 150% ANNUAL BONUS LEVEL [2]							
1. Financial Performance [50%]		2. Asset Efficiency Ratio (AER) [30%]		3. Safety (vs. 2017 Safety Targets) [10%]		4. Strategic Bonus [10%]	
EBITDA (as adjusted) as a % of 2017 Budget	Bonus % of 2017 Base Comp.	AER %	Bonus % of 2017 Base Comp.	HSE Points	Bonus % of 2017 Base Comp.	Strategic %	Bonus % of 2017 Base Comp.
Below 80%	0.00%	Below 15%	0.00%	Below 80 PTS	0.00%	Below 80 PTS	0.00%
At 80%	7.50%	At 15%	4.50%	At 80 PTS	1.50%	At 80 PTS	1.50%
At 85%	16.88%	At 16.25%	10.13%	At 85 PTS	3.38%	At 85 PTS	3.38%
At 90%	26.25%	At 17.50%	15.75%	At 90 PTS	5.25%	At 90 PTS	5.25%
At 95%	35.63%	At 18.75%	21.38%	At 95 PTS	7.13%	At 95 PTS	7.13%
At 100%	45.00%	At 20.00%	27.00%	At 100 PTS	9.00%	At 100 PTS	9.00%
At 105%	52.50%	At 21.25%	31.50%	At 105 PTS	10.50%	At 105 PTS	10.50%
At 110%	60.00%	At 22.50%	36.00%	At 110 PTS	12.00%	At 110 PTS	12.00%
At 115%	67.50%	At 23.75%	40.50%	At 115 PTS	13.50%	At 115 PTS	13.50%
At 120%	75.00%	At 25+%	45.00%	At 120 PTS	15.00%	At 120 PTS	15.00%

(1) This bonus level applied in 2017 to Messrs. Gray and Nuss.
(2) This bonus level applied in 2017 to Messrs. Geddes, Edwards and Kautz.

For 2017, certain NEOs (being Mr. Geddes, Mr. Edwards and Mr. Kautz) were eligible for an annual cash bonus at a set level of up to 150% of their base compensation, and certain NEOs (being Mr. Gray and Mr. Nuss) were eligible for an annual cash bonus at a set level of up to 100% of their base compensation.

For 2017, the weighting as between the financial performance metric and the AER metric was changed to 50% and 30% respectively (from 40% and 40% in 2016).

In 2017, on a consolidated basis, the Corporation's EBITDA (as adjusted) achieved approximately 109% of the approved annual budget for the year, resulting in an annual cash bonus payout to the NEOs based on this metric.

In May 2017, consistent with the prior year, in light of persistent economic and market challenges facing the Corporation and our industry around the globe, the Compensation Committee used its authority to set a fixed cap on the aggregate payout under the Annual Bonus Plan, including payments to NEOs, at 3% of EBITDA (as adjusted). The total payout pursuant to the ABP for 2017 to all of Ensign's eligible employees, including NEOs, would have achieved in excess of 3% of EBITDA (as adjusted) and therefore the calculated payments were rolled-back to the level of the cap. This cap remains in place for future years, until specifically removed or modified by the Compensation Committee.

The Compensation Committee reviews and approves the final proposed annual cash bonus payments to NEOs, and may, where appropriate, adjust such bonus payments following a comprehensive assessment of corporate performance and the accomplishments of each NEO. No such adjustments impacting NEO bonuses have been made in more than five (5) years, except with respect to the the suspension in 2016 and subsequent termination in 2017 of the Performance Share Award component of the Annual Bonus Plan, which impacted all eligilble employees including NEOs, and the election offered to senior executives to receive their 2016 annual cash bonus in Common Shares at a 50% premium over the value of the cash bonus, described in further detail in the Summary Compensation Table below.

The ABP is subject to annual review by the Compensation Committee, and in particular the annual safety and strategic metrics are considered and approved.

3. **Performance Share Units ("PSUs")**: In 2017, the Compensation Committee approved a Performance Share Unit Plan. PSUs are intended to provide an incentive that will enable the Corporation to achieve its medium and long-term objectives, and allow the Corporation to attract and retain quality personnel.

The first grant of PSUs pursuant to this plan occurred in 2017. Going-forward, grants of PSUs will be approved by the Compensation Committee annually on or before April 1 of each year.

Performance Share Units ("PSUs")	
Form of Award	Cash payment.
Who Participates	Senior executives of the Corporation (vice president level and above). Directors are not eligible to receive PSUs unless he or she is also an officer or employee of the Corporation.
Target Award Amount	A dollar amount is determined based on a percentage of base annual salary, which is used to determine a number of PSUs based on the volume weighted average trading price of Ensign's Common Shares over the 10 days prior to the grant date. The target amount of the award is a PSU value of 100% of the PSU grant.
Dividends	Dividends are accrued on outstanding, unvested PSUs, and accumulate in the form of additional PSUs.
Vesting	Awards of PSUs cliff-vest at the end of a three (3) year performance period, which aligns with calendar years beginning the year of the grant. Extending the realization of PSUs over a three (3) year period is intended to encourage corporate performance and stock price appreciation. If an employee leaves employment with the Corporation for any reason (other than in certain limited circumstances, including termination of employment concurrently with or following a change of control), unvested PSUs are forfeited.
Payout	Cash settlement, based on a formula that includes relative total shareholder return and return on capital employed, calculated in each year of the term (20% weighting per year) and over the full term (40% weighting of the full term average). Any after-tax payment is to be used to purchase Common Shares if the minimum shareholding requirement has not yet been met.
Performance Measures	The value at vesting of the PSUs will depend on Ensign's stock price and corporate performance, as measured by metrics including the Corporation's relative total shareholder return (TSR) and return on capital employed (ROCE) relative to its peer group, over the three-year vesting period. Future realized values at the time of vesting will reflect stock price performance, reinvested dividend accruals, and achievement of performance criteria, all as measured over the vesting period. The aggregate payout pursuant to each PSU grant is 2% of EBITDA (as adjusted), in the final year of each three-year term. This cap remains in place until specifically removed or modified by the Compensation Committee.

NEOs and other key corporate and operational employees at the vice president level and above are eligible to receive grants of PSUs. Grant amounts are determined using base salaries and a multiplier based on role:

Title	Multiple of Base Salary (to determine grant value)
President & Chief Operating Officer Chairman	Base Salary x 125% = grant value
Divisional President Executive Vice President	Base Salary x 75% = grant value
Senior Vice President Vice President	Base Salary x 50% = grant value

The calculated grant value is then divided by the Corporation's volume weighted average share price over the 10 trading days prior to the grant date, to determine the final number of units granted.

For the 2017 award of PSUs (and the upcoming award for 2018), the payment amount the NEOs ultimately may receive depends on our three-year TSR, relative to the performance peer group (67% weighting), our relative return on capital employed (33% weighting), and our share price at the end of the vesting period. We believe relative TSR and return on capital employed compared to our peers are important measures of performance, because they reflect our ability to outperform companies affected by similar market conditions and our ability to efficiently use our capital over time.

At the end of the three-year performance period, a multiplier ranging from 0 – 2.0x is calculated by ranking our three-year TSR against the TSR of the performance peer group (adjusted to reflect dividends paid over the period), and our three-year ROCE relative to our performance peer group, using the scales below. The performance multipliers between the thresholds described will be calculated on a sliding scale.

	Relative TSR Ranking (67% weighting)	**Multiplier**
Maximum Performance Level	75% or higher	2.0 times payout
Target Performance Level	50% (median)	1.0 times payout
Threshold Performance Level	35%	0.4 times payout
Below Threshold Performance Level	Below 35%	0 payout
	ROCE (33% weighting)	**Multiplier**
Maximum Performance Level	75% or higher	2.0 times payout
Target Performance Level	50%	1.0 times payout
Threshold Performance Level	35%	0.4 times payout
Below Threshold Performance Level	Below 35%	0 payout

The overall performance multiplier is calculated for each one-year performance period in the term, and an average performance multiplier will be calculated for the entire term:

Performance Multiplier Formula		
20% weighting	**Year 1**	67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Year 1 Performance Multiplier
20% weighting	**Year 2**	(67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Year 2 Performance Multiplier
20% weighting	**Year 3**	(67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Year 3 Performance Multiplier
40% weighting	**Years 1-3**	(67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Years 1-3 Performance Multiplier
= Performance Multiplier over the full Term		

From this, the total payout of PSUs on maturity is determined in accordance with the following formula:

Number of PSUs granted + dividends accumulated over the 3-year term	**X**	Performance multiplier over the full term 0-2.0x	**X**	10-day volume weighted average price of ESI shares on the TSX over the 10 trading days prior to the Dec. 31 maturity date	**=**	PSU payout, subject to cap of 2% of EBITDA (as adjusted)

The amount that NEOs and other PSU award recipients ultimately may receive will depend on the number of units including dividend reinvestment over the three-year term, our three-year relative TSR and ROCE as compared with our performance peer group and our share price at the end of the term of the award. The aggregate payout of all PSUs granted in 2017, which mature on December 31, 2019 and are payable on or prior to March 15, 2020, is capped at 2% of EBITDA (as adjusted), for the 2019 year.

4. **Option-Based Awards – Stock Options**: The Compensation Committee periodically awards stock options to NEOs and other qualifying employees for the purpose of providing an incentive that will foster achievement of the Corporation's long-term objectives and allow the Corporation to attract and retain quality personnel.

   The Compensation Committee considers proposals from the Executive Management Committee for awards of stock options to NEOs and other qualifying employees on an individual basis.

   Stock appreciation rights (SARs) are provided to certain employees residing outside of Canada and the United States, in lieu of stock options, and are subject to the same general conditions and restrictions as stock options. As all of our NEOs currently reside in North America, SARs are not currently awarded to any of our NEOs.

   Commencing in 2018, the annual award of stock options (and including stock appreciation rights) that may be approved by the Compensation Committee in any fiscal year will be capped at 1% of the Corporations' issued and outstanding Common Shares as of the end of each fiscal year.

Stock Option Plan	
Form of Award	Options on Common Shares, which are issued from treasury.
Who Participates	Officers and employees of the Corporation. Directors are not eligible to receive stock options unless he or she is also an officer or employee of the Corporation.
Exercise Price	The closing price for the Corporation's Common Shares on the last trading day preceding the date the options were granted.
Vesting	20% per year over a period of five (5) years.
Term	Expire at the end of the sixth (6^{th}) year following the grant date.
Payout	Upon exercise of a stock option, the holder receives one Common Share for each stock option exercised. The holder of stock options may elect to receive a cash payment, in lieu of Common Shares, equal to the difference between the stock option exercise price and the market price of the Corporation's Common Shares on the TSX on the date of exercise.
Termination	Unvested stock options are forfeited on the date of cessation of employment, whether due to termination without cause, termination with cause, resignation, retirement or death. Vested options outstanding as at the date of cessation of employment may be exercised in the 90 days following the effective date of the cessation of employment.
Change of Control	The vesting of stock options in a change of control scenario will depend on whether the NEO is actually or constructively terminated following a change of control event.
Restrictions	No one person, nor the NEOs as a group, may hold stock options exceeding 5% of the Corporation's outstanding Common Shares.
Re-Pricing	The Corporation does not re-price out-of-the-money, or other, stock options.

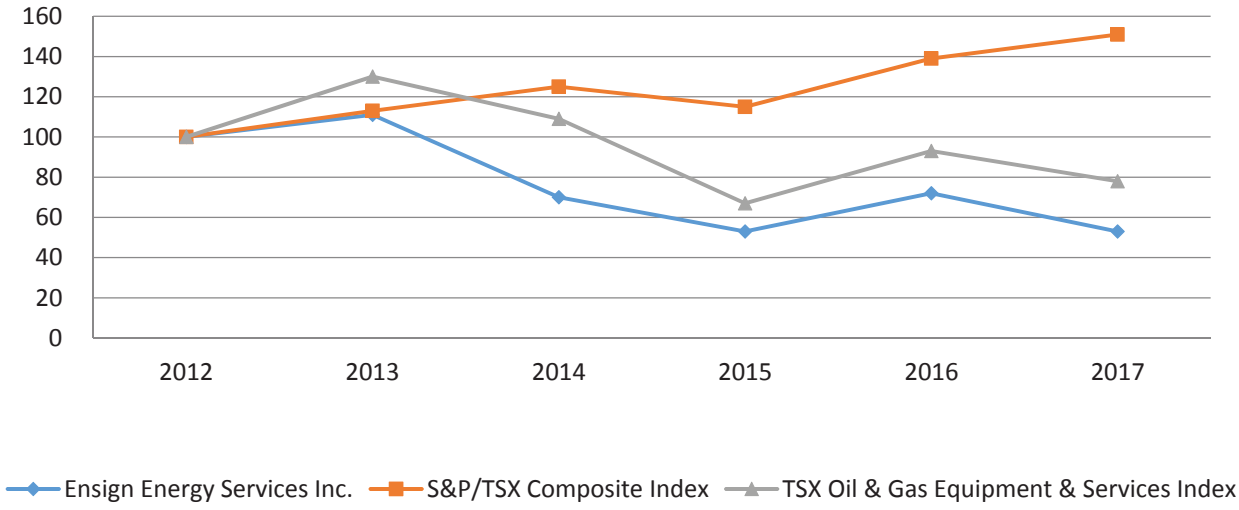
No stock options or SARs were granted in the 2016 year, in light of the ongoing compensation program review then being undertaken by the Compensation Committee. A grant of stock options and SARs took place on March 10, 2017, with the number of options granted to individual grantees set at approximately 50% of historical grant amounts – a level that was set in consideration of the then-ongoing review and implementation of changes to the Corporation's overall compensation program design. A second grant of stock options and SARs took place on November 15, 2017, again at the level of approximately 50% of pre-2017 levels. All recipients of PSUs, which includes all NEOs, received an award of stock options in the March 10, 2017 grant; however no recipients of PSUs, including NEOs, received awards of stock options in the November 15, 2017 grant. This is described in further detail below in the section entitled "2017 Stock Option Grants").

5. **Other Compensation:**

Other Compensation Elements	
Employee Savings Plan:	For Canada-based employees, the Corporation also provides an "Employee Savings Plan", whereby employees can elect to contribute, based on years of service, up to 5% of their regular earnings to a savings plan. Ensign contributes, on a matching basis, by way of the purchase of Common Shares acquired each pay period through the TSX. The Common Shares vest in favour of participating employees as to 50% in the year following the year in which the contribution was made, and 50% in the next year. Certain alternative plans are provided by the Corporation to employees in jurisdictions outside of Canada.
Benefits and Perquisites:	Ensign provides standard benefits as part of a competitive compensation package. We limit the use of perquisites for our executives, as we do not think they should be a significant element of compensation beyond what is appropriate to keep Ensign competitive. The Corporation does not have: • Employment contracts with any of its NEOs or other executives; • Separate change in control agreements; or • Executive pension or retirement plans.

Performance Graph

The following performance graph illustrates Ensign's five year cumulative shareholder return, as measured by the closing price of the Common Shares at the end of each financial year, assuming an initial investment of $100 on December 31, 2012, compared to the S&P/TSX Composite Index and the TSX Oil & Gas Equipment & Services Index, assuming the reinvestment of dividends, where applicable.



	2012	2013	2014	2015	2016	2017
Ensign Energy Services Inc.	100	111	70	53	72	53
S&P/TSX Composite Index	100	113	125	115	139	151
TSX Oil & Gas Equipment & Services Index	100	130	109	67	93	78

The 2012 starting point in the performance graph reflected ongoing improvement in revenue and operating earnings following the industry downturn associated with the 2008/2009 global financial crisis. The recovery in financial performance was sustained into the start of 2012 before North American activity levels began to soften in the latter half of that year. Throughout much of 2013, this weakness in North American oilfield services markets continued.

Ensign generated strong operating and financial results for the majority of 2014, even though falling oil prices in the second half of the year began to adversely impact expected levels of future demand for oilfield services, particularly in Canada and the United States. The Corporation's share price dropped significantly in the last half of 2014 as the outlook worsened due to falling oil and gas commodity prices.

Steep declines in energy commodity prices continued throughout 2015, as energy supply and demand fundamentals remained imbalanced. The continued decrease in the Corporation's share price in 2015 reflected a decline in operating revenue of 40% as compared with 2014, reflective of the challenged commodity prices and corresponding weak demand for oilfield services.

Continued low commodity prices prolonged the period of challenged operating and financial results across the energy sector in 2016. However, oil and natural gas prices began to stabilize and slowly recover throughout the year, such that despite a further decline in operating revenue of 38% in 2016 as compared with 2015, the Corporation's share price began a modest recovery over the year.

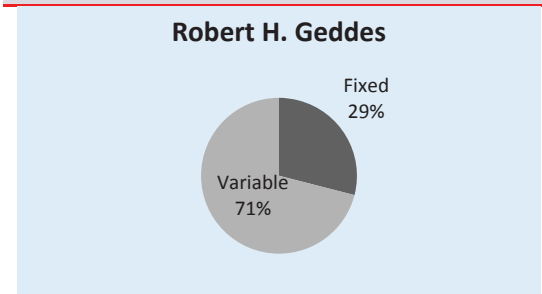
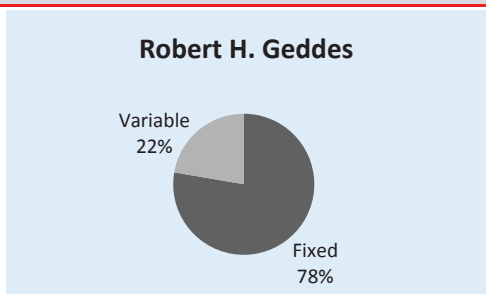
Although our financial results for 2017 improved as compared with 2016 and 2015, and the modest recovery of crude oil and natural gas prices continued over the year, the Corporation's share price, together with the share prices of our Canadian peers, declined somewhat. This was due, in part, to an imbalance between rig supply and customer demand resulting in term contracts being signed-up or entered into at lower rates and for shorter terms than the preceeding contracts, as well as ongoing uncertainties in Canada regarding pipeline access for both oil and gas to tidewater and energy supply and demand fundamentals.

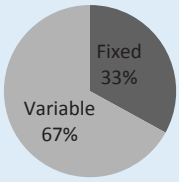
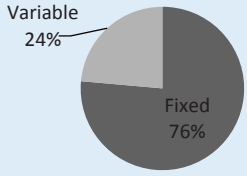
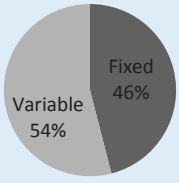
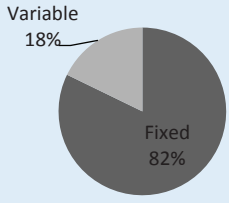
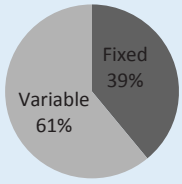
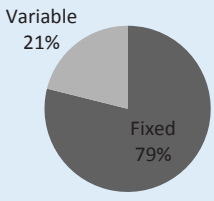
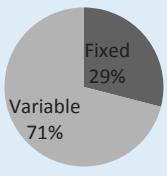
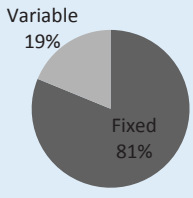
2017 Compensation and Pay Mix

The following pie charts show the respective actual pay mixes as between fixed and variable compensation achieved for each of the NEO's for 2017 and 2016. As indicated, historically most of our NEOs' compensation has been delivered through variable compensation. However the industry downturn has substantially reduced the quantum of any variable compensation earned and paid over these two years.

The pie charts demonstrate the year-over-year increase in the proportion of total pay granted to or received by NEOs in the form of variable compensation. In 2017, the compensation provided to NEOs included the four (4) elements described above, being base salary, annual cash bonus, a grant of PSUs and a grant of stock options (of approximately 50% of historical grant levels). In contrast, 2016 NEO compensation included two (2) elements of compensation only – base salary and annual cash bonus (which certain NEOs elected to receive in Common Shares at a 50% premium over the value of the cash bonus).

For a breakdown of all elements of actual compensation paid in 2017, please refer to the "Summary Compensation Table".

2017	2016
	

2017	2016
Edward D. Kautz 	**Edward D. Kautz** 
Michael R. Nuss 	**Michael R. Nuss** 
Michael Gray 	**Michael R. Gray (1)** 
N. Murray Edwards 	**N. Murray Edwards** 

(1) The pie charts reflect Mr. Gray's full year earnings in 2016, although his service as a NEO commenced on October 22, 2016.

The annual and long-term incentives are variable or at-risk compensation, which are awarded based on corporate and business unit performance. The relative weighting of these elements varies by level within the Corporation, where the most senior individuals, including the NEOs, have the highest proportion of compensation at-risk. This is intended to ensure alignment between an individual's ability to influence business unit and corporate results, and the degree to which his or her compensation is affected by those results.

Compensation Objective Supported

Base salaries reflect Ensign's goal of retaining and attracting qualified individuals. Base salary determination for the NEOs is based primarily on past and expected future contribution, value to the organization, market competitiveness and individual performance. Industry challenges and outlook as well as general economic conditions in the regions in which Ensign operates, factors which also affect Common Share performance, are considered in determining base salary levels.

NEOs received moderate, normal course salary increases from 2011 through 2014, a period of relatively stable financial performance. In early 2015, in response to the challenging industry outlook which began in mid-2014 and was ongoing at that time, the NEOs accepted a 10% reduction in base salary or annual consulting fee, coinciding with a period of lower performance for the Common Shares. This reduction has largely remained in place throughout 2017, although certain adjustments have been made to reflect promotions and increases in responsibility.

The pie charts for 2017 reflect fixed base compensation as being a significantly lower proportion of overall compensation as compared with 2016, as a consequence of only one element of variable compensation having been realized for 2016 (being the annual cash bonus), as compared with 2017 in which a larger annual cash bonus was paid, a grant of stock options and a grant of PSUs occurred in the year. No compensation was earned in 2016 in respect of longer-term variable pay.

In 2017, as in 2016, no variable compensation benefit was realized by the NEOs from the exercise of stock options.

These outcomes for both 2016 and 2017 reflect the Corporation's compensation philosophy of delivering a meaningful proportion of total compensation to NEOs using variable pay, such that in years such as these where the Corporation experiences very challenging market conditions and prolonged poor economic fundamentals, variable pay declines significantly, as is demonstrated by the pay outcomes achieved in 2016. Conversely, the Corporation's compensation program is structured to achieve significantly increased variable pay during years of stronger financial, safety and relative share price performance.

Ensign's ABP pays out when certain minimum thresholds are met for corporate earnings, safety results and the achievement of strategic objectives over a one-year period. Value from PSUs is realized when Ensign's performance relative to its performance peer group on the metrics of total shareholder return and return on capital employed are at or above a threshold level, and where Ensign's share price

appreciates over the medium-term. Lastly, value is realized from stock options when Ensign's share price appreciates over the long-term.

Compensation of the Named Executive Officers

The following summarizes Ensign's 2017 performance measures and the 2017 performance and total direct compensation of the NEOs.

In 2017, Ensign achieved success in a number of areas and continues to be well-positioned to capitalize on business opportunities, even in the current challenging market environment.

2017 Performance of the NEO's

The Board of Directors believes that Ensign continues to compare favourably to its peer group on the key metrics of balance sheet, capital structure, return on invested capital and cash flow. Specific measures have been put into place to monitor achievement of corporate strategy, including return on invested capital, total shareholder return, annual growth targets, reliability and cost targets.

Progress generally continues to be made towards the Corporation's health, safety and environmental performance goals on employee development, recordable injuries, energy efficiency, environmental stewardship and reliability. Although 2017 was a challenging year in terms of our recordable injuries, our focus on and commitment towards behaviour-based training, in particular for inexperienced personnel, is expected to result in sustained improvements and a return to our pre-2017 trend of year-over-year improvement. Our NEOs continued to provide outstanding leadership in focusing on operational excellence, capital discipline and strategic direction. In 2017 the Corporation specifically achieved the following:

2017 Achievements	
Safety	We initiated a formal "Serious Incident Review" process at the executive level as a forum to discuss significant and high potential incidents and extract key learnings to be shared globally to prevent reoccurrence.
Safety	Total incident and injury-related costs were reduced overall by 25% as compared with 2016. Our operations in the Middle East achieved injury-free status in 2017, an exemplary achievement.
Operations	We initiated an Operational Best Practices Committee, whose mandate is to identify, share and implement global best practices for the purpose of driving greater safety performance, efficiency and consistency.
Innovation/ Technology	We achieved continued development of drilling rig automation, specifically through the integration of the "Ensign Edge™" control room systems that manage downhole tools, increase penetration weight and lower the risk of getting stuck in hole.
Training	Following the roll-out in 2016 of 26 online HSE learning modules (including regulatory, behavior-based and other training), aimed at further developing and supporting standardized training in our worldwide operations, we commenced a comprehensive project focussed on enhancing the skills and behavioral competencies for rig managers and other senior field supervisors.

Financial	We repaid USD $100 million of our senior unsecured notes in February 2017. We also fianlized a waiver with our lenders that allowed us to maintain our global bank credit facility unsecured.
Financial	We reduced our general and administrative expense in 2017 to 3.9% of revenue, a result that is exceptional in our peer group.
Financial Performance	We have successfully maintained the cost reduction initiatives which began to be implemented in late 2014, while effectively initiating additional such measures through prudent use of technology and systems. These actions have been taken while appropriately maintaining our equipment and sustaining our operational capabilities, including the regions in which activity levels have increased.
Financial Performance	Through ongoing prudent cost management, we sustained our dividend rate for the 2017 year and declared total dividends of $0.48 per Common Share.
Equipment	We added three (3) new-build ADR® drilling rigs to our fleet, all committed on long-term contracts. We also added one new-build well servicing rig in the United States.

2017 Annual Bonus Calculation – Cash Award

As described in the section above entitled "Executive Compensation Components – Detailed Description", in 2017 Ensign rewarded the NEOs and other ABP participants based on the performance achieved versus annual approved targets, as follows:

Metrics	2017 Achievement
Financial Performance	In 2017, on a consolidated basis, the Corporation's EBITDA (as adjusted) achieved approximately 109% of the approved annual budget for 2017, resulting in an annual cash bonus payout to the NEOs based on this metric.
Asset Efficiency Ratio	In 2017, on a consolidated basis, the AER ratio was less than 15%, resulting in no annual cash bonus paid to NEOs based on this metric.
Safety Performance	Safety performance metrics on a consolidated basis in 2017 achieved approximately 89% of targets, representing a cash bonus of between 3.4% and 5% for our NEOs (depending on bonus level).
Strategic Goals	Five pre-approved strategic goals were set for the NEO group in 2017. One was partially achieved, one was achieved, one was exceeded and two were not met. This resulted in no overall achievement of a cash bonus on this metric for the year.

Together, the achievement in 2017 of financial and safety metrics resulted in a total annual cash bonus pursuant to the ABP (following a roll-back of calculated payouts to the cap of 3% of EBITDA (as adjusted) on the aggregate annual bonus payout), of between 30% and 58% of earned base salary for the NEOs (depending on bonus level and the proportion of the annual bonus which is based on corporate consolidated results as compared with divisional results).

Governance of the financial performance criteria and metrics is comprehensive. Reviews of measures, weightings, targets and performance results are conducted at various times of the year by the appropriate divisional, corporate and Compensation Committee levels before being approved by the Board of Directors. Annual safety goals for each division are reviewed by the Health, Safety & Environment

Committee ("**HSE Committee**") of the Board of Directors, to ensure alignment with the objectives of that Committee.

2017 PSUs – Achievement of Performance Metrics

The inaugural grant of PSUs under the PSU Plan implemented by the Corporation in 2017 took place in 2017 and these awards will mature on December 31, 2019. As described above, the performance metrics used to calculate any eventual payout of PSUs are based upon relative total shareholder return and return on capital employed, as measured against our performance peer group. For 2017, the following performance metrics were achieved:

Year 1 Performance Multiplier	
Component	2017
Relative TSR Rank	43%
Relative TSR Multiplier (67% weighting)	**0.72x**
ROCE Actual	46%
ROCE Multiplier (33% weighting)	**0.83x**
Combined Multiplier	**0.76x**

2017 Stock Option Grants

NEOs and certain other employees are eligible to receive grants of stock options. Grants of stock options are recommended by the Executive Management Committee to the Compensation Committee for review and approval. Options are not guaranteed to be granted annually or on a pre-determined schedule, but are granted at the discretion of the Compensation Committee, having regard to market cycles, recruitment, retention, competitive compensation, roles, responsibilities and individual performance, as balanced by the number of options available and the requirement to restrict the volume of outstanding options below acceptable dilution thresholds.

Stock options were granted in 2015. None were granted in 2016 pending the outcome of the then-ongoing comprehensive review of compensation programs generally.

A grant of stock options and stock appreciation rights was approved by the Compensation Committee on March 10, 2017, at approximately 50% of historical grant levels, in light of the then-ongoing review of the Corporation's compensation program design. The NEOs received the following grants in 2017:

Name	March 10, 2017 Grant
	Stock Options
Geddes, Robert H.	150,000
Kautz, Edward D.	62,500
Nuss, Michael R.	50,000
Gray, Michael	50,000
Edwards, N. Murray	150,000

As noted elsewhere, a further grant of stock options was approved in November 2017, which did not include any grants to NEOs or other PSU award recipients.

Looking Ahead to 2018

Effective January 1, 2015, the NEOs accepted a 10% reduction to their annual salary or consulting fee, at the suggestion of the Board of Directors, to demonstrate leadership and emphasize the importance of controlling costs during this unstable period of time for the industry. Base compensation for the NEOs was maintained at 2015 levels throughout 2016 and 2017, and remain at those levels today, other than with respect to promotions, relocations and other significant expansions of responsibility. Specifically, Mr. Kautz received an adjustment to his base salary when he relocated from our head office in Calgary, Alberta to Denver, Colorado during 2016, and Mr. Gray received an increase in his base salary when he was promoted to the role of Chief Financial Officer in late 2016 , and a further increase in 2017 to bring his base annual compensation closer in line with that of chief financial officers in our compensation benchmarking peer group.

The total economic value of compensation for NEOs was higher in 2017 than in 2016 and 2015, with 2016 representing a low point as compared with total compensation achieved by NEOs over the past decade.

For 2018, following the significant changes made by Ensign in 2017 to the medium and long-term incentive components of our compensation programs, we do not expect the design of our compensation programs to change materially.

Summary Compensation Table

The following table sets forth for the year ended December 31, 2017 information concerning the compensation paid or payable to the executive officers of the Corporation whose total compensation exceeded $150,000 and who met the requirements to be classified as "Named Executive Officers" pursuant to National Instrument 51-102. As described further in the Statement of Corporate Governance Practices, the Corporation does not have a named Chief Executive Officer. Specific aspects of this compensation are covered in greater detail in subsequent tables.

The year-over-year increase in compensation from 2016 to 2017 results from several factors, primarily the grant in 2017 of variable non-cash, share-based and contingent-but-unpaid compensation that is subject to forfeiture, which was not granted in 2016 when the only elements of compensation provided in the year were base salary and annual bonus.

The total cash and non-cash compensation paid or awarded to the NEOs over the past three (3) years is detailed in the chart below. Amounts earned, but not paid, are reflected in the year in which the compensation was earned. All amounts are in Canadian dollars.

					Non-Equity Incentive Plan Compensation			
Name and Principal Position	**Year**	**Salary ($)**	**Share-Based Awards ($) [5]**	**Option-Based Awards [6] ($)**	**Annual Incentive Plans [7] ($)**	**Long-Term Incentive Plans [9][10] ($)**	**All other Comp. [4][11] ($)**	**Total Comp. ($)**
Geddes, Robert H.	2017	573,740	717,175	238,500	330,019	0	43,087	1,947,521
President & Chief Operating Officer	2016	573,740	--	0	198,801 [8]	0	32,165	804,706
	2015	588,865	--	287,500	95,867	239,668	17,433	1,229,333
Kautz, Edward D. [1]	2017	500,000	625,000	99,375	288,639	0	9,000	1,522,014
President United States & Latin American Operations	2016	460,058	--	0	159,536 [8]	0	35,325 [12]	654,919
	2015	438,000	--	143,750	71,306	178,266	12,967	844,289
Nuss, Michael R. [1][2]	2017	494,688	342,891	79,500	139,930	0	9,000	1,066,009
Executive Vice President United States & Latin American Operations	2016	530,325	--	0	160,205 [8]	0	9,648	700,178
Gray, Michael [3]	2017	220,000	165,000	79,500	84,364	0	11,000	559,864
Chief Financial Officer	2016	176,204	--	0	70,518 [8]	0	0	246,722
Edwards, N. Murray [4]	2017	0	503,800	238,500	231,832	0	403,040	1,377,172
Chairman	2016	0	--	0	93,102	0	403,040	496,142
	2015	0	--	287,500	65,615	164,037	403,040	920,192

(1) Mr. Kautz relocated from Calgary, Alberta to Denver, Colorado effective September 1, 2016. In connection with his relocation, his annual base salary was changed from CAD $427,000, to USD $400,000, effective September 1, 2016. For reporting purposes, the US dollar portion of all compensation elements for Mr. Kautz (who received compensation in US dollars beginning on September 1, 2016) and Mr. Nuss (who receives all of his compensation in US dollars) for 2016 were been translated at the exchange rate on December 30, 2016, being USD $1.00 = CAD $1.34. In 2017, all compensation was paid in US dollars to Mr. Kautz and Mr. Nuss, and are translated at the exchange rate on December 29, 2017 of USD $1.00 = CAD $1.25.

(2) Mr. Nuss' base annual salary in each of 2016 and 2017 includes a USD $30,000 country allowance with respect to his responsibilities over the Corporation's operations in Latin America.

(3) Mr. Gray was appointed Chief Financial Officer on October 22, 2016. Mr. Gray's earnings for 2016 reflect the majority of the year in the role of Corporate Controller, and his October 22, 2016 promotion to the position of Chief Financial Officer.

(4) Mr. Edwards is not a full time employee of the Corporation and does not receive a salary. However, he provides ongoing management services to Ensign and meets the definition of an NEO. Mr. Edwards or his controlled corporation receives an annual consulting fee for his services, included in the column "All other compensation".

(5) **Share-based awards**: Share-based awards represent the grant date fair value of PSU awards. US dollar amounts (Mr. Kautz and Mr. Nuss) were converted to Canadian dollars on the grant date using the following exchange rate: 2017 awards – 1.25x.

(6) **Option-based awards**: The grant date fair value of option-based awards granted to NEOs pursuant to the Stock Option Plan is calculated for compensation disclosure purposes using the Black-Scholes option pricing model with the following assumptions:

		Black-Scholes Option Pricing Model – Assumptions		
	Grant Date Fair Value	Average Risk Free Interest Rate	Average Expected Life	Expected Volatility
March 2017	$1.59	1.26%	5 years	40.0%
December 2015	$1.15	0.73%	5 years	35.4%

No stock options were awarded in 2016. The fair value for compensation disclosure purposes differs from accounting fair value, as the option-based awards are, under IFRS 2, considered to be compound financial instruments and accounted for as cash-settled awards. Therefore these awards are re-valued at every quarter end.

(7) **Annual incentive plans:** Annual incentive plans include the cash bonus amounts earned under the Annual Bonus Plan. Cash bonus awards are paid to the NEOs in cash in April or May following the year in which they were earned and accrued. Because of the timing of the payments of these bonuses relative to the date of this Information Circular, prior year numbers are adjusted as appropriate to reflect actual final payment amounts. The 2017 figures represent the calculated cash bonus, rolled-back from the actual bonus achieved, following the application of the cap on the aggregate payment at 3% of EBIDTA (as adjusted), as discussed elsewhere in this Information Circular.

(8) **Annual incentive plans**: In consideration of the suspension of the Performance Share Award in 2016 and the subsequent termination of this program in 2017, in March 2017 the Compensation Committee offered senior executives of the Corporation (being all NEO's and other executives at the Vice President level or above) an election to receive their after-tax 2016 cash bonus in Common Shares, at a 50% premium over the value of the cash bonus, subject to the conditions that the total payout under the Annual Bonus Plan (including the cost of any Common Shares elected to be received in lieu of cash) remain capped at 3% of EBITDA (as adjusted), and that such senior executives agree to retain these Common Shares for a period of three (3) years. The 2016 cash bonus component was paid out in 2017 to NEOs who made this election in the form of Common Shares purchased on the open market, thus avoiding dilution, at a value of 150% of the calculated cash bonus amount. Each NEO, except for Mr. Edwards, made this election and as such, the 2016 cash bonus was paid to such executives in the form of Common Shares purchased on the open market, having the following pre-tax values:

Name	2016 Cash Bonus (CAD$)	Multiplier	Pre-tax value of 2016 cash bonus, elected to receive in Common Shares (CAD$)
Geddes, Robert H.	132,534	150%	198,801
Kautz, Edward D.	106,357	150%	159,536
Nuss, Michael R.	106,803	150%	160,205
Gray, Michael	47,012	150%	70,518

(9) **Long-term incentive plans:** Long-term incentive plans include the Performance Share Award (now discontinued), pursuant to which Common Shares were awarded to NEOs in the years indicated. Awards pursuant to the PSA were in the form of a cash payment of a set level up to 250% of the NEOs cash bonus earned for financial performance under the Annual Bonus Plan, which was deposited with a trustee for the purpose of purchasing Common Shares on the TSX on behalf of the NEO. These acquired Common Shares vest to the benefit of each NEO equally over three years each September 1 beginning in the year following the year in which such award was earned. Any dividends paid by the Corporation on unvested Common Shares held pursuant to the PSA are used to purchase additional Common Shares on behalf of the NEO. If the NEO leaves the employment of the Corporation for any reason, other than normal retirement over a certain age, or in the event of a termination following a change in control, the unvested Common Shares purchased pursuant to the PSA are forfeited by the NEO.

(10) Due to persistent economic challenges facing the Corporation and our industry globally, the Compensation Committee suspended the PSA component of the Annual Bonus Plan for the 2016 year. As noted elsewhere in this CD&A, the PSA awards have now been discontinued entirely, and have been replaced with PSUs beginning in 2017. The final vesting date for any remaining unvested PSA awards is September 1, 2018.

(11) **All other compensation**:

(i) Canadian Employee Savings Plan: This includes Common Shares that have vested during the year to the benefit of NEOs who elect to participate in the Corporation's "Employee Savings Plan" for Canadian-based employees. Up to 5% of a participating employee's base salary is matched in cash contributions made by the Corporation, used to purchase Common Shares on the TSX on behalf of the NEO, which vest to the benefit of each NEO equally over two years each February 1. The value of the vested shares is derived by multiplying the Common Share price on the vesting date by the number of Common Shares vesting to the benefit of the NEO on that date.

(ii) Perquisites and Benefits: The value in aggregate of perquisites and benefits, which comprises country allowances, vehicle allowances, parking, an executive health program, group insurance and club memberships, for each NEO is less than $50,000 and is less than 10% of the total of each NEOs salary for 2015, 2016 and 2017.

(12) In accordance with the terms of the Canadian Employee Savings Plan, upon the transfer to the United States of Mr. Kautz in 2016, all unvested Common Shares held in this plan vested as of the date of retirement or transfer.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each NEO all option-based and share-based awards outstanding as at December 31, 2017.

	Option-Based Awards					Share-Based Awards				
Name	**Grant Date** (dd/mm/yyyy)	**# of Securities Underlying Unexercised Options** [(1)(2)] **(#)**	**Option Exercise Price ($)**	**Option Expiration Date** (dd/mm/yyyy)	**Value of Un-Exercised in-the-Money Options** [(3)] **($)**	**Plan**	**Year**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awareds that have not vested** [(4)]	**Market or payout value of vested share-based awards not paid out or distributed**
Geddes, Robert H.	05/12/2013	200,000	16.13	31/12/2018	0					
	03/12/2014	200,000	10.37	31/12/2019	0					
	02/12/2015	250,000	7.30	31/12/2020	0					
	10/03/2017	150,000	7.98	31/12/2021	0	PSU	2017	110,675	$716,067	--
Total:		**800,000**			0					
Kautz, Edward D.	05/12/2013	125,000	16.13	31/12/2018	0					
	03/12/2014	125,000	10.37	31/12/2019	0					
	02/12/2015	125,000	7.30	31/12/2020	0					
	10/03/2017	62,500	7.98	31/12/2021	0	PSU	2017	96,451	$624,038	--
Total:		**437,500**			0					
Nuss, Michael R.	05/12/2013	50,000	16.13	31/12/2018	0					
	03/12/2014	100,000	10.37	31/12/2019	0					
	02/12/2015	100,000	7.30	31/12/2020	0					
	10/03/2017	50,000	7.98	31/12/2021	0	PSU	2017	52,915	$342,360	--
Total:		**300,000**			0					
Gray, Michael	02/12/2015	20,000	7.30	31/12/2020	0					
	10/03/2017	50,000	7.98	31/12/2021	0	PSU	2017	25,463	$164,571	--
Total:		**70,000**			0					
Edwards, N. Murray	05/12/2013	200,000	16.13	31/12/2018	0					
	03/12/2014	200,000	10.37	31/12/2019	0					
	02/12/2015	250,000	7.30	31/12/2020	0					
	10/03/2017	150,000	7.95	31/12/2021	0	PSU	2017	77,747	$503,023	--
Total:		**800,000**			0					

(1) Composed of the number of unexercised options as at December 31, 2017.

(2) The securities underlying the options granted are Common Shares. The options granted vest at the rate of 20% per year, on a cumulative basis. For more information, see the section entitled “Stock Option Plan”.

(3) All option values have been determined based on the closing price for Common Shares of $6.47 on December 31, 2017. “In-the-money” means that the exercise price for the option is less than $6.47.

(4) PSU values are based on the closing price for Common Shares of $6.47 on December 31, 2017, and assume a payout multiplier of 1.0x. PSUs granted in 2017 vest on December 31, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of option-based and share-based awards which vested during the year ended December 31, 2017, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2017.

Name	Option-Based Awards – Value Vested During the Year ($) [1][2]	Share-Based Awards – Value Vested During the Year ($)[3]	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)[4]
Geddes, Robert H.	0	N/A	0
Kautz, Edward D.	0	N/A	0
Nuss, Michael R.	0	N/A	0
Gray, Michael	0	N/A	0
Edwards, N. Murray	0	N/A	0

(1) Includes options which vested pursuant to the Stock Option Plan during 2017.

(2) **Option-based awards**: Options vest at the rate of 20% per annum. Each option-based award has a set vesting date of July 1 in each year. As such, one fifth of the options granted to each NEO in 2013, 2014, 2015 and 2017 vested and became exercisable in 2017. The value of option-based awards is calculated based on the difference between the market value of the Common Shares underlying the options on the vesting date (July 4, 2017, being the first trading day following the vesting date of July 1, 2017 – $6.86) and the exercise price of the options, and reflects the aggregate value realized had the vested options been exercised on the vesting date.

(3) **Share-based awards:** The only share-based award currently outstanding is the 2017 PSU grant, which vests on December 31, 2019 and is payable in cash on or before March 15, 2020.

(4) No non-equity incentive plan compensation was earned for the 2017 year by any NEO.

None of the Corporation's NEOs realized any benefit from the exercise of stock options in the year ended December 31, 2017.

Pension Plan Benefits

The Corporation does not have a pension plan or provide other retirement plan benefits.

Termination and Change of Control Benefits

Ensign does not have written employment agreements in place with any of its NEOs which provide for incremental payments, payables or benefits upon termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a NEO's responsibilities. Upon termination of employment for any reason, such executives (as with other employees) would be entitled to benefits for a severance period to be determined, pursuant to applicable law, at the time of termination, depending upon length of service, age, salary level and a number of other factors.

The specific provisions of the Corporation's Stock Option Plan, and the new PSU Plan effective in 2017, govern the treatment of unvested and vested Options and PSUs, and the PSA and the Employee Savings Plan govern the treatment of unvested shares held in these plans on the cessation of employment, including on a change of control (please see the section entitled "Stock Option Plan" below, and the

section entitled "Executive Compensation Components" above, for further details). Depending on the conditions of termination, we treat NEOs and other employees as follows:

Type	Termination Payment	Annual Bonus Plan	Performance Share Award (final vesting in 2018, related to 2015 award)	Stock Options	Employee Savings Plan (1)	Performance Share Units (NEW in 2017)
Resignation	All salary and benefit programs cease.	Cash bonus is forfeited.	Unvested awards, including the dividend reinvestment component, are forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs are forfeited.
Termination without Cause	All salary and benefit programs cease. Severance provided on an individual basis pursuant to applicable law, which in most jurisdictions reflects length of service, position, age, salary level and other applicable factors.	Cash bonus is forfeited.	Unvested awards, including the dividend reinvestment component, are forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs will mature on a pro-rated basis, using days of employment within the Term relative to the days in the Term. Unmatured PSUs are forfeited.
Termination with Cause	None. All salary and benefit programs cease.	Cash bonus is forfeited.	Unvested awards, including the dividend reinvestment component, are forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs are forfeited.

Retirement (age plus years of service at the time of retirement is equal to or greater than 65).	All salary and benefit programs cease.	Cash bonus is paid on a pro-rata basis.	Unvested awards, including the dividend reinvestment component, vest in the normal course (over 3 years).	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust vest in an accelerated manner, as at the retirement date.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs are subject to forfeiture.
Death or Disability	All salary and benefit programs cease (except for the payout of applicable life insurance benefits).	Cash bonus is paid on a pro-rata basis.	Unvested awards, including the dividend reinvestment component, vest in an accelerated manner (on the date of death).	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust vest in an accelerated manner (on the date of death).	All unmatured PSUs mature in an accelerated manner as of the date of death or permanent disability.
Change of Control	No trigger.	No trigger.	Accelerated vesting upon a change of control.	No accelerated vesting unless employment is also terminated.	No accelerated vesting unless employment is also terminated.	No accelerated vesting unless employment is also terminated.

(1) The Canadian Employee Savings Plan is an employee benefit plan available to employees resident in Canada only. Similar plans may be in place for the benefit of employees in the Corporation's other jurisdictions of operation.

No other incremental payments, payables and benefits are triggered by, or result from, a change of control scenario for compensation. If any of the NEOs were terminated following a change of control, such executives would be entitled to salary, annual bonus and other compensatory benefits for a severance period to be determined at the time of such change of control, depending upon length of service, age, salary level and a number of other factors.

In March 2017, the Compensation Committee adopted certain amendments to the Stock Option Plan (discussed in further detail in the section below entitled "Stock Option Plan"). The amended Stock Option Plan added a "double trigger" with respect to the accelerated vesting of options upon a change of control. Upon a change of control, substitute or replacement options on similar terms will be provided to participants. Only where this replacement does not or will not occur upon the occurrence of the change of control for any reason, would outstanding Options vest automatically. The replacement stock options will vest immediately if the executive is terminated without cause or is constructively terminated within 12 months following the change of control. Similar change in control provisions are applicable to PSUs.

Executive Equity Ownership Policy

With a view to further aligning management's interests with those of the Shareholders, the Corporation has implemented a policy that the executive officers and senior managers at the levels listed below hold the level of equity (being Common Shares or share grants or units having the same economic interest as Common Shares) outlined below:

Executive Level	Ownership Requirement
Chairman	4 times annual consulting fee
President & Chief Operating Officer	4 times base salary
Divisional Presidents, Executive Vice Presidents and Chief Financial Officer	3 times base salary
Senior Vice Presidents	2 times base salary
Vice Presidents	1 times base salary

Executive officers and senior managers to whom this policy applies must reach the minimum required level of equity ownership within five (5) years of their date of promotion or appointment to the executive officer or senior manager level position. In calculating equity ownership for officers, the aggregate value of Common Shares or share grants or units having the same economic interest as Common Shares is used (including PSUs at target, but excluding the value of any exercisable and vested stock options). The minimum requirement for the levels noted above fluctuates yearly based on salary changes and changes to the price of the Common Shares.

In order to avoid the need to continuously monitor and adjust holdings based on fluctuations in the market price of the Common Shares, for the purposes of the minimum equity ownership requirement applicable to the Corporation's members of management, the value of equity holdings is calculated based on the greater of:

i. ***The current market value of the Common Shares;***
ii. ***The market value of the Common Shares as at December 31 of the immediately preceding year; and***
iii. ***The acquisition cost of such Common Shares.***

Once the applicable threshold is met, further purchases or acquisitions are not required if the value of the Common Shares held decreases solely as a result of a decline in the trading price of the Common Shares. However, if the value decreases for any other reason (i.e. sale of Common Shares), such member of Management is required to increase the value of his or her investment to the required threshold.

Due to the suspension in 2016 and subsequent termination in 2017 of the Corporation's Performance Share Award program, which historically had been an element of compensation through which the minimum shareholding requirement was intended to be, in part, satisfied, the Compensation Committee has determined that PSUs currently will be counted, at target, towards the achievement of the minimum shareholding requirement. However, for any executive subject to this requirement who has not met his

or her requirement through ownership of actual Common Shares, the after-tax proceeds of any PSU payment (the first of which may occur in 2020, for awards granted in 2017 and which mature on December 31, 2019) must be used to purchase Common Shares, such that the applicable ownership level is ultimately met through ownership of actual Common Shares.

As of December 31, 2017, all of the executive officers and senior managers subject to this policy have satisfied their ownership requirements, other than those senior managers who are within the five (5) year time period during which such senior managers have to accumulate these holdings. The table below summarizes the share ownership levels for each of the current NEOs as of March 16, 2018 (and based on the closing price of the Common Shares on March 16, 2018 of $6.11.

	As at March 16, 2018		Ownership Requirement		
Name and Principal Position	**Actual Ownership (#) (1)**	**Actual Ownership ($) (2)**	**Multiple of Current Base Compensation (CAD $) (3)**	**Requirement (CAD $)**	**Meets Requirement**
Geddes, Robert H. President & Chief Operating Officer	683,731	$4,177,596	4 x $573,740	$2,294,960	Yes
Kautz, Edward D. President United States & Latin American Operations	238,463	$1,457,009	3 x $500,000	$1,500,000	Yes (4)
Michael Nuss Executive Vice President United States & Latin American Operations	110,486	$675,069	3 x $495,000	$1,485,000	N/A (5)
Michael Gray Chief Financial Officer	10,079	$61,583	3 x $260,000	$780,000	N/A (6)
Edwards, N. Murray Chairman	27,170,534	$166,011,963	4 x $403,040	$1,612,160	Yes

(1) Includes Common Shares beneficially owned, controlled or directed by the NEO.

(2) The ownership value and value of the share requirement are calculated based on the closing price for the Common Shares on March 16, 2018 of $6.11.

(3) For reporting purposes and consistency throughout this Information Circular, current base compensation levels paid in US dollars (Mr. Kautz and Mr. Nuss) have been translated at the exchange rate on December 29, 2017, being USD $1.00 = CAD $1.25.

(4) Mr. Kautz meets the requirement based on acquisition cost of holdings that exceed both current market value and the equity ownership requirement.

(5) Mr. Nuss has until August 31, 2021, being 5 years from the date of his appointment to the office of Executive Vice President, United States & Latin American Operations, to meet the requirement. He currently meets the requirement for his prior position of Senior Vice President, based on the acquisition cost of his shares and the inclusion of his PSUs at target (currently permitted by the policy, as described above).

(6) Mr. Gray has until October 22, 2021, being 5 years from the date of his appointment to the office of Chief Financial Officer, to meet the requirement.

SECTION 4 – DIRECTOR COMPENSATION

Director Compensation Philosophy and Objectives

In 2017, all non-management Directors of the Corporation received a comprehensive compensation package comprised of both cash and equity compensation, as follows:

i. An annual retainer in the form of a cash retainer;
ii. An annual equity retainer in the form of deferred share units ("**DSUs**") or Common Shares pursuant to the "Directors Deferred Share Unit and Common Share Payment Plan" (described in detail below);
iii. Committee chair and committee member cash retainers; and
iv. Meeting fees.

Compensation programs and levels for non-management Directors are designed to attract and retain high quality individuals who possess experience and capabilities appropriate for the demands of the Corporation's board, and to align the interests of the non-management Directors with the Shareholders.

In addition, the remuneration package for Directors is intended to compensate these individuals for their time commitment, the discharge of their responsibilities and the accountabilities of serving as a Director of the Corporation.

The Corporate Governance, Nominations & Risk Committee (the "**CGNR Committee**") and the Board of Directors as a whole review director compensation on an annual basis for its adequacy in light of the foregoing factors, as well as for competitiveness against the Corporation's peer group.

On January 28, 2015, in light of uncertain market conditions, the Board of Directors unanimously volunteered to take a 20% reduction in compensation from 2014 levels, being the annual cash retainer, annual equity retainer, committee chairperson retainer, committee membership retainer, lead director fee and meeting fees. This fee reduction remained in place throughout 2016 and 2017.

This reduction was effective January 1, 2015 and was in alignment with the 10% salary reduction accepted by the NEOs for 2015, as described above in the section entitled "Executive Compensation Components – Detailed Description". This reduction reflected the Corporation's belief in the importance of demonstrating leadership and emphasizing cost control in light of the then-prevailing oilfield services industry outlook.

The Board of Directors continues to monitor evolving industry conditions and may make further adjustments to Director compensation as may be deemed appropriate under the circumstances.

Non-Management Directors – Retainers and Fees:

Director compensation for 2017 as compared with 2016, and current 2018 compensation, is as follows:

Compensation Description	2018 [1] No Change from 2017 Levels	2017 No Change from 2016 Levels	2016
Base Retainer	$32,000	$32,000	$32,000
Base Equity Retainer (DSU or Common Share Retainer)	DSUs or Common Shares valued at $80,000	DSUs or Common Shares valued at $80,000	DSUs or Common Shares valued at $80,000
Committee Chairperson Retainer	$6,000	$6,000	$6,000
Audit Committee Chair Retainer	$12,000	$12,000	$12,000
Lead Director Retainer	$8,000	$8,000	$8,000
Committee Member Retainer [2]	$2,400	$2,400	$2,400
Audit Committee Member Retainer [2]	$4,000	$4,000	$4,000
Board and Committee Meeting Attendance [3]	$1,200	$1,200	$1,200
Travel Allowance [4]	$1,500/day	$1,500/day	$1,500/day

(1) The next regular annual review of non-management Director compensation is scheduled to take place in May 2018.
(2) Committee chairs do not also receive a committee member retainer for the same committee.
(3) Includes meetings held in-person and by telephone conference call; includes attendance at strategic planning sessions with members of the Corporation's senior management, if any, held in the year.
(4) The full amount of the travel allowance day rate is paid where a Director flies to or from outside North America to attend a meeting. Half the day rate ($750) is paid where a Director flies to or from a meeting within North America, where the flight time is equal to or greater than two hours. Out-of-pocket expenses are also reimbursed.

All fees (other than the equity retainer, which is credited or paid quarterly) are paid to Directors annually, in December of the year in which the fees are earned. Fees are pro-rated for partial service. Where applicable, DSUs are credited to a DSU account maintained for the eligible Director on a quarterly basis and Common Shares are purchased on the open market by the Corporation on a quarterly basis and are transferred to each eligible Director. Once the applicable minimum equity holding requirement has been met by a Director, such Director can elect to take up to a maximum of 60% of the equity retainer in cash instead of DSUs or Common Shares.

The equity component of the annual retainer for Directors is intended to ensure an alignment of interests between the Directors who are not also full time employees of the Corporation, and those of the Shareholders.

Equity-Based Compensation – Directors DSU Plan and Common Share Payment Plan

The Board of Directors believes that equity-based compensation for Directors provides for greater alignment of interests between Directors and Shareholders. As such, non-management Directors receive equity based compensation in the form of Deferred Share Units (notional shares) or Common Shares.

Effective January 1, 2011, the CGNR Committee implemented a deferred share unit plan. This plan, called the "Directors Deferred Share Unit and Common Share Payment Plan" (the "**DSU Plan**"), applies to non-management Directors of the Corporation.

Pursuant to the DSU Plan, eligible Directors may be awarded DSUs, or may elect instead to receive up to 100% of the award in Common Shares, in such numbers as may be awarded by the CGNR Committee from time to time. An election to receive Common Shares in lieu of DSUs lasts for one year and once made, is irrevocable for such year. If a Director elects to receive Common Shares, these Common Shares are purchased on the open market, on a quarterly basis, at the prevailing market price on the TSX for the Common Shares.

DSUs are credited quarterly to a DSU account for each eligible Director, at a fair market value based upon the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately prior to the date the DSUs are credited. The DSUs may not be redeemed until a Director has ceased to hold any position with the Corporation. Following the date the eligible Director ceases to hold any position with the Corporation, he or she will have until July 1 of the following calendar year to redeem his or her awards in exchange for a cash payment equal to the number of DSUs held multiplied by the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately prior to the date of settlement, adjusted for dividends.

DSUs are regarded as equivalent to Common Shares for the sole purpose of evaluating a Directors' shareholdings in connection with the minimum shareholding requirement applicable to Directors.

The CGNR Committee may amend, suspend or terminate the DSU Plan at any time, the last such amendments having occurred in 2015, as follows:

i. The annual equity retainer was reduced by 20% from 2014 levels to a value of $80,000 per year; and;

ii. Once any applicable minimum equity holding requirement was met by a Director, such Director can elect to take up to a maximum of 60% of the equity retainer in cash instead of DSUs or Common Shares.

Approximately 54% of non-management Directors total compensation in 2017 was paid through the issuance of DSUs or Common Shares, and the remaining 46% was paid in cash.

2017 Directors Summary Compensation Table

The following table sets forth, for the year ended December 31, 2017, information concerning the compensation paid to Directors (other than Directors who are also NEOs, being Robert H. Geddes and N. Murray Edwards, whose compensation information is provided in Section 3 – Compensation Discussion and Analysis).

The Corporation does not provide any non-equity incentive plan compensation to non-management Directors.

Name	Fees Earned ($)	Non-Cash Retainer ($)[2]	Non-Cash Retainer Elected to Be Taken in Cash ($)[2]	All Other Comp ($)[3]	Total Comp ($)
Casswell, Gary W. [1]	3,655	6,087	0	1,500	11,242
Howe, James B.	62,400	32,000	48,000	0	142,400
Kangas, Len O.	65,200	32,000	48,000	0	145,200
Moomjian, Jr., Cary A.	57,200	80,000	0	7,500	144,700
Schroeder, John G.	66,800	80,000	0	0	146,800
Skirka, Kenneth J.	90,038 [4]	80,000	0	12,000	182,038
Surkan, Gail D.	57,200	80,000	0	0	137,200
Whitham, Barth E.	55,200	80,000	0	4,500	139,700
TOTAL:	**457,693**	**470,087**	**96,000**	**25,500**	**1,049,280**

(1) Mr. Casswell joined the Board on December 4, 2017.

(2) "**Non-cash retainer**" includes the DSU or Common Share award component of the Directors annual retainer, pursuant to the DSU Plan. The equity retainer values reported in the table above have been rounded to total $80,000, the full amount of the equity retainer. Actual values, without rounding (due to the calculation methods for the DSU and Common Shares awarded), are shown in the tables immediately below.

(i) DSUs: Eligible (non-employee) Directors who received DSUs in 2017 (Casswell, Howe, Kangas, Moomjian, Schroeder, Surkan) were credited such DSUs at the end of each fiscal quarter. Mr. Howe and Mr. Kangas each elected to receive 40% of their quarterly equity retainer in DSUs, with 60% paid in cash.

DSUs					
Quarter Ended	Base Price ($)	DSUs Credited (#)	Value of DSUs ($)	DSUs Credited (40% Election) (#)	Value of DSUs (40% Election) ($)
31-Mar-17	7.83	2,555	20,006	1,022	8,002
30-Jun-17	6.86	2,915	19,997	1,166	7,999
30-Sep-17	7.22	2,771	20,007	1,108	8,000
31-Dec-17	6.29	3,178	19,990	1,271	7,995
TOTAL:		**11,419**	**80,000**	**4,567**	**31,996**

Mr. Casswell was credited DSUs at the end of the fourth quarter only, as follows:

DSUs			
Quarter Ended	Base Price ($)	DSUs Credited (#)	Value of DSUs ($)
31-Dec-17	6.29	967	6,082
TOTAL:		**967**	**6,082**

The pricing of the DSUs paid to Directors who received their equity retainer in the form of DSUs in 2017 is based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days prior to the date the DSUs are credited.

(ii) Common Shares: Eligible (non-employee) Directors who elected to receive Common Shares in 2017 (Skirka and Whitham) were paid such Common Shares at the end of each fiscal quarter.

Common Shares			
Quarter Ended	**Base Price ($)**	**Common Shares (#)**	**Value of Common Shares ($)**
31-Mar-17	7.81	2,561	20,001
30-Jun-17	6.91	2,900	20,039
30-Sep-17	7.22	2,768	19,985
31-Dec-17	6.43	3,100	19,933
TOTAL:		**11,329**	**79,958**

The aggregate value of the Common Shares paid to Directors who elected to receive their equity retainer in the form of Common Shares in 2017 is based on the acquisition price of the Common Shares on the TSX. In certain instances, as a consequence of the Common Shares being purchased on the open market, the Common Share credit date may differ from the trade settlement date.

(3) "**All other compensation**" includes the travel allowance amounts paid to certain Directors in 2017.

(4) In addition to compensation provided by the Corporation to Mr. Skirka in his capacity as a Director of Ensign (2017 – $57,200), Mr. Skirka receives fees, in Australian dollars, for services rendered by him as a director of certain of our subsidiary corporations in Australia. He receives an annual base fee of AUD $33,000 for such services (CAD $32,838), including certain statutorily required payments, and reimbursement of expenses. For reporting purposes, these amounts have been translated at the average exchange rate for 2017, being CAD $100 = AUD $99.51.

Directors Fees – Breakdown

The following table sets forth a detailed breakdown of the fees earned by our Directors (other than Directors who are also NEOs, being Robert H. Geddes and N. Murray Edwards, whose compensation information is provided in Section 3 – Compensation Discussion and Analysis), for the year ended December 31, 2017:

Name	Retainer Fees (1) ($)	Board Meetings ($)	Committee Meetings ($)	Travel Allowance ($)	Other (3) ($)	Equity Retainer (2) ($)	Total ($)
Casswell, Gary W.	2,455	1,200	0	1,500	0	6,087	11,242
Howe, James B.	42,000	7,200	13,200	0	0	80,000	142,400
Kangas, Len. O.	48,400	7,200	9,600	0	0	80,000	145,200
Moomjian, Jr., Cary A.	36,800	7,200	13,200	7,500	0	80,000	144,700
Schroeder, John G.	46,400	7,200	13,200	0	0	80,000	146,800
Skirka, Kenneth J.	40,400	7,200	9,600	12,000	32,838	80,000	182,038
Surkan, Gail D.	36,800	7,200	13,200	0	0	80,000	137,200
Whitham, Barth E.	38,400	7,200	9,600	4,500	0	80,000	139,700
TOTAL:	**291,655**	**51,600**	**81,600**	**25,500**	**32,838**	**566,087**	**1,049,280**

(1) Retainer amounts reported include the annual base cash retainer plus cash retainer amounts for committee chairs and committee membership.

(2) See Note 1 to the Directors Summary Compensation Table for a description of the calculation of the equity retainer, comprised of DSUs or Common Shares credited or paid to Directors in 2017. Subject to qualifying conditions, certain Directors elected to take a portion of their annual equity retainer in cash.

(3) See Note 4 to the Directors Summary Compensation Table for a description of amounts paid to Mr. Skirka with respect to services provided as a director of certain of our Australian subsidiaries.

Directors' Outstanding Share-Based Awards

The following table sets forth as at December 31, 2017 information concerning all share-based awards outstanding for all of our Directors, other than Directors who are also NEOs (whose compensation information is provided in Section 3 – Compensation Discussion and Analysis).

	Share-Based Awards		
Name	# of Shares or Units of Shares That Have Not Vested [1](#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed [2] ($)
Casswell, Gary W.	0	0	6,256
Howe, James B.	0	0	30,312
Kangas, Len O.	0	0	284,156
Moomjian, Jr., Cary A.	0	0	231,820
Schroeder, John G.	0	0	401,755
Skirka, Kenneth J.	N/A	N/A	N/A [3]
Surkan, Gail D.	0	0	110,197 [3]
Whitham, Barth E.	N/A	N/A	N/A [3]

(1) Although DSUs vest immediately upon being credited to a participant's account, in accordance with the "Directors Deferred Share Unit and Common Share Payment Plan", DSUs cannot be redeemed until retirement or other separation of service of the Director.

(2) Calculated based on the closing price of the Common Shares on December 31, 2017 of $6.47 multiplied by the accumulated number of DSUs credited to the Director on such date, including DSU equivalents issued in lieu of cash dividends paid on the underlying Common Shares, for the period from the grant date to December 31, 2017 (being a total of 164,528 DSUs: Casswell – 967; Howe – 4,685; Kangas – 43,919; Moomjian – 35,830; Schroeder – 62,095; and Surkan – 17,032).

(3) Pursuant to the DSU Plan, Mr. Skirka and Mr. Whitham elected to receive Common Shares in lieu of DSUs in 2017.

The Corporation has not granted options to non-management Directors since 2007 and the amended Stock Option Plan approved by Shareholders at the annual and special meeting of the Shareholders held on May 20, 2009 no longer permits any such grants to Directors.

Directors' Incentive Plan Awards – Value Vested or Earned During the Year

The only share-based awards granted by the Corporation are pursuant to the "Directors Deferred Share Unit and Common Share Payment Plan", instituted in 2011 by the Corporation for Directors who are not also full-time employees of the Corporation. All of these awards vested on their credit or payment date. DSUs expire on July 1 of the calendar year immediately following the year in which a holder ceases to be a Director. The value excludes dividend equivalents credited to such Director's DSU account and dividends paid on Common Shares during the year ended December 31, 2017.

Name	Share-Based Awards – Value Vested During the Year ($) [(1)]
Casswell, Gary W.	6,256
Howe, James B.	32,260
Kangas, Len O.	32,260
Moomjian, Jr., Cary A.	80,662
Schroeder, John G.	80,662
Skirka, Kenneth J.	80,080 [(2)]
Surkan, Gail D.	80,662
Whitham, Barth E.	80,080 [(2)]

(1) **DSUs**: Calculated based on the closing price of the Common Shares on the credit date, multiplied by the number of DSUs credited. In 2017, Mr. Howe and Mr. Kangas elected to take 40% of their quarterly equity retainer in DSUs (the remaining 60% was paid in cash).

DSUs:					
Credit Date	Closing Price ($)	DSUs Credited (#)	Value Vested ($)	DSUs Credited – 40% Election (#)	Value Vested – 40% Election ($)
31-Mar-17	7.97	2,555	20,363	1,022	8,145
30-Jun-17	6.93	2,915	20,201	1,166	8,080
30-Sep-17	7.05	2,771	19,536	1,108	7,811
31-Dec-17	6.47	3,178	20,562	1,271	8,223
TOTAL:		**11,419**	**80,662**	**4,567**	**32,260**

Mr. Casswell's DSU award for 2017 was pro-rated to reflect his December 4, 2017 appointment to the Board of Directors.

DSUs			
Credit Date	Closing Price ($)	DSUs Credited (#)	Value Vested ($)
31-Dec-17	6.47	967	6,256
TOTAL:		**967**	**6,256**

(2) **Common Shares**: Mr. Skirka and Mr. Whitham elected to receive Common Shares in lieu of DSUs in 2017. As a consequence of the Common Shares being purchased on the open market, the Common Share credit or award date may differ from the trade settlement date. Calculated based on the closing price of the Common Shares on the award date, multiplied by the number of Common Shares awarded.

COMMON SHARES:			
Award Date	**Closing Price ($)**	**Common Shares (#)**	**Value vested ($)**
31-Mar-17	7.97	2,561	20,411
30-Jun-17	6.93	2,900	20,097
30-Sep-17	7.05	2,768	19,514
31-Dec-17	6.47	3,100	20,057
TOTAL:		**11,329**	**80,080**

SECTION 5 – STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 entitled "Disclosure of Corporate Governance Practices" ("**NI 58-101**") requires that if management of an issuer solicits proxies from its security holders for the purpose of electing directors, that certain prescribed disclosure respecting corporate governance matters be included in its management information circular. The Toronto Stock Exchange ("**TSX**") also requires listed companies to provide, on an annual basis, the corporate governance disclosure which is prescribed by NI 58-101.

The Board of Directors of Ensign is responsible for the overall stewardship and governance of the Corporation, and has put in place standards and benchmarks by which that responsibility can be measured.

Director Independence

The Board of Directors of Ensign has determined that a majority of Directors (seven of the nine Directors) standing for election are considered to be independent within the meaning of NI 58-101.

The CGNR Committee and the Board reviews annually the relationship that each Director has with the Corporation (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). Following this review, only those Directors who the Board and the CGNR Committee affirmatively determine have no direct or indirect material relationship with the Corporation will be considered independent directors.

The following table illustrates the independence status of each Director nominee:

Director	Independence Status	Basis for Determination of Non-Independence
Edwards, N. Murray (Chairman)	Non-independent	As a significant shareholder and as Chairman of the Corporation, Mr. Edwards has substantial influence from the Board of Director's perspective on the Corporation's business approach, strategies, practices and culture.
Geddes, Robert H.	Non-independent	Mr. Geddes, President & Chief Operating Officer of the Corporation, is not considered to be an independent director due to his current role as an officer of the Corporation.
Casswell, Gary W.	Independent	N/A
Howe, James B.	Independent	N/A
Kangas, Len O. (Lead Director)	Independent	N/A
Moomjian, Jr. Cary A.	Independent	N/A
Schroeder, John G.	Independent	N/A
Surkan, Gail D.	Independent	N/A
Whitham, Barth E.	Independent	N/A

As noted above, the Board of Directors has determined that the Chairman of the Board of Directors, N. Murray Edwards, is not an independent director. The Board of Directors, in conjunction with the CGNR Committee has developed a broad mandate for the CGNR Committee (of which Mr. Edwards is not a member), which includes managing and developing a more effective board and ensuring that the Board of Directors can function independently of management.

The Corporation's bylaws do not permit a second or casting vote by the Chairman in the event of a tie.

To provide additional leadership to its independent Directors, the Board of Directors encourages all Directors to add agenda items to any Board of Directors meeting or to the meeting of any committee. Further, the Chairman of the CGNR Committee (who currently is also the Lead Director) acts as the chair for the "in-camera" session of each Board of Directors meeting, during which the independent Directors are provided with an opportunity to express views in the absence of members of management.

Lead Director

On March 14, 2013, the Board of Directors accepted a recommendation of the CGNR Committee and approved the establishment of a lead director role, which would be assumed by the Chair of the CGNR Committee, who is an independent director or, at the discretion of the independent directors, by another independent director. This provides the independent directors flexibility in determining who is best to lead the independent directors as circumstances dictate.

The Lead Director is charged with providing independent leadership to the Board in circumstances where the non-independent Chairman could potentially be in conflict, or at any other time the Board determines that leadership of a Lead Director is appropriate. Mr. Kangas currently serves as Lead Director.

Other Issuer Directorships

There is no formal limit placed on the number of public corporation directorships that a Director may have. However the Corporation's Directors are encouraged to consult with the CGNR Committee when considering any appointment to the board of another public company, so that such Committee may ensure that the Director's other commitments, including to such other proposed public board, do not interfere with the time commitment required by the Corporation's Board of Directors. Moreover, the Corporation's Code of Integrity, Business Ethics and Conduct prohibits a Director from acting as a director, officer or in any other role of any other entity engaged in the oil and gas drilling and/or service business and which competes directly or indirectly with any activity of the Corporation.

In addition to the foregoing, the Board's mandate does not specifically prohibit interlocking Board positions. The Board prefers to examine each situation on its own merits with a view to examining material relationships which may affect a Director's independence. There are no current interlocking Board memberships among our Directors.

The CGNR Committee is of the view that each Director was in 2017, and will be for 2018, able to devote the time and resources necessary for the proper discharge of his or her duties as a Director. The table below sets forth the current directorships of other issuers held by Ensign's Director nominees:

Name of Director	Names of Other Reporting Issuers
Casswell, Gary W.	Northern Drilling Ltd. (Oslo Axess)
Edwards, N. Murray	Canadian Natural Resources Limited (TSX, NYSE) Magellan Aerospace Corporation (TSX)
Howe, James B.	Bengal Energy Ltd. (TSX) Pason Systems Inc. (TSX)
Whitham, Barth E.	Intrepid Potash Inc. (NYSE)

"In Camera" Sessions of the Independent Directors

The agenda for each Board of Directors meeting and each committee meeting, whether regularly scheduled or specially convened, includes an "in-camera" session which takes place towards or at the end of each such meeting.

The "in-camera" session includes only the independent Directors, absent the Directors who are members of management, being Robert H. Geddes, the President & Chief Operating Officer of the Corporation, N. Murray Edwards, the Corporation's Chairman, and any other member of management present at such Board of Directors or committee meeting.

The Lead Director acts as chairperson of each "in camera" session of the Board of Directors. The Lead Director or chairperson of each "in-camera" session reports any items of business that arose or resolutions passed during such session to the Corporate Secretary of the Corporation immediately following each such "in-camera" session.

2017 Board and Committee Meeting Attendance

The overall average attendance for all meetings of the Board of Directors and its committees held in 2017 is 100%. The specific attendance record of each Director for all Board of Directors meetings and meetings of any committee of the Board of Directors for the financial year ended December 31, 2017 is set forth below:

Director	Board of Directors Meetings [2]	Audit Committee Meetings [2]	Comp. Committee Meetings [2]	Corporate Governance, Nominations & Risk Committee Meetings [2]	Health, Safety & Environment Committee Meetings [2]	Overall Attendance
Edwards, N. Murray [1]	6/6	---	---	---	---	100%
Geddes, Robert H. [1]	6/6	---	---	---	---	100%
Casswell, Gary W. [3]	1/1	---	---	---	---	100%
Howe, James B.	6/6	4/4	7/7	---	---	100%
Kangas, Len O.	6/6	---	---	4/4	4/4	100%
Moomjian, Jr., Cary A.	6/6	---	7/7	4/4	---	100%
Schroeder, John G.	6/6	4/4	7/7	---	---	100%
Skirka, Kenneth J.	6/6	---	---	4/4	4/4	100%
Surkan, Gail D.	6/6	---	7/7	4/4	---	100%
Whitham, Barth E.	6/6	4/4	---	---	4/4	100%

(1) As members of management, Mr. Edwards and Mr. Geddes may attend, and in practice do regularly attend, committee meetings but do not serve on any of the Committees of the Board of Directors.

(2) In-camera meetings without Directors who are also members of management were held at the end of each Board and Committee meeting that took place in 2017. Directors in attendance at each of the meetings indicated in this table were also in attendance for the in-camera portion of such meetings.

(3) Mr. Casswell was appointed to the Board of Directors on December 4, 2017.

Board Mandate

The Board of Directors has the obligation to oversee the conduct of the business of the Corporation and to supervise senior management who are responsible for the day-to-day conduct of the business. A copy of the mandate of the Board of Directors is included in Schedule 1 at the end of this Information Circular.

The Corporation's corporate governance guidelines state that the Board of Directors is responsible for the stewardship of the Corporation and supervising the management of the business and affairs of the Corporation. Accordingly, the Board of Directors, through its quarterly meetings and meetings of its committees, and through its directions to management and policies and resolutions of the Board, regularly reviews and supervises the business and affairs of the Corporation. In addition, the Board of Directors, in conjunction with senior management, determines the limits of management's authority and responsibility and establishes and monitors the corporate objectives which management is responsible for meeting.

The Board of Directors has developed written position descriptions for the Chairman of the Board of Directors and the Chairman of each Committee of the Board of Directors.

The Corporation does not have a named CEO. This role is delegated by the Board of Directors to the Executive Management Committee, currently composed of the senior executives of the Corporation acting in the following capacities: Chairman, President & Chief Operating Officer, Chief Financial Officer,

Divisional President and Executive Vice President. Collectively, these positions carry the responsibilities normally associated with a CEO.

Committees and Committee Composition

The Board of Directors currently has four (4) standing committees: the Audit Committee, CGNR Committee, the Compensation Committee and the HSE Committee. All Committees are composed entirely of independent Directors.

The CGNR Committee, which is composed entirely of independent Directors, reviews the makeup of the Board and its Committees on an annual basis. This Committee then acts as a nominating committee to consider if and when new directors are to be proposed as additions to, or to fill vacancies of, the Board of Directors, having regard to the competencies, skills and personal qualities of the candidates and the members of the Board of Directors and their perception of the needs of the Corporation.

The Board of Directors periodically considers whether additional committees are required or whether the mandates of existing committees should be expanded to include additional areas of responsibility and consideration.

Director Skills and Experience

Directors are only nominated if they have an appropriate mix of skills, knowledge and business experience, and a history of achievement. This experience is critical for the Board to provide effective oversight and support our future growth.

The CGNR Committee has developed a skills and experience matrix, which is used to assess the composition of the Board and as a tool to assist in the assessment and recruitment of potential candidates for the Board of Directors.

In addition to the identified skills and experience qualifications, candidates must exhibit the highest degree of professionalism, integrity, values and independent judgment.

The age and gender of current and prospective Directors are also considered in the matrix. The objective is to maintain a sufficient range of skills, expertise, experience and diversity necessary to enable the Board as a whole to carry out its responsibilities effectively.

Skills & Experience	Edwards	Geddes	Casswell	Howe	Kangas	Moomjian	Schroeder	Surkan	Whitham
Board of Director Experience: Prior or current experience as a board member of a major organization (public, private or non-profit).	X	X	X	X	X	X	X	X	X
Senior Leadership Experience: Experience driving strategic insight and direction, achieving innovation and growth in a private, public or governmental institution.	X	X	X	X	X	X	X	X	X
Strategic Planning: Experience with planning, evaluating and implementing a strategic plan; demonstrated ability to focus on longer term goals and strategic outcomes.	X	X	X	X	X		X	X	X
Industry Specialist: Experience in oilfield services or oil and gas exploration and production; knowledge of customers, markets, operational challenges, strategies, regulatory matters and technology.	X	X	X	X	X	X	X		X
Financial Expertise: Executive experience in financial accounting, reporting and knowledge of other considerations and issues associated with auditing requirements of public companies; experience in corporate finance with demonstrated knowledge of debt and equity markets, M&A activities, tax, investor relations and insurance.	X			X			X		X
International Experience: Senior executive experience in an organization with global operations; understanding of cultural, political and regulatory requirements outside of North America.	X	X	X	X	X	X			
Compensation: Executive or board compensation committee experience, leading to a thorough understanding of compensation, benefits, incentives, equity and perquisites.	X	X		X		X	X	X	X
Human Resources: Executive or board experience in attracting, promoting, developing and retaining personnel, including succession planning and talent management	X	X	X		X			X	X
Health, Safety, Environment: Understanding of industry regulations and requirements related to workplace health, safety and environment.	X	X	X		X	X			X
Legal: Experience in litigation, contracts, international legal systems and securities / capital markets regulatory framework.						X			
Risk Management: Experience in the process of identifying and managing principal corporate risks.	X	X	X	X	X	X	X	X	X
Securities and Capital Markets: Experience in domestic and cross-border transactions (including debt, equity and financing transactions), including structure, regulatory compliance and disclosure obligations.	X			X		X	X		X

Director Orientation

Under the Corporation's orientation program, senior management, along with certain Directors, provide orientation to new Directors. In addition, new Directors are provided background material regarding the Corporation that include, among other things, details on the Corporation's financial operating results, investor presentations, philosophy and policies, corporate management and legal structure, a list of all corporate divisions and their principal business activities and industry information. Field visits are arranged as appropriate.

Orientation of a new Director took place in the fall of 2017, before Mr. Casswell joined the Board on December 4, 2017. Mr. Casswell was provided extensive materials and met with members of management and certain members of the Board of Directors in Calgary, Alberta, to familiarize himself with our industries, geographic regions of operation, assets and equipment, financial results, debt structure and balance sheet, vision and strategies, policies, governance practices, compensation structure, succession planning, insurance program, and our budgeting and forecasting processes.

Director Education

At regularly scheduled meetings, the Board of Directors receives and discusses reports concerning the operations and financial results of the Corporation and each of its business segments. These reports provide Directors ongoing operational information relevant to market conditions and trends impacting short and long-term divisional results and are important in the Board of Directors' ability to provide strategic direction.

Quarterly presentations are held on topics relevant to the Directors' understanding of the Corporation's business or their role as a Director, and to educate and inform them of relevant matters including in the following areas: industry changes, requirements and standards, business trends, challenges and opportunities, corporate governance and legal trends and issues, market analyses, and technological developments relevant to the industry.

Board of Directors meetings are occasionally held at division offices to allow for a tour of the facilities and improve the Directors' general knowledge of the Corporation's business. Field visits are also periodically undertaken by Directors.

Further, strategic planning sessions are periodically held with the Board of Directors and senior executives. These sessions provide intensive additional detailed operational, market and business activity information to the Directors. A specific focus of these sessions is to provide a briefing on strategic issues affecting the Corporation, including a review of the competitive environment, industry trends, and the Corporation's performance relative to its peers, and to provide a forum for a review of the Corporation's perceived strengths, weaknesses, opportunities and threats.

During 2017, the following continuing education presentations, strategy sessions, site visits and related events were held for or attended by all or some of the Directors:

Date	Topic	Presenter / Host	Attendees
March 3	Finance and Operations Update – *"Peer Group Analysis"*	Robert Geddes (President & Chief Operating Officer)	All Directors
May 3	Business Update – *"Ensign 2.0 – a 5-Year look-ahead"*	Robert Geddes (President & Chief Operating Officer)	All Directors
August 1-2	Site visit – Alberta operations	Tom Connors (Executive Vice President Operations, Canada) Doug Lane (Vice President, Canadian Drilling)	Len Kangas, Cary Moomjian, Ken Skirka and Gail Surkan
August 4	Business Update – *"Permian Basin Update"*	Michael Nuss (Executive Vice President Operations, US and Latin America)	All Directors
November 3	Business Update – *"World-Wide Marketing Strategy"*	Robert Geddes (President & Chief Operating Officer) Michael Nuss (Executive Vice President Operations, US and Latin America) Tom Connors (Executive Vice President Operations, Canada)	All Directors

Representatives of the external auditor of the Corporation are present at all meetings of the Audit Committee, providing a forum for discussion of any emerging trends, requirements and issues related to accounting and audit matters. Further, all Directors are invited to attend, and in practice do attend, each meeeting of the Audit Committee. The CGNR Committee receives regular updates on corporate risks, governance trends and best practices from Management. The Compensation Committee receives semi-annual reports from Management regarding compensation programs and trends, succession planning and leadership development programs.

Further, Management provides quarterly reports to the HSE Committee regarding current issues, trends, regulatory requirements, risk areas and compliance programs.

Directors are also encouraged to identify their continuing education needs through a variety of means, including discussions with management and at Board and Committee meetings. Course and conference attendance on topics relevant to a Director's knowledge and skill set are encouraged and periodically attended. Management also periodically provides Directors newsletters and corporate or outside reports relevant to the Corporation's business or their committee responsibilities. Directors also periodically conduct site visits.

Director Term Limits and Other Mechanisms of Board Renewal

Ensign's has not adopted a policy for term limits for Directors. A Director Retirement Policy has been in place for a number of years, which requires that Directors who have celebrated their 75th birthday may not, unless the remaining Board members agree to a specific exception, stand for re-election as a Director of the Corporation.

See "Director Tenure" above for additional disclosure and background regarding Ensign's decision to refrain from implementing a policy for term limits for Directors. See "Directors Skills and Experience" above regarding the skills, experience and other attributes considered by the CGNR Committee in connection with the nomination process of the Board.

Diversity Policy

Ensign's Board of Directors supports the objectives of increasing diversity on boards of directors and at the executive levels of issuers, and recognizes that gender and other diversity characteristics and backgrounds provides a depth and breadth of viewpoints and perspectives.

Ensign is committed to advancing women, and other individuals representing a diversity of backgrounds into leadership roles through its talent management, learning development, and succession planning processes. In support of this commitment, on March 1, 2018, the CGNR Committee recommended, and the Board adopted, a diversity policy for the Board. It provides that the CGNR Committee, which is responsible for recommending director nominees to the Board, will consider candidates on merit, based on a balance of skills, background, experience and knowledge. In identifying the highest quality directors, the Committee will take into account diversity considerations such as gender, age and ethnicity, with a view to ensuring that the Board benefits from a broader range of perspectives and relevant experience.

In addition, the CGNR Committee considers the level of representation of women on the Board by overseeing the selection process and ensuring that sufficent numbers of women and other diverse candidates are included in the slate of candidates for Board of Directors consideration.

The board diversity policy reiterates Ensign's commitment to a merit and qualifications-based method of selecting Directors. In considering candidates for both Board and executive officer appointments, the Board considers primarily skill, knowledge, experience, business requirements, gender, age and individual character, as it believes this approach is in the best interests of Shareholders. These characteristics in the current Board are also considered, to ensure that a range of characteristics and qualities are present in the Board as a whole. By continuing to foster opportunities for development and promotion at all levels of the Corporation, Ensign's objectives of diversity are continually being pursued.

Currently, one (1) of the Directors on the current Board is a woman (10%). Of the nine (9) Directors being proposed for election or re-election at the Meeting, one (11%) is a woman. Two (2) of Ensign's current officers at the vice president level and above are women (9%).

Ethical Business Conduct

The Corporation has developed a Code of Integrity, Business Ethics and Conduct (the "**Code of Conduct**") that includes such topics as employment standards, conflict of interest, and the treatment of confidential information and trading in the Corporation's shares, to foster conduct of the Corporation's business in a consistently legal and ethical manner. Each Director, all employees, contractors and consultants are required to abide by the Corporation's Code of Conduct.

The CGNR Committee periodically reviews the Corporation's Code of Conduct to ensure it addresses appropriate topics and complies with regulatory requirements. Any recommended changes are submitted to the Board of Directors for approval. The CGNR Committee last concluded a regularly scheduled review of the Code of Conduct in 2016, and certain amendments to the prior version of the Code of Conduct were adopted. The next regularly scheduled review of the Code of Conduct is scheduled to take place in the third quarter of 2019.

Ensign has distributed to each employee, and distributes to all new employees, an employee handbook that includes a summary of the Code of Conduct as well as links to the full text of the Code of Conduct on the Corporation's website.

In 2015, we rolled out an e-training module on the Code of Conduct, which is required to be completed on an annual basis by each Director and employee on a go-forward basis. As a result, all Directors and office employees are now required to complete, and in fact do complete, the training module and acknowledge their understanding of the training and the Code of Conduct, annually.

The Code of Conduct also requires Directors and employees to disclose any real or perceived conflict of interest as they arise. A link to the conflict of interest disclosure form is also included in the e-training module.

The Code of Conduct e-training module, the three-year review cycle of the Code of Conduct itself, and the annual acknowledgments and conflict of interest disclosures, are all overseen by the CGNR Committee.

In addition to the foregoing, the Corporation's Business Ethics Hotline (previously called the "Whistleblower Program") provides a procedure for the submission of information by any Director, officer or employee relating to possible violations of the Code of Conduct or any other policy. Historically, reports could be made directly to the Chairman of the Audit Committee by phone or mail.

In 2015, Ensign engaged an independent third party "hotline" service provider. As a result, reports of violations of the Code of Conduct or any other policy can be made anonymously and confidentially online, by email, by mail and by phone in over 150 languages. Reports also can still be made to the Chairman of the Audit Committee.

The Chairman of the Audit Committee oversees investigations of alleged breaches of the Code of Conduct together with management where appropriate. The Chairman of the Audit Committee reports on Business Ethics Hotline activity to the Board of Directors on a quarterly basis.

No material change reports were filed in 2017 or in 2018 up to the date hereof pertaining to any conduct of a Director or executive officer that constitutes a departure from the Code of Conduct.

The Code of Conduct is available on the Corporation's website (www.ensignenergy.com), on SEDAR at www.sedar.com, or by contacting the Corporate Secretary of the Corporation at 400 – 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6.

Independent Judgment of Directors

Directors who are a party to or are a director or an officer of a person who is a party to a material contract or material transaction or a proposed material contract or proposed material transaction are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or transaction. Such Directors excuse themselves from that portion of the meeting. If required, an independent committee may be formed to deliberate on such matters in the absence of the interested party.

Nomination of Directors

The CGNR Committee is responsible for identifying and recommending to the board new candidates for nomination to the Board of Directors, having regard to the competencies, skills and personal qualities of the candidates and the members of the Board of Directors, diversity, and a perception of the needs of the Corporation. From time to time the CGNR Committee will make recommendations to the Board of Directors as to the appropriate size of the Board of Directors. In addition, the CGNR Committee will review annually and recommend to the Board of Directors the nomination of directors for election at the annual meeting of shareholders, the appointments to each committee of the Board of Directors and any changes to the terms of reference of such committees.

The CGNR Committee of the Board of Directors maintains a "skills matrix" to assist in identifying and evaluating potential new members of the Board of Directors against existing skills and experience on the Board. The "skills matrix" is reviewed and updated by the CGNR Committee on an ongoing basis.

See the section of this Information Circular above called "Director Skills and Experience", where the current skills matrix is disclosed.

Director Compensation

The CGNR Committee and the Board of Directors periodically reviews the adequacy and structure of Directors' compensation to ensure that the level of compensation reflects the responsibilities, time commitment and risks involved in being an effective director. For further details, please see the subsection of this Information Circular entitled "Director Compensation".

Board, Board Member and Committee Assessments

Regular assessments of the efficiency of the Board, its committees and individual Directors are conducted.

The responsibility for assessing the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual Directors has been included in the mandate of the CGNR Committee. Assessments, including Director peer assessments, are conducted in alternating years by the CGNR Committee, as follows:

Year 1: **Peer Review**	**Outcome**
Assessments by all Directors of their own performance as well as the performance of the other Directors, directed primarily at the following: • Effectiveness of the Chair of the Board of Directors and Committee Chairs; • Contributions of individual Directors to the Board of Directors as a whole and to Committees; • The apparent preparation of individual Directors for Board of Directors and Committee meetings; and • The conduct of individual Directors in Board of Directors and Committee meetings.	• Full responses are reviewed by the CGNR Committee. • A summary report is provided by the Chair of the CGNR Committee to the full Board of Directors. • The CGNR Committee Chair follows up with individual Directors on any matters of concern raised in the assessment and takes action, as appropriate.
Year 2: **Board Review**	
Assessment by all Directors of the overall functioning of the Board of Directors and its Committees, and self-assessment of personal contributions, specifically: • Review, approval and monitoring of strategic and operating plans; • Corporate compliance and controls; • Review and approval of management performance and compensation; • Review of succession planning; • Advice and counsel to management; • Selection and evaluation of Board candidates; • Board practices generally; and • Committee structure and performance.	

Assessments are conducted in the form of a confidential on-line questionnaire, aimed at facilitating fulsome responses, including qualitative responses and comments, and providing assurance as to the anonymity of the responses provided. The Chair of the CGNR Committee compiles the results of the annual assessments, including any qualitative comments, and provides a formal report, in a summary form, to this Committee and to the Board of Directors as a whole.

Areas of concern raised by Directors in the assessments, whether with respect to individual Directors, the Board of Directors as a whole or its Committees, are highlighted. Trends are observed and strategies for improvement are discussed, with review and follow-up by the entire Board of Directors. Meetings are held between the Chair of the CGNR Committee and individual Directors on an as-needed basis to address any issues of concern brought forth in the above assessments.

Mandatory Share Ownership

The Corporation has adopted mandatory share ownership policies that apply to Directors and senior officers of the Corporation. Please see the sections of this Information Circular entitled “Election of Directors”, “Director Equity Ownership Requirement” and “Compensation Discussion and Analysis – Executive Equity Ownership Policy”, for details on requirements for mandatory equity ownership for Directors and senior officers, respectively.

As at December 31, 2017, each Director and senior officer subject to this policy meets the applicable requirement pursuant to these policies.

Communications Policy

The Board has a disclosure policy wherein it has delegated the communications function to the senior management of the Corporation. The President & Chief Operating Officer or the Chief Financial Officer generally handle shareholder communications. They also are responsible for all communications from and to the Corporation's shareholders, other stakeholders and the public generally.

Board Approvals and Structure

In addition to maintaining the powers it must retain by statute, significant business activities, actions and communications proposed to be taken or submitted for consideration by the Corporation are subject to approval by the Board of Directors.

Annual capital and operating budgets and significant changes, long range plans, the annual management information (proxy) circular, the Annual Information Form, major changes in the organizational structure of the Corporation, annual and quarterly financial statements, major acquisition and disposition transactions, major financing transactions involving the issuance of shares, debt securities and other securities, major banking relationships, dividends, long-term contracts with significant cumulative financial commitments, appointment of officers and succession plans for Directors and senior officers are all subject to approval by the Board of Directors.

SECTION 6 – STOCK OPTION PLAN

In 1997, the Shareholders approved the establishment of a stock option plan (the "**Plan**"). Pursuant to the Plan, the Corporation is permitted to grant options ("**Options**") from time-to-time to officers and other employees of the Corporation and its subsidiaries. Since the initial approval of the Plan, periodic amendments have been made, as follows:

- In 2001, the Shareholders approved an amendment to the Plan to provide all current option holders the right to elect to receive Common Shares or a direct cash payment in exchange for Options exercised. This amendment to the Plan was designed to balance the need for a long-term compensation program to retain employees and the concerns of shareholders regarding the dilution caused by stock options.
- In 2005, the Shareholders approved an amendment to the Plan to delete the reference to a maximum number of Common Shares issuable or reserved pursuant to the Plan, and provide the maximum number of Common Shares issuable pursuant to the Plan shall be equal to 10% of the outstanding Common Shares. Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Plan, and any exercise of Options will make new grants available under the Plan.
- In 2009, the Shareholders again approved certain amendments to the Plan, which were proposed by the Board of Directors in light of trends in corporate governance and the objective of providing principled executive compensation. The primary amendments approved by Shareholders on that date were: (i) to prescribe a fixed maximum number of Common Shares of 15,300,000 to be set aside and reserved for the granting of stock options under the Plan; (ii) to fix the number of Common Shares issuable under the Plan in any calendar year at 2% of the then outstanding Common Shares; (iii) to eliminate the eligibility of non-management members of the Board of Directors to receive grants of stock options; (iv) to extend the expiry date of a stock option which would otherwise expire during a blackout period for a period of 10 business days after the blackout period ends; and (v) to provide for the Board of Directors to amend, modify or discontinue the Plan or any stock options granted thereunder. Shareholder approval is required to: (a) increase the maximum number of 15,300,000 Common Shares reserved for issuance; (b) reduce the exercise price of or cancel and re-issue any stock option; (c) extend the expiry dates on any outstanding stock option; (d) allow non-management directors to be eligible for the grant of stock options; (e) permit transfers (or assignments) of stock options except for estate settlement purposes; or (f) increase the number of Common Shares issuable to insiders beyond the current restrictions.
- On March 10, 2017, in connection with the ongoing re-design of the Corporation's executive compensation plans, the Compensation Committee approved certain "housekeeping" amendments to the Plan. Shareholder approval of these amendments is not required.

In particular, the Plan now specifies that in the event of a change of control of the Corporation, Options granted to executive officers do not automatically vest unless the employment of such executive officer is also actually or constructively terminated within 12 months of the change of control event.

Other features of the current Plan are as follows:

- Eligible participants include officers and key employees of the Corporation.
- The number of Common Shares issuable (or reserved for issuance) to insiders will not exceed 5% of the outstanding Common Shares.
- The number of Common Shares issuable (or reserved for issuance) to any one optionee will not exceed 5% of the outstanding Common Shares.
- The number of Common Shares, together with all of the Corporation's other previously established or proposed share compensation arrangements:
    - issuable (or reserved for issuance) to insiders at any time will not exceed 10% of the outstanding Common Shares;
    - which may be issued to insiders within a one-year period will not exceed 10% of the outstanding Common Shares; and
    - which may be issued to any one insider and such insider's associates within a one-year period will not exceed 5% of the outstanding Common Shares.
- The exercise price of Options granted will be the closing price per Common Share on the Toronto Stock Exchange on the last trading day preceding the date of grant of the Options.
- Options granted pursuant to the Plan have a term not exceeding 10 years and have generally been issued on the basis of vesting equally over five (5) years.
- In case of cessation of employment of an optionee, Options are exercisable within 90 days from such cessation.
- In case of death of an optionee, Options may be exercised by the personal representatives of heirs of the deceased optionee within 90 days from the date of death.
- Options are non-assignable.

The Board of Directors believes that granting of stock options is and should be used by the Corporation to augment the overall compensation package offered to its employees. The Corporation has a long-standing policy of awarding stock options to executive officers and employees, assisting the Corporation in providing compensation packages that are competitive with its industry peer group.

The Plan also constitutes a principal component in the compensation arrangements for the executives and employees of the Corporation, aiding in the recruitment and retention of skilled, knowledgeable and dedicated staff. The Board of Directors believes this established policy of awarding stock options aligns executives and employees with shareholders and meets the Corporation’s business objectives, specifically those of retention and competitive compensation, balanced by the overriding principle that outstanding options and the ability to grant additional options should be restricted to levels below acceptable dilution thresholds.

The Board of Directors is of the view that the Options provide an incentive to all recipients to ensure they are striving to maximize shareholder value.

Equity Compensation Plan Information As At December 31, 2017

Plan Category	# of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	# of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	6,724,900	$9.67	8,161,500
Equity compensation plans not approved by security holders	Nil	Nil	Nil

The Stock Option Plan is the only equity compensation plan of the Corporation. From time to time, stock appreciation rights ("**SARs**") are granted to certain employees of the Corporation in lieu of stock options, where such employee's jurisdiction of residence or taxation makes the receipt of stock options undesirable. All SARs granted are subject to the same general conditions and restrictions as set forth in the Stock Option Plan, with the exception of any right or ability to exercise the SAR for Common Shares (SARs may only be exercised for cash). The number of securities to be issued upon exercise of outstanding Options, as of December 31, 2017, represented 4.28% of the total number of Common Shares issued and outstanding as of that date (2016 – 3.27%).

In 2017, 2,064,750 Options were granted pursuant to the Plan (2016 – 0). This represented 1.31% of the issued and outstanding Common Shares as of December 31, 2017 (2016 – 0%). The stock option annual grant rate over the past three (3) years is as follows:

Year	# of Common Shares Issued and Outstanding as at January 1	# of Options Granted During the Year	Options Granted During the Year as a % of Issued and Outstanding Common Shares for the Year
2017	157,074,616	2,064,750	1.31%
2016	154,140,909	0	0%
2015	153,060,132	2,259,500	1.48%

Ensign's annual burn rate (as described in Section 613(p) of the TSX Company Manual) for the past three (3) years, calculated by dividing the number of stock options granted in the fiscal year by the weighted average number of outstanding shares for the year, is as shown in the table above. The burn rate is subject to change from time to time based on the number of options granted and the total number of commons shares issued and outstanding. As noted elsewhere in this circular, commencing in 2018, the annual award of stock options (and including stock appreciation rights) that may be approved by the Compensation Committee in any fiscal year will be capped at 1% of the Corporations' issued and outstanding Common Shares as of the end of each fiscal year.

SECTION 7 – OTHER INFORMATION

Voting Securities and Principal Holders Thereof

The record date for determination of the holders of Common Shares entitled to notice of and to vote at the Meeting is March 16, 2018. As at March 16, 2018 there were 157,074,616 Common Shares issued and outstanding. Each Shareholder or his or her proxy represented at the Meeting will be entitled to one vote for each Common Share held by such Shareholder.

The following are the only parties known to the Directors and senior officers of the Corporation to beneficially own, directly or indirectly or exercise control or direction over, more than 10% of the outstanding voting securities of the Corporation as at March 16, 2018:

Name	Number of Voting Securities, Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised	Percentage of Outstanding Voting Securities So Owned, Controlled or Directed
Edwards, N. Murray London, United Kingdom	27,170,534 Common Shares	17.30%
Burgundy Asset Management Ltd. Toronto, Ontario	19,578,564 Common Shares	12.46%

Interest of Informed Persons in Material Transactions

Management of the Corporation is not aware of any material interest, direct or indirect, of any Director or officer of the Corporation, any nominee for director of the Corporation, or any person beneficially owning, directly or indirectly, more than 10% of the Corporation's voting securities, or any associate or affiliate of any such person in any material transaction during 2017 or in any material proposed transaction which in either case has materially affected or would materially affect the Corporation or any of its subsidiaries.

Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than those set forth in the Notice. If other matters properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Financial information is provided in the Corporation's comparative consolidated financial statements and management's discussion and analysis ("**MD&A**") for the fiscal year ended December 31, 2017. Shareholders may request copies of the Corporation's consolidated financial statements and MD&A by contacting:

ENSIGN ENERGY SERVICES INC.

400 – 5th Avenue S.W., Suite 1000
Calgary, Alberta T2P 0L6

Attention: Corporate Secretary

Telephone (403) 262-1361
Fax (403) 262-8215
Website: www.ensignenergy.com



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Schedule 1

Mandate of the Board of Directors

SCHEDULE 1

ENSIGN ENERGY SERVICES INC.
(THE "CORPORATION")

MANDATE OF THE BOARD OF DIRECTORS

Role and Objectives:

The Board of Directors (the "**Board**") of Ensign Energy Services Inc. (the "**Corporation**") is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. In general terms, the Board will:

(a) review, discuss and approve the Corporation's strategic planning and organizational structure, including in consultation with senior management of the Corporation where appropriate;

(b) supervise the management of the business and affairs of the Corporation while delegating to senior management the responsibility for day-to-day management of the Corporation, with the goal of achieving the Corporation's principal objectives as defined by the Board;

(c) discharge the duties imposed on the Board by applicable laws, the constating documents of the Corporation, this Mandate and the committee mandates; and

(d) for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

Meetings

1. The agenda of the Board meeting will be prepared by the chairperson of the Board (the "**Chair**"), working with the secretary, and, whenever reasonably practicable, circulated to each director prior to each meeting.

2. The Board shall meet at least four times per year and/or as deemed appropriate by the Chair.

3. Minutes of all Board meetings shall be taken by the secretary of the meeting. The minutes of the meetings shall accurately record the discussions of and decisions made by the Board and shall be distributed to all directors.

4. The President or his or her designates may be present at all meetings of the Board.

5. Vice-Presidents and such other staff as appropriate to provide information to the Board shall attend meetings at the invitation of the Board.

Delegation

6. Subject to limits set out in the *Business Corporations Act* (Alberta), the Board may delegate its duties to, and receive reports and recommendations from, any committee of the Board.

7. Subject to limits set out in the *Business Corporations Act* (Alberta) and other applicable laws and stock exchange rules, delegate to the officers of the Corporation powers to manage the business and affairs of the Corporation.

Mandate and Responsibilities of the Board:

The Board's primary roles are overseeing both corporate performance and the quality, depth and continuity of management required to meet the Corporation's strategic objectives. Without limiting the generality of the foregoing, the Board's principal duties include the following:

Strategic Direction, Operating and Capital Plans:

8. Oversee, review, question and approve the mission of the Corporation and its strategy, objectives and goals, taking into account the opportunities available to the Corporation, the potential risks it faces and the Corporation's risk appetite.

9. Approve the annual operating and capital plans proposed by management.

10. Review progress towards the achievement of the goals established in the strategic planning process and the operating and capital plans and revise and alter the Board's direction to management in light of changing circumstances.

11. Approve issuances of additional common shares or other securities to the public.

***Risk Management*:**

12. Oversee the Corporation's systems for effectively identifying, monitoring and managing the risks it faces with a view to achieving a proper balance between the risks incurred and the potential returns to the Corporation and the long-term sustainability of the Corporation.

13. Approve policies and procedures designed to ensure that the Corporation acts responsibly and in compliance with applicable laws, rules and regulations.

***Management and Organization*:**

14. Appoint the President and approve the position description and annual performance goals and compensation of the President.

15. Evaluate the performance of the President at least annually.

16. Establish the limits of management's authority and responsibility in conducting the Corporation's business.

17. Oversee the appointment of all other executive officers of the Corporation.

18. Oversee succession planning processes for the President and senior management of the Corporation.

19. Approve any proposed significant change in the management organization structure of the Corporation.

20. Approve all retirement plans for officers and employees of the Corporation.

21. Generally provide advice and guidance to management.

***Communications and Reporting*:**

22. Review the communications policy for the Corporation, including with respect to shareholders, employees, customers, financial analysts, governments and regulatory authorities, the media and other stakeholders.

23. Oversee management's process for the timely, accurate and complete disclosure of developments that have a significant and material impact on the Corporation.

24. Oversee timely, accurate and regular disclosure and reporting of the financial performance of the Corporation to shareholders, other security holders and regulators in accordance with applicable laws and accounting standards.

25. Monitor and support the Corporation's investor relations activities and its stakeholder engagement policies and practices, including the processes for receiving feedback from shareholders.

26. Report annually to shareholders on the Board's stewardship for the preceding year.

***Finances and Controls*:**

27. Monitor the appropriateness of the Corporation's capital and financial structure and approve changes to that structure.

28. Oversee management's institution and maintenance of the integrity of internal control and information systems, including maintenance of all required records and documentation.

29. Delegate to senior management the authority for expenditures and transactions, subject to specified limits beyond which Board approval would be required.

***Corporate Responsibility and Ethics*:**

30. Support a culture of integrity and responsible stewardship.

31. Satisfy itself, to the extent feasible, the integrity of the President and other senior management and that such individuals promote a culture of integrity throughout the Corporation.

***Governance*:**

32. Approve the Corporation's approach to corporate governance, including this Mandate, the mandates of the Board's committees and the position descriptions for the Chair, the Lead Director, the President and committee chairs and facilitate the continuity, effectiveness and independence of the Board, including by:

    (a) Overseeing succession planning for the Board and selecting nominees for election to the Board;

(b) Approving the appointment of directors to the audit committee and the other committees of the Board approved by the Board from time to time;

(c) Conducting regular (and not less than annual) assessments of the Board as a whole, the committees of the Board, the contribution of each individual director and the Chair, Lead Director and committee chairpersons, in each case by reference to this Mandate, the applicable committee mandate and/or the applicable position description;

(d) Reviewing the orientation and education programs for new directors; and

(e) Approving the Corporation's approach to director compensation and protection.

33. Oversee structures and procedures, including the appointment of a Lead Director (if applicable), to enable the Board to exercise independent judgment and make decisions on director independence.

34. Delegate to the Board committees oversight of specific matters while retaining ultimate responsibility for those delegated matters.

35. Approve the Corporation's approach to director compensation and protection.

36. Enforce Board policy respecting confidentiality of the Corporation's proprietary information and Board deliberations.

***General*:**

37. Review and reassess the adequacy of this Mandate periodically and as it deems appropriate, and recommend changes. The performance of the Board shall be evaluated with reference to this Mandate annually.

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Schedule 2

Amended and Restated Bylaw No. 1

SCHEDULE 2

AMENDED AND RESTATED BYLAW NUMBER 1
RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF
ENSIGN ENERGY SERVICES INC.

(hereinafter called the "**Corporation**")

IT IS HEREBY ENACTED as a bylaw of the Corporation as follows:

DIVISION ONE
INTERPRETATION

1.1 Definitions.

In the bylaws of the Corporation, unless the context otherwise specifies or requires:

(a) "**Act**" means the *Business Corporations Act* (Alberta), as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the bylaws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

(b) "**appoint**" includes "**elect**" and vice versa;

(c) "**articles**" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution, articles of revival, and includes an amendment to any of them;

(d) "**board**" means the board of directors of the Corporation;

(e) "**business day**" means a day which is not a non-business day;

(f) "**bylaws**" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

(g) "**meeting of shareholders**" includes an annual and a special meeting of shareholders;

(h) "**non-business day**" means Saturday, Sunday and any other day that is a holiday as from time to time defined in *The Interpretation Act* (Alberta);

(i) "**Regulations**" means the regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the bylaws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

(j) "**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by virtue of section 3.1 of this bylaw or by a resolution passed pursuant thereto; and

(k) "**special meeting of shareholders**" means a meeting of any particular class, classes or series of shareholders and a meeting of all shareholders entitled to vote at any annual meeting of shareholders at which special business is to be transacted.

Save as aforesaid, all terms which are contained in the bylaws of the Corporation and which are defined in the Act or the Regulations shall, unless the context otherwise specifies or requires, have the meanings given to such terms in the Act or the Regulations, as applicable. Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word "**person**" shall include an individual, partnership, association, body corporate, body politic, trustee, executor, administrator and legal representative.

Headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

DIVISION TWO
BANKING AND SECURITIES

2.1 Banking Arrangements.

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations or any other persons as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the board may from time to time prescribe or authorize.

2.2 Voting Rights in Other Bodies Corporate.

The signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of such voting certificates or evidence of the right to exercise such voting rights. In addition, the board, or failing the board, the signing officers of the Corporation, may direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

DIVISION THREE
EXECUTION OF INSTRUMENTS

3.1 Authorized Signing Officers.

Unless otherwise authorized by the board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the president, chairman of the board, any vice-president, any director, secretary, treasurer, any assistant secretary or any assistant treasurer or any other officer created by bylaw or by the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal

to any instrument requiring the same, but no instrument is invalid merely because the corporate seal is not affixed thereto.

3.2 Cheques, Drafts and Notes.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or person or persons, whether or not officers of the Corporation, and in such manner as the board may from time to time designate by resolution.

DIVISION FOUR
DIRECTORS

4.1 Number.

The board shall consist of such number of directors as is fixed by the articles, or where the articles specify a variable number, shall consist of such number of directors as is not less than the minimum nor more than the maximum number of directors provided in the articles and as shall be fixed from time to time by resolution of the shareholders.

4.2 Election and Term.

Subject to the articles, the election of directors shall take place at each annual meeting of shareholders and all of the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall, subject to the articles, be the number of directors then in office, or the number of directors whose terms of office expire at the meeting, as the case may be, except that the shareholders may resolve to elect some other number of directors. Where the shareholders adopt an amendment to the articles to increase the number or minimum number of directors, the shareholders may, at the meeting at which they adopt the amendment, elect the additional number of directors authorized by the amendment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. The election shall be by ordinary resolution.

4.3 Advance Notice of Nominations of Directors.

Subject only to the Act, the articles of the Corporation and applicable securities laws, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any meeting of shareholders: (A) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting of shareholders; (B) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or (C) by any person (a "**Nominating Shareholder**"): (I) who, at the close of business on the date of the giving of the notice provided for below in this Section 4.3 and on the record date for the receipt of notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting, or who beneficially owns shares that are entitled to be voted at such meeting; and (II) who complies with the notice procedures set forth below in this Section 4.3:

(a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form (the

"**Notice**") to the president or the secretary of the Corporation at the principal executive offices of the Corporation, in accordance with this Section 4.3.

(b) To be timely, a Notice to the president or secretary of the Corporation must be given:

(i) in the case of an annual general meeting (including an annual and special meeting) of shareholders, not less than 30 days prior to the date of the annual general meeting of shareholders; provided, however, that in the event that the annual general meeting of shareholders is called for at a date that is less than 50 days after the date on which the first public announcement of the date of the annual general meeting was made (the "**Notice Date**"), the Notice must be given by the Nominating Shareholder not later than the close of business on the tenth (10th) day following the Notice Date;

(ii) in the case of a special meeting (which is not also an annual meeting) of shareholders, called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the date on which the first public announcement of the date of the special meeting of shareholders was made; and

(iii) in the event shall that any adjournment or postponement of a meeting of shareholders, or the public announcement thereof, occurs, the time period for the giving of Notice shall adjust accordingly and Notice must be given in accordance with subsections 4.3(b)(i) and (ii) above, taking into account the date of the adjourned or postponed annual general meeting or the Notice Date.

(c) To be in proper written form, the Notice to the president or secretary of the Corporation must set forth:

(i) as to each person who the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residence address of the person; (B) the principal occupation or employment of the person; (C) whether the person is a resident Canadian with the meaning of the Act; (D) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person; (I) as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred), and (II) as of the date of such Notice; and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws; and

(ii) as to the Nominating Shareholder, any proxy, contract, arrangement, understanding, relationship or any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws.

(d) In addition, to be considered timely and in proper written form, a Nominating Shareholder's Notice shall be promptly updated and supplemented, if necessary, so that the information

provided or required to be provided in such Notice shall be true and correct as of the record date for the meeting.

(e) The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that would reasonably be expected to be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee.

(f) The Corporation may disclose and make publicly available to the shareholders of the Corporation any of the information requested and provided to the Corporation pursuant to subsection 4.3(c)(i) and 4.3(e) of this Amended and Restated Bylaw No. 1.

(g) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this section 4.3; provided, however, that nothing herein shall be deemed to preclude discussions by a shareholder (as distinct from seeking to nominate directors) at a meeting of shareholders, on any matter in respect of which such shareholder would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such nomination is invalid due to its non-compliance with this section 4.3.

(h) For purposes of this section 4.3:

(i) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

(ii) "**applicable securities laws**" means the securities legislation in those provinces and territories of Canada to which the Corporation is subject, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the relevant provinces and territories of Canada.

(i) Notwithstanding any other provisions of the bylaws of the Corporation, Notice given to the president or secretary of the Corporation pursuant to this section 4.3 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the president or secretary of the Corporation for the purposes of such Notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the president or secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day, or later than 5:00 pm

(Calgary time) on a day which is a business day, then such a delivery or electronic communication shall be deemed to have been made on the next following business day.

(j) Notwithstanding any of the foregoing, the board may, in its sole discretion, waive any requirement in this section 4.3.

4.4 Committee of Directors.

The directors may appoint from among their number a committee of directors, however designated, of which at least one-quarter of the members must be resident Canadians, and subject to section 115 of the Act may delegate to such committee any of the powers of the directors. A committee may be comprised of one director.

4.5 Remuneration and Expenses.

Subject to any unanimous shareholder agreement, the directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

4.6 Action by the Board.

Subject to any unanimous shareholder agreement, the board shall manage or supervise the management of the business and affairs of the Corporation. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the directors. If the Corporation has only one director, that director may constitute a meeting.

DIVISION FIVE
MEETING OF DIRECTORS

5.1 Place of Meeting.

Meetings of the board may be held at any place within or outside Canada.

5.2 Notice of Meeting.

Unless the board has made regulations otherwise, meetings of the board may be summoned on twenty-four (24) hours' notice, given verbally or in writing, and whether by means of telephone or electronic means in accordance with the provisions of the *Electronic Transactions Act* (Alberta), or any other means of communication. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, except where the Act requires such purpose or business to be specified, including any proposal to:

(a) submit to the shareholders any question or matter requiring approval of the shareholders;

(b) fill a vacancy among the directors or in the office of auditor;

(c) appoint additional directors;

(d) issue securities, except in the manner and on the terms authorized by the board;

(e) declare dividends;

(f) purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the board;

(g) pay a commission for the sale of shares;

(h) approve a management proxy circular;

(i) approve any financial statements to be placed before the shareholders at an annual meeting; or

(j) adopt, amend or repeal bylaws.

Provided, however, that a director may in any manner, and either before or after the meeting, waive notice of a meeting and attendance of a director at a meeting of the board shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.3 Adjourned Meeting.

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.4 Calling of the Meetings.

Meetings of the board shall be held from time to time at such time and at such place as the board, the chairman of the board, the president or any two directors may determine. Should more than one of the above-named call a meeting at or for substantially the same time, there shall be only one meeting held and such meeting shall occur at the time and place determined by, in order of priority, the board, any two directors, the chairman, or the president.

5.5 Regular Meetings.

The board may, from time to time, appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, and forthwith to each director subsequently elected or appointed, but no other notice shall be required for any such regular meeting except where the Act or this bylaw requires the purpose thereof or the business to be transacted thereat to be specified.

5.6 Chairman.

The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, lead director (if any) or president. If no such officer is present, the directors present shall choose one of their number to be chairman.

5.7 Voting.

Questions arising at any meeting of the board shall be decided by a majority of votes. The chairman shall be entitled to vote however in the event of any equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

5.8 Participation in Meeting.

A director may participate in a meeting of the board or a committee of the board by electronic means, telephone, or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and a director participating in such meeting by such means is deemed to be present at the meeting.

DIVISION SIX
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Conflict of Interest.

A director or officer shall not be disqualified from his office, or be required to vacate his office, by reason only that he is a party to, or is a director or officer or has a material interest in any person who is a party to, a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation or a subsidiary thereof. Such a director or officer shall, however, disclose the nature and extent of his interest in the contract or transaction or proposed contract or transaction at the time and in the manner provided by the Act. Subject to the provisions of the Act, a director or officer shall not by reason only of his office be accountable to the Corporation or to its shareholders for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the director's interest therein, provided that the required declaration and disclosure of interest is properly made, the contract or transaction is approved by the directors or shareholders, if necessary, and it was fair and reasonable to the Corporation at the time it was approved and, if required by the Act, the director refrains from voting as a director on the contract or transaction.

Even if the above conditions are not met, a director or officer acting honestly and in good faith shall not be accountable to the Corporation or to its shareholders for any profit realized from a material contract or material transaction for which disclosure is required by the Act, and such contract or transaction shall not be void or voidable by reason only of the director or officer's interest therein, provided that the material contract or material transaction was approved or confirmed by special resolution at a meeting of the shareholders, disclosure of the interest was made to the shareholders in a manner sufficient to indicate its nature before such contract or transaction was approved or confirmed, and such contract or transaction was reasonable and fair to the Corporation at the time it was approved or confirmed.

6.2 Limitation of Liability.

Every director and officer of the Corporation, in exercising his powers and discharging his duties to the Corporation, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer, for the time being of the Corporation, shall be liable for the acts neglects or defaults of any other director or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting for any dealings with any moneys, securities or other assets belonging to the Corporation or for any loss or damage arising from the bankruptcy, insolvency or tortious

acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations thereunder or from liability for any breach thereof. The directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board.

No act or proceeding of any director or officer or the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the election, appointment or qualification of such director or officer or board.

6.3 Indemnity.

Subject to section 124 of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate, if:

(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing herein contained shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this section 6.3.

6.4 Insurance.

The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 6.3 against any liability incurred by him:

(a) in his capacity as a director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation; or

(b) in his capacity as a director or officer of the another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

DIVISION SEVEN
OFFICERS

7.1 Election or Appointment.

Subject to any unanimous shareholder agreement, the board may, from time to time, appoint a chairman of the board, a president, one or more vice-presidents, a secretary, a treasurer and such other officers as

the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of the Corporation. Except for a chairman of the board who must be a director, an officer may, but need not be, a director and one person may hold more than one office.

7.2 Chairman of the Board.

The board may from time to time appoint a chairman of the board who shall be a director. The chairman of the board shall, when present, preside at all meetings of the board and at all meetings of shareholders.

Subject to the provisions of the Act and these bylaws, the chairman of the board shall have such powers and duties as the board may specify. During the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the lead director, if any, or by the president (so long as the president is also a director), or by such other director as may be appointed by the board.

7.3 President.

The president shall, subject to the authority of the board, have general supervision of the business of the Corporation and such other powers and duties as the board may specify; provided, however, that unless he is a director he shall not preside as chairman at any meeting of the board or of a committee of directors.

7.4 Vice-President.

During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice-president or, if there is more than one, by the vice-president designated from time to time by the board or the president; provided, however, that a vice-president who is not a director shall not preside as chairman at any meeting of the board or of a committee of directors. A vice-president shall have such other powers and duties as the board or the president may prescribe.

7.5 Secretary.

The secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of directors and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the board or the chief executive officer, if any, may specify.

7.6 Treasurer.

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions and he shall have such other powers and duties as the board or chief executive officer, if any, or the president may specify.

7.7 Powers and Duties of Other Officers.

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board, or the chief executive officer, if any, or the president may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer, if any, or the president otherwise directs.

7.8 Variation of Powers and Duties.

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

7.9 Vacancies.

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the board, by resolution, may appoint a person to fill such vacancy.

7.10 Remuneration and Removal.

The terms of employment and the remuneration of all officers appointed by the board shall be determined from time to time by the board. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration as may be determined. All officers shall be subject to removal by resolution of the board at any time, with or without cause, notwithstanding any agreement to the contrary, provided however that this right of removal shall not limit in any way such officer's right to damages by virtue of such agreement or any other rights resulting from such removal in law or equity.

7.11 Agents and Attorneys.

The Corporation, by or under the authority of the board, shall have the power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

7.12 Conflict of Interest.

An officer shall disclose his interest in any material contract or material transaction or proposed material contract or proposed material transaction with the Corporation in accordance with section 6.1.

7.13 Fidelity Bonds.

The board may require such officers, employees and agent of the Corporation, as the board deems advisable, to furnish bonds for the faithful discharge of their powers and duties, in such forms and with such surety as the board may from time to time determine.

DIVISION EIGHT
SHAREHOLDERS' MEETINGS

8.1 Annual Meetings.

Subject to the Act, the annual meeting of shareholders shall be held at such time and on such day in each year and at such place or places as the board, the chairman of the board or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the

Act to be placed before the annual meeting, electing directors, appointing auditors if required by the Act or the articles, and for the transaction of such other business as may properly be brought before the meeting.

8.2 Special Meetings.

The board shall have the power to call a special meeting of shareholders at any time.

8.3 Place of Meetings.

Meetings of shareholders shall be held as provided for in the articles, or failing any reference in the articles, at such place in Alberta as the board may determine. Subject to the Act, if the directors or the shareholders of the Corporation call a meeting of shareholders, the directors or the shareholders, as the case may be, may determine that the meeting shall be held entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.4 Chairman, Secretary and Scrutineers.

The chairman of the board or, in his absence, the president, if such an officer has been elected or appointed and is present, or otherwise a vice-president who is a shareholder of the Corporation, shall be chairman of any meeting of shareholders. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, or declines to be chairman of the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of the meeting.

8.5 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.6 Quorum.

A quorum at any meeting of shareholders (unless a greater number of persons are required to be present or a greater number of shares are required to be represented by the Act or by the articles or by any other bylaw) shall be persons present not being less than two (2) in number and holding or representing not less than five (5%) per cent of the shares entitled to be voted at the meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of the meeting of shareholders, the shareholders present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

8.7 Participation in Meeting.

A shareholder or any other person entitled to attend a meeting may participate in a meeting of shareholders by electronic means, telephone or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and a person participating in such a meeting by such means is deemed to be present at the meeting. Subject to the Act, any person participating in a meeting pursuant to this section and entitled to vote at the meeting may vote by electronic means, telephone or other communication facility that the Corporation has made available for that purpose.

8.8 Proxyholders and Representatives.

Votes at meetings of the shareholders may be given either personally or by proxy; or, in the case of a shareholder, who is a body corporate or association, by an individual authorized by a resolution of the board or governing body of the body corporate or association to represent it at a meeting of shareholders of the Corporation, upon producing a certified copy of such resolution or otherwise establishing his authority to vote to the satisfaction of the secretary or the chairman.

A proxy shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and is valid only at the meeting in respect of which it is given or any adjournment of that meeting. A person appointed by proxy need not be a shareholder.

8.9 Votes to Govern.

At any meeting of shareholders, all questions proposed for the consideration of shareholders shall, unless otherwise required by the Act, be determined by a majority of the votes cast and in the event of an equality of votes at any meeting of shareholders, there shall be no second or casting vote.

8.10 Ballots.

On any question proposed for consideration at a meeting of shareholders, a shareholder, proxyholder or other person entitled to vote may demand and the chairman may require that a ballot be taken either before or upon the declaration of the result of any vote. If a ballot is demanded on the election of a chairman or on the question of an adjournment it shall be taken forthwith without an adjournment. A ballot demanded or required on any other question shall be taken in such manner as the chairman shall direct. A demand or requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares that he is entitled to vote at the meeting upon the question, to the number of votes as provided for by the articles or, in the absence of such provision in the articles, to one vote for each share he is entitled to vote. The result of the ballot so taken shall be the decision of the shareholders upon the question. The demand or requirement for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the ballot has been demanded or required.

8.11 Adjournment.

The chairman at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned for less than thirty (30) days, it shall not be necessary to give notice

of the adjourned meeting, other than by announcement at the time of the adjournment. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as notice for an original meeting but, unless the meeting is adjourned by one or more adjournments for an aggregate of more than ninety (90) day, subsection 149(1) of the Act does not apply.

8.12 Only One Shareholder.

Where the Corporation has only one shareholder or only one holder of any class or series of shares, the shareholder present in person or duly represented constitutes a meeting.

DIVISION NINE
SHARES

9.1 Non-Recognition of Trusts.

Subject to the Act, the Corporation may treat the registered holder of any share as the person exclusively entitled to vote, to receive notices, to receive any dividend or other payment in respect of the share, and otherwise to exercise all the rights and powers of an owner of the share.

9.2 Certificates.

The shareholder is entitled at his option to a share certificate that complies with the Act or a non-transferable written acknowledgement of his right to obtain a share certificate from the Corporation in respect of the securities of the Corporation held by him. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as described by the Act and as the board shall from time to time approve. A share certificate shall be signed by at least one director or officer of the Corporation or by or on behalf of a registrar, transfer agent or branch transfer agent of the Corporation, or by a trustee who certifies it in accordance with a trust indenture and any signatures required on the share certificate may be printed or otherwise mechanically reproduced on it.

9.3 Direct Registration System

For greater certainty, but subject to section 9.2, a registered shareholder may have his holdings of shares of the Corporation evidenced by an electronic, book-based, direct registration system or other non-certificated entry or position on the register of shareholders to be kept by the Corporation in place of a physical share certificate pursuant to such a registration system that may be adopted by the Corporation, in conjunction with its transfer agent. This bylaw shall be read such that a registered holder of shares of the Corporation pursuant to any such electronic, book-based, direct registration service or other non-certificated entry or position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of shares evidenced by a physical share certificate. The Corporation and its transfer agent may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a share registration system by electronic, book-based, direct registration system or other non-certificated means.

9.4 Replacement of Share Certificates.

The board or any officer or agent designated by the board may in its or his discretion direct the issuance of a new share certificate or other such certificate in lieu of and upon cancellation of a certificate that has been mutilated or in substitution for a certificate claimed to have been lost, destroyed or wrongfully taken on payment of such reasonable fee and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

DIVISION TEN
TRANSFER OF SECURITIES

10.1 Transfer Agents and Registrar.

The board may from time to time by resolution appoint or remove one or more trust companies registered under the *Trust Companies Act* (Alberta) as its agent or agents to maintain a central securities register or registers, and an agent or agents to maintain a branch securities register or registers. Agents so appointed may be designated as transfer agent or registrar according to their functions, and a person may be appointed and designated with functions as both registrar and transfer or branch transfer agent. Registration of the issuance or transfer of a security in the central securities register or in a branch securities register is complete and valid registration for all purposes.

10.2 Deceased Shareholders.

In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make any dividend or other payments in respect thereof except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

DIVISION ELEVEN
DIVIDENDS AND RIGHTS

11.1 Dividends.

Subject to the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation. Dividends may be paid in cash or property or by issuing fully-paid shares of the Corporation.

11.2 Dividend Cheques.

A dividend payable in cash shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared and shall be mailed by prepaid ordinary mail to such registered holder at his address recorded in the Corporation's securities register or registers or such address as such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

11.3 Non-Receipt of Cheques.

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

11.4 Unclaimed Dividends.

No dividend shall bear interest against the Corporation. Any dividend unclaimed after a period of six (6) years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

DIVISION TWELVE
NOTICES

12.1 Notice to Joint Shareholders.

If two or more persons are registered as joint holders of any share, any notice may be addressed to all of such joint holders but notice addressed to one of such persons shall be sufficient notice to all of them.

12.2 Persons Entitled by Death or Operation of Law.

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholders from whom such person derives his title to such share prior to such person's name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which the person became so entitled) and prior to such person furnishing to the Corporation the proof of authority or evidence of such person's entitlement prescribed by the Act.

12.3 Omissions and Errors.

Subject to the Act, the accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.4 Signature on Notices.

Unless otherwise specifically provided, the signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

12.5 Waiver of Notice.

If a notice or document is required by the Act or the Regulations, the articles, the bylaws or otherwise to be sent, the sending of the notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to receive it. The consent of a person entitled to waive the requirement for the sending of a notice or document or to waive

or abridge the time for the notice or the document may be sent by electronic means in accordance with the provisions of the *Electronic Transactions Act* (Alberta).

DIVISION THIRTEEN
MISCELLANEOUS

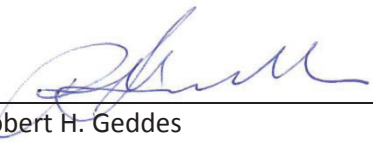
13.1 Financial Assistance to Shareholders. Employees and Others.

The Corporation may give financial assistance by means of a loan, guarantee or otherwise to any person for any purpose in accordance with the provisions of the Act and the Regulations including, without limitation, the disclosure requirements specified therein.

13.2 Severability.

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

MADE by the Board the 1st day of March, 2018.



Robert H. Geddes
President & Chief Operating Officer



Suzanne Davies
Corporate Secretary

CONFIRMED by the Shareholders in accordance with the Act, the 4th day of May, 2018.

Suzanne Davies
Corporate Secretary