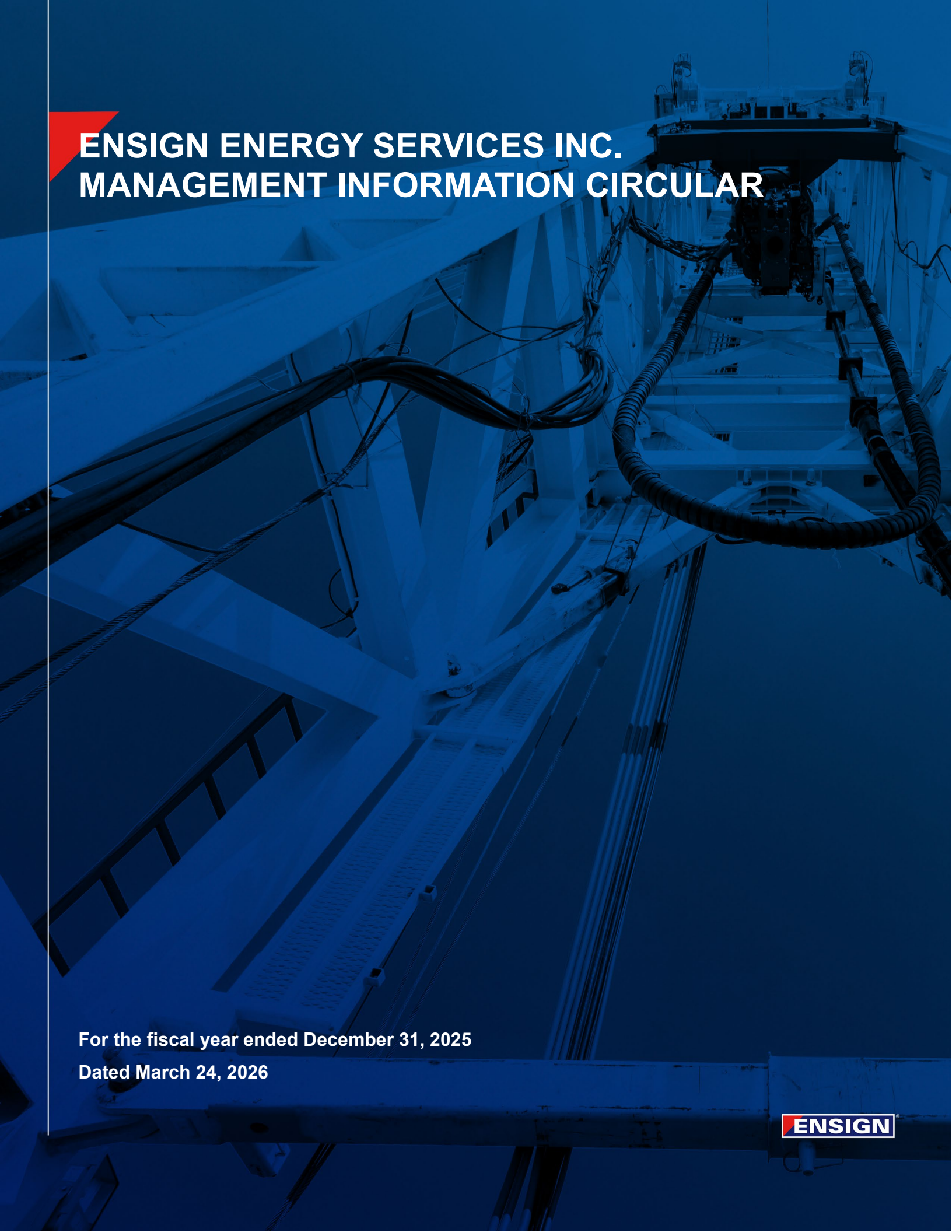
# ENSIGN ENERGY SERVICES INC.
# MANAGEMENT INFORMATION CIRCULAR



**For the fiscal year ended December 31, 2025**

**Dated March 24, 2026**

# NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ENSIGN ENERGY SERVICES INC.

| | |
|---|---|
| **Date, Time and Location:** | The annual general meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Ensign Energy Services Inc. (the "**Company**") will be held on Wednesday, May 6, 2026, at 3:00 p.m. (Calgary time) at the Calgary Petroleum Club, 319 - 5th Avenue S.W., Calgary, Alberta. |
| **Items of Business:** | The Meeting is being held for the following purposes:<br>1. To receive the consolidated financial statements of the Company for the fiscal year ending December 31, 2025, together with the auditor's report thereon;<br>2. To elect Directors to hold office until the close of the next annual meeting;<br>3. To appoint auditors of the Company for the ensuing fiscal year to hold office until the close of the next annual meeting;<br>4. To approve, on a non-binding advisory basis, the Company's approach to executive compensation, as described in the accompanying Information Circular (the "**Circular**"); and<br>5. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.<br>The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.<br>Shareholders who cannot attend the Meeting are urged to complete, sign and date the enclosed form of proxy (the **"Instrument of Proxy"**). The Instrument of Proxy has been mailed to all Shareholders of record and a voting instruction form has been delivered to non-objecting beneficial owners of common shares. Proxies are to be submitted to the Company as set out therein. The deadline for receipt of proxies is 3:00 p.m. (Calgary time) on Monday, May 4, 2026. |
| **Who Can Vote:** | Only Shareholders of record as of the close of business on March 17, 2026 (the "**Record Date**") are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those common shares of the Company (the "**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 their Common Shares after the Record Date and the transferee of those Common Shares establishes that they own the Common Shares and demand, 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. |
| **How to Vote:** | Beneficial Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting. Shareholders that usually vote by proxy ahead of the Meeting will be able to do so in the normal way as described below.<br>Shareholders who wish to appoint a person other than the management designees identified on the enclosed Instrument of Proxy or voting instruction form to represent him, her or it at the Meeting may do so by inserting such other person's name in the blank space provided in the Instrument of Proxy or voting instruction form and following the instructions for submitting such Instrument of Proxy or voting instruction form. |

**DATED** at the City of Calgary, in the Province of Alberta, this 24th day of March, 2026.

**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 Company has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* ("**Notice-and-Access**") for distribution of the meeting materials to Beneficial Shareholders (as defined herein). Notice-and-Access allows the Company 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 Beneficial Shareholders. Beneficial Shareholders will still receive a Notice of Meeting and an Instrument 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. Registered Shareholders (i.e. a Shareholder whose name appears on the records of the Company) will receive a paper copy of the Notice of Meeting, this Circular and an Instrument of Proxy.

The Company will not be sending proxy-related materials directly to non-objecting Beneficial Shareholders. The Company intends to pay for intermediaries to deliver proxy-related materials to objecting Beneficial Shareholders.

The meeting materials will be available on the Company's website at www.ensignenergy.com as of March 27, 2026. The meeting materials will also be available under the Company's profile on SEDAR+ at www.sedarplus.ca as of March 27, 2026. 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 Company'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 Company at 400 – 5th Ave. S.W., Suite 1000, Calgary, Alberta, T2P 0L6, Fax: (403) 262-8215, Toll Free: 1 (877) 262-1361 or by email at ir@ensignenergy.com. A Shareholder may also use this toll-free number to obtain additional information regarding the Notice-and-Access process.

Requests for paper copies should be made as soon as possible, but must be received no later than April 4, 2026 in order to allow sufficient time for Shareholders to receive and review the meeting materials and return the Instrument of Proxy or voting instruction form prior to the proxy deadline. Shareholders who are unable to participate in the Meeting are requested to complete, date and sign the enclosed Instrument of Proxy (or voting instruction form, as applicable) and return it, in the envelope provided, to Computershare Trust Company of Canada, 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, or otherwise instructed therein, so that it is received no later than 3:00 p.m. (Calgary time) on Monday, May 4, 2026.

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## FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, May 6, 2026

This Management Information Circular (the "**Circular**") is dated March 17, 2026.

The information contained in this Circular is furnished in connection with the solicitation of proxies by the management of Ensign Energy Services Inc. (the "**Company**") for use at the 2026 annual general meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares of the Company (the "**Common Shares**") to be held at the Calgary Petroleum Club, 319 - 5th Avenue S.W., Calgary, Alberta, on Wednesday, the 6th day of May, 2026, at 3:00 p.m. (Calgary time), and at any adjournments thereof, for the purposes set out in the accompanying Notice of the Annual General Meeting (the "**Notice**"). It is expected that the solicitation of proxies will be primarily online, by telephone or by mail. The cost of any such solicitation will be borne by the Company.

# 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 17, 2026 (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 only 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 and/or officers of the Company. **A Shareholder who chooses to vote by submitting an Instrument of Proxy has the right to appoint a person or company, who need not be a Shareholder of the Company, to represent such Shareholder at the Meeting other than the persons designated in the Instrument of Proxy furnished with this Circular. Such right may be exercised by inserting in the blank space provided in the Instrument of Proxy the name of the person or company 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 Company, care of Computershare Trust Company of Canada, 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, not later than 3:00 p.m. (Calgary time) on Monday, May 4, 2026.**

## 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 Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

If Common 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 Company. 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 Company 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 Instrument 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 or otherwise transmits a scannable voting instruction form ("**VIF**") in lieu of the Instrument of Proxy. The Beneficial Shareholder is requested to complete and return the VIF to Broadridge by mail, email or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number provided by Broadridge 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 VIF cannot use that VIF to vote Common Shares directly at the Meeting because the VIF 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 Circular, management of the Company 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 the Meeting, such person may revoke the proxy by voting at the Meeting. 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 company, under its corporate seal by an officer or attorney thereof duly authorized. The revocation of proxy must be deposited with the Corporate Secretary of the Company, care of Computershare Trust Company of Canada, 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6, or at the corporate office of the Company 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 DISCLOSED OR ACTED UPON

To the knowledge of management of the Company, the only matters to be placed before the Meeting are those matters set forth in the Notice.

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

### Number of Directors

The affairs of the Company are managed by a Board of Directors who are elected annually for a one 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 Company. The Articles of the Company provide that the Board of Directors shall consist of not less than three nor more than 15 persons. On January 1, 2025, the Board of Directors was composed of 10 persons; however, on May 9, 2025, James Howe and Cary Moomjian retired as directors immediately prior to the 2025 Annual General Meeting of the Shareholders of the Company. As a result, the Board of Directors is currently composed of 8 persons.

### Director Retirement Policy

Directors who have attained their 78th birthday may not, unless all of the remaining Board members agree to a specific exception, stand for election as a Director of the Company (the "**Director Retirement Policy**").

### Election of Directors

The Board of Directors presently consists of 8 Directors, composed of the follow:

| | | |
|---|---|---|
| Donna Carson | Gary W. Casswell | N. Murray Edwards (Chair) |
| Robert H. Geddes | Darlene J. Haslam | Len O. Kangas |
| Karl A. Ruud | 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 Company, 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 Instrument of Proxy or VIF,

Shareholders may vote for each Director individually. In addition, the Company 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**.

## Board Chairperson

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 and Mr. Edwards' re-appointment as Chairman are subject to his or her election or re-election as a Director by the Shareholders at the Meeting.

## Director Information Tables

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 Company, 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 17, 2026 and the attendance records for both Board and Committee meetings held in 2025. The age of each Director is reported as of the date scheduled for the Meeting (May 6, 2026). All nominees are currently Directors of the Company. Certain of this information, not being within the knowledge of the Company, has been furnished by the respective nominees. The number of options indicated in the tables below for Mr. Edwards and Mr. Geddes include the options granted on March 12, 2026.



**N. Murray Edwards (Chairman)**

Age: 66

St. Moritz, Switzerland

Director since: October 1989

*Non-independent – management (Chairman of the Company)*

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] | 2025 Attendance: | Public Board Memberships: | |
|---|---|---|---|
| Member of the Board<br><br>As Chairman of the Company and therefore not an independent director, Mr. Edwards may attend all meetings of Board Committees but as a non-voting participant only. | 5/5 (100%) | *Canadian Natural Resources Limited*<br><br>*Magellan Aerospace Corporation* | 1988 to present<br><br>1995 to present |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 118,733,918 | 97.73 |
| Votes Withheld | 2,757,213 | 2.27 |

| Total Compensation Earned in 2025: [2] | Common Shares/ DSUs Held (directly and indirectly) as at March 17, 2026: | | | |
|---|---|---|---|---|
| Value | Common Shares / DSUs | Total Holdings (Common Shares and DSUs) | Total Convertible Debentures | Meets Minimum Shareholding Requirement [3] |
| $1,633,209 | 43,060,656 / N/A | 43,060,656 | 18,650,000 | Yes |

| Options Held as at March 17, 2026: | | | |
|---|---|---|---|
| Number | Average Weighted Exercise Price | Exercisable in-the-Money Option Value | Un-Exercisable in-the-Money Option Value |
| 810,000 | $2.96 | $215,880 | $351,420 |



**Donna Carson**
CIRP, LIT, CPA, CGA

Age: 60

Calgary, Alberta, Canada

Director since: December 2023

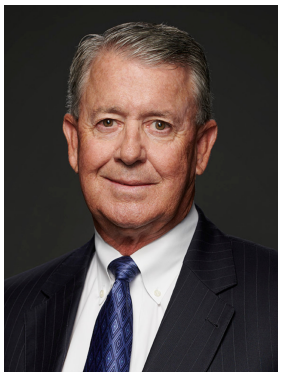
*Independent*

Ms. Carson practiced as a Senior Vice-President with MNP Ltd. for 34 years. She is a Chartered Professional Accountant, receiving her designation as a CGA in 1992. As a Senior Vice-President, CIRP, and LIT, Ms. Carson directed operations, strategic planning, financial management, human resource and compensation matters. She has 40 years of business experience, including years with various oilfield service companies. She currently sits as Vice-Chair of the Board for Money Mentors, as Chair of board recruitment and education, and is involved with governance, audit and risk committees. She is actively involved with Board succession planning, CEO recruitment and compensation matters.

| Board/Committee Membership: (1) | 2025 Attendance: | Public Board Memberships: |
|---|---|---|
| Member of the Board | 5/5 (100%) | None |
| Member of the Audit Committee | 4/4 (100%) | |
| Member of the Corporate Governance, Nominations & Risk Committee | 2/2 (100%) | |
| Member of the Compensation Committee | 3/3 (100%) | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 121,381,089 | 99.91 |
| Votes Withheld | 110,042 | 0.09 |

| Total Compensation Earned in 2025: (4) | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | |
|---|---|---|---|
| **Value** | **Common Shares / DSUs** | **Total Holdings (Common Shares and DSUs)** | **Meets Minimum Shareholding Requirement (5) (6)** |
| $167,500 | 17,443 / 84,436 | 101,879 | N/A |



**Gary W. Casswell**

Age: 73

Montgomery, Texas, USA

Director since: December 2017

*Independent*

Mr. Casswell is a retired businessman with over 40 years of experience 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 (now called Valaris Limited) 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 of directors for Northern Ocean Ltd, and previously as Chairman of the Board for Northern Drilling Ltd., previously listed on the Oslo Bors stock exchange. Mr. Casswell has served with the International Association of Drilling Contractors (IADC) and received an IADC Exemplary Service Award in 2007. 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] | 2025 Attendance: | Public Board Memberships: | |
|---|---|---|---|
| Member of the Board | 5/5 (100%) | *Northern Drilling Ltd.* | 2017 to 2024 |
| Member of the Corporate Governance, Nominations & Risk Committee | 4/4 (100%) | *Northern Ocean Ltd.* | 2020 to present |
| Chair of the Health, Safety & Environment Committee | 4/4 (100%) | | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 118,264,329 | 97.34 |
| Votes Withheld | 3,226,802 | 2.66 |

| Total Compensation Earned in 2025: [4] | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | |
|---|---|---|---|
| **Value** | **Common Shares / DSUs** | **Total Holdings (Common Shares and DSUs)** | **Meets Minimum Shareholding Requirement [5]** |
| $176,000 | 80,207 / 262,475 | 342,682 | Yes |



**Robert H. Geddes**
P. Eng

Age: 69

Calgary, Alberta, Canada

Director since: March 2007

*Non-independent – management (President & Chief Operating Officer of the Company)*

Mr. Geddes has been with the Ensign group of companies since 1991 and is currently the President & Chief Operating Officer of the Company, a position he has held since January 1, 2007. He acted as Contracts Manager from 1991 to 1999, 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 Energy Contractors (CAOEC), is a past Chair of the International Association of Drilling Contractors (IADC) and 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] | 2025 Attendance: | Public Board Memberships: | | |
|---|---|---|---|---|
| Member of the Board<br>As President & COO of the Company and therefore not an independent director, Mr. Geddes may attend all meetings of Board Committees but as a non-voting participant only. | 5/5 (100%) | None | | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 120,474,738 | 99.16 |
| Votes Withheld | 1,016,393 | 0.84 |

| Total Compensation Earned in 2025: [2] | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | | |
|---|---|---|---|---|
| Value | Common Shares / DSUs | Total Holdings (Common Shares and DSUs) | Total Convertible Debentures | Meets Minimum Shareholding Requirement [3] |
| $3,385,383 | 1,995,692 / N/A | 1,995,692 | 262,500 | Yes |

| Options Held as at March 17, 2026: | | | |
|---|---|---|---|
| Number | Average Weighted Exercise Price | Exercisable in-the-Money Option Value | Un-Exercisable in-the-Money Option Value |
| 810,000 | $2.96 | $215,880 | $351,420 |



**Darlene J. Haslam**
CPA, CA, ICD.D

Age: 60
Calgary, Alberta, Canada

Director since: March 2022

*Independent*

Ms. Haslam operated a private accounting practice providing accounting consulting services to small and medium-sized businesses and brings over 32 years of experience. She is a Chartered Accountant and Certified Public Accountant, and holds the ICD.D designation from the Institute of Corporate Directors. From 2019 until January 2022, Ms. Haslam was a member of the Board of Directors and Chair of the Audit Committee of a private biotechnology company specializing in messenger RNA (mRNA) vaccine therapies. She was the past Chair of the Board of Directors of the Alberta Children's Hospital Foundation, where she has served as a director since 2013. Ms. Haslam has a Bachelor of Commerce from the University of Calgary.

| Board/Committee Membership: (1) | 2025 Attendance: | Public Board Memberships: |
|---|---|---|
| Member of the Board | 5/5 (100%) | None |
| Chair of the Audit Committee | 4/4 (100%) | |
| Member of the Health, Safety & Environment Committee | 4/4 (100%) | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 121,381,889 | 99.91 |
| Votes Withheld | 109,242 | 0.09 |

| Total Compensation Earned in 2025: (4) | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | | |
|---|---|---|---|---|
| Value | Common Shares / DSUs | Total Holdings (Common Shares and DSUs) | Total Convertible Debentures | Meets Minimum Shareholding Requirement (5) (6) |
| $185,500 | 15,000 / 142,706 | 157,706 | 25,000 | N/A |



**Len O. Kangas**

Age: 77

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] | 2025 Attendance: | Public Board Memberships: |
|---|---|---|
| Member of the Board | 5/5 (100%) | None |
| Chair of the Corporate Governance, Nominations & Risk Committee | 4/4 (100%) | |
| Member of the Health, Safety & Environment Committee | 4/4 (100%) | |
| Lead Director | | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 118,125,633 | 97.23 |
| Votes Withheld | 3,365,498 | 2.77 |

| Total Compensation Earned in 2025: [4] | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | |
|---|---|---|---|
| Value | Common Shares / DSUs | Total Holdings (Common Shares and DSUs) | Meets Minimum Shareholding Requirement [5] |
| $180,000 | 79,232 / 294,212 | 373,444 | Yes |



**Karl A. Ruud**

Age: 72

Calgary, Alberta, Canada

Director since: November 2023

*Independent*

Mr. Ruud previously held the position of President and Chief Executive Officer and was a Director of Akita Drilling Ltd., a North American land drilling contractor, for over 10 years until his retirement in 2021. He has also served as a director and for two tenures as Chairman of the Canadian Association of Energy Contractors ("CAOEC") for a combined 20 years of service. Mr. Ruud has a Bachelor of Commerce from the University of Alberta.

| Board/Committee Membership: [1] | 2025 Attendance: | Public Board Memberships: |
|---|---|---|
| Member of the Board | 5/5 (100%) | None |
| Member of the Corporate Governance, Nominations & Risk Committee | 4/4 (100%) | |
| Member of the Health, Safety & Environment Committee | 2/2 (100%) | |
| Member of Compensation Committee | 3/3 (100%) | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 120,817,857 | 99.45 |
| Votes Withheld | 673,274 | 0.55 |

| Total Compensation Earned in 2025: [4] | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | |
|---|---|---|---|
| **Value** | **Common Shares / DSUs** | **Total Holdings (Common Shares and DSUs)** | **Meets Minimum Shareholding Requirement [5] [6]** |
| $165,500 | N/A / 88,589 | 88,589 | N/A |



**Barth E. Whitham**

Age: 69

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 Kerr McGee / 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 Engineering and an M.Sc. in Economics, both from the Colorado School of Mines, and is a Registered Professional Engineer. Mr. Whitham serves as Chairman for Intrepid Potash, Inc. (IPI:NYSE), where he also serves on the compensation committee and the audit committee. Mr. Whitham also serves as a director for Jonah Energy LLC, a private natural gas producer with operations primarily in Wyoming. He is a director and past chair of Children's Hospital Colorado and its Health System. He is a director for the US Bank Group Frontier.

| Board/Committee Membership: (1) | 2025 Attendance: | Public Board Memberships: | |
|---|---|---|---|
| Member of the Board | 5/5 (100%) | *Intrepid Potash, Inc.* | 2008 – present |
| Member of the Audit Committee | 4/4 (100%) | | |
| Member of the Compensation Committee | 5/5 (100%) | | |

| Voting Results of 2025 AGM: | Number of Votes: | % of Votes: |
|---|---|---|
| Votes For | 121,303,365 | 99.85 |
| Votes Withheld | 187,766 | 0.15 |

| Total Compensation Earned in 2025: (4) | Common Shares / DSUs Held (directly and indirectly) as at March 17, 2026: | | | |
|---|---|---|---|---|
| **Value** | **Common Shares / DSUs** | **Total Holdings (Common Shares and DSUs)** | **Total Convertible Debentures** | **Meets Minimum Shareholding Requirement (5)** |
| $173,500 | 3,115,832 / 26,891 | 3,182,723 | 1,500,000 | Yes |

(1) As at December 31, 2025 and the date hereof.
(2) For further details on the compensation earned by the Chairman and the President & Chief Operating Officer of the Company, please see the section of this 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 Company, please see the section of this Circular entitled "Compensation Discussion and Analysis – Executive Share Ownership Policy".
(4) For further details on the compensation earned by Directors, please see the section of this 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 Circular entitled "Director Equity Ownership Requirement".
(6) Ms. Haslam has until March 2027 to meet the Company's share ownership requirement. Ms. Carson and Mr. Ruud have until March 2028 to meet the Company's 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*

In 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 percent 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 Company 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 tendered resignation of the director;
- A copy of the news release with the board's decision will be provided to the Toronto Stock Exchange (the "**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 Committees:***

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

The Board of Directors is currently comprised of 8 members, eight of whom are standing for re-election at the Meeting. Membership of the Board Committees (comprised exclusively of independent directors) is currently as follows:

| Independent Director | Year Appointed | Committees | | | |
|---|---|---|---|---|---|
| | | Audit | Compensation | Governance, Nominations & Risk | Health, Safety & Environment |
| **Donna Carson** | 2023 | X | X | | |
| **Casswell, Gary W.** | 2017 | | | X | Chair |
| **Haslam, Darlene J.** | 2022 | Chair | | | X |
| **Kangas, Len O.** | 1990 | | | Chair | X |
| **Karl Ruud** | 2023 | | X | X | |
| **Whitham, Barth E.** | 2007 | X | Chair | | |

### *Meetings of the Board of Directors and its Committees During 2025*

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 Circular entitled "Statement of Corporate Governance Practices".

***The overall average attendance for all meetings of the Board of Directors and its committees held in 2025 was 100 percent (2024 = 100 percent).***

### *Director Tenure*

Other than in connection with the Director Retirement Policy, the Company 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 Company'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 experiences, 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 1 year and up to 36 years as a Director of the Company, as categorized below:

| Tenure | # of Directors | Director |
|---|---|---|
| **1 – 5 years** | 3 | Donna Carson<br>Darlene J. Haslam<br>Karl A. Ruud |
| **6 – 10 years** | 1 | Gary W. Casswell |
| **11 – 15 years** | N/A | N/A |
| **16 – 20 years** | 2 | Geddes, Robert H.<br>Whitham, Barth E. |
| **21+ years** | 2 | Edwards, N. Murray<br>Kangas, Len O. |

The average age of the Company's Directors standing for re-election as of the date of the upcoming Meeting will be 68 years and the average tenure as a Director of the Company is 16 years.

### *No Common Outside Boards*

As of the date of this Circular, no two or more of the Company'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 Company has implemented a requirement that such Directors acquire and hold Common Shares and/or DSUs with a minimum aggregate value equal to three times the then-current base annual cash and equity retainer, within five years of their initial appointment as a Director.

The minimum equity ownership requirement for 2025, based on a multiple of three times the base annual cash and equity retainer as at December 31, 2025, was Common Shares and/or DSUs having a value of $420,000, consistent with that of 2024.

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.

***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 the purposes of the minimum equity ownership requirement applicable to the Company'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.***

Throughout 2025 and as at March 17, 2026, each independent Director being nominated for election at the Meeting that is 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:

| Name | 2025 Requirement: Value of $420,000 | | |
|---|---|---|---|
| | Holdings as at December 31, 2025 (DSUs + Common Shares) | Holdings as at March 17, 2026 (DSUs + Common Shares) | Meets Requirement (1) (2) |
| Carson, Donna | 258,773 | 366,764 | N/A |
| Casswell, Gary W. | 870,412 | 1,233,655 | Yes |
| Haslam, Darlene J. | 400,573 | 567,742 | N/A |
| Kangas, Len O. | 948,548 | 1,344,398 | Yes |
| Ruud, Karl A. | 225,016 | 318,920 | N/A |
| Whitham, Barth E. | 7,982,516 | 11,313,803 | Yes |
| **TOTAL:** | **10,685,838** | **15,145,282** | |

(1) Based on the acquisition cost of holdings that exceed both current market value (based on a closing price for the Company's Common Shares on March 17, 2026 of $3.60), and the equity ownership requirement.

(2) All Directors except for Ms. Carson, Ms. Haslam and Mr. Ruud, who were appointed to the Board of Directors on December 7, 2023, March 17, 2022, and November 1, 2023, respectively, have been on the Board of Directors for 5 or more years and are therefore subject to the requirement.

(3) Refer to these Director Information Tables section for Mr. Edwards and Mr. Geddes equity ownership details.

As at March 17, 2026, the non-management Directors being nominated for election at this Meeting hold an aggregate of 3,347,714 Common Shares and 899,309 DSUs. The Common Shares of such non-management Directors represent 1.8 percent of the issued and outstanding Common Shares as at that date. Management Directors have separate share ownership requirements.

Collectively, non-management and management Directors being nominated for election hold a total of 48,404,062 Common Shares representing 26.2 percent of the issued and outstanding Common Shares. Mr. Edwards beneficially owns and controls 43,060,656 Common Shares, representing 23.3 percent of the issued and outstanding Common Shares as of March 17, 2026.

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 the Company's success, in view of Common Share value and the current level of compensation being provided to non-management Directors.

In addition to equity ownership, the following Directors (including the non-independent Directors) hold Convertible Debentures, issued December 31, 2024 and maturing on January 31, 2029, in the following principal amounts:

| Director | Principal Amount of Convertible Debentures |
|---|---|
| **Edwards, N. Murray** | $18,650,000 |
| **Haslam, Darlene J.** | 25,000 |
| **Geddes, Robert H.** | 262,500 |
| **Whitham, Barth E.** | 1,500,000 |
| **Total** | $20,437,500 |

These Convertible Debentures, of which $25,000,000 are outstanding, bear interest at 7.50% per annum, payable semi-annually in arrears, on April 1 and October 1 of each year, and are convertible at the option of the holder into Common Shares at any time prior to the close of business on the maturity date upon at least 14 days prior notice, at a conversion price of $3.50 per Common Share, subject to customary anti-dilution adjustments. These Convertible Debentures are described in further detail in the Company's financial statements for the year ended December 31, 2024, available on SEDAR+ at www.sedarplus.ca.

### *Additional Disclosures Regarding Director Nominees*

To the knowledge of the Company, in the last 10 years, none of the above-named Director nominees is or has been: (i) a director, chief executive officer or chief financial officer of any company (including the Company) 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 relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or (ii) a director or executive officer of any company (including the 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 Company, in the last 10 years, none of the above-named Director nominees nor any officer of the Company, or a Shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, 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.

To the best of the Company's knowledge, no proposed Director has, as at date hereof, been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

## Appointment of Auditors

The Shareholders will be asked to consider an ordinary resolution to appoint the firm of PricewaterhouseCoopers LLP as auditors of the Company, 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 Company's fiscal year ended December 31, 2025 were $951,000 (2024 – $930,000). For more information relating to auditors' fees and the disclosure required by Section 5.1 of National Instrument 52-110 – *Audit Committees*, reference is made to the Company's Annual Information Form for the year ended December 31, 2025 dated March 17, 2026, under the heading "Audit Committee Disclosures", which is available on SEDAR+ at www.sedarplus.ca or can be obtained free of charge by any Shareholder from the Corporate Secretary of the Company 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 Company's approach to executive compensation at each annual meeting of Shareholders. At the Meeting, Shareholders will be asked to cast an advisory vote on the Company's approach to executive compensation. The Company's approach to compensation paid to its NEOs (as defined below) is described in detail under the heading "Compensation Discussion and Analysis".

***The Board believes that this advisory vote will continue to assist the Company 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 the Company'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 the Company'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. ("the Company") or its committees, that the Shareholders of the Company accept the approach to executive compensation disclosed in the Company's Management Information Circular dated March 17, 2026 and delivered in advance of the 2026 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 Company'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 the Company.

At our annual meeting held in 2025, 99.00 percent of the shares voted were in favour of our approach to executive compensation (2024 = 98.81 percent; 2023 = 98.43 percent).

## Interest of Certain Persons or Companies in Matters to be Acted Upon

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, of any person or company who has been: (a) a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) any proposed nominee for election as a director of the Company; or (c) any associate or affiliate of any of the foregoing persons.

## SECTION 3 – COMPENSATION DISCUSSION AND ANALYSIS

***The Company 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 the Company's Compensation Discussion & Analysis ("**CD&A**") with respect to the compensation paid to our Named Executive Officers ("**NEOs**") in respect of 2025. This section will help you understand our compensation philosophy, practices and approach to executive compensation, both in 2025 and for the current year.

Since 2016, the Board of Directors has annually offered Shareholders an advisory vote on executive compensation. Although we are continually reviewing and refining our compensation program design, we specifically consider the outcome of such advisory votes in determining whether and when further improvements could be made to certain elements of our compensation program design and disclosure. The results of each prior advisory vote have been carefully considered, as will the results from our 2026 Meeting.

The most recent and significant improvements made to our medium and long-term compensation programs were implemented in 2017. At that time: we implemented a "Performance Share Unit Plan" (the "**PSU Plan**"); we re-aligned the weighting of medium and long term compensation such that more emphasis is now placed on performance share units (**"PSUs"**) than on stock options; we amended our stock option plan to include a "double trigger" applicable to NEOs; we re-aligned the weightings assigned to metrics used to calculate our short term incentives for NEOs; and we implemented separate caps on the annual aggregate payments calculated pursuant to our Annual Bonus Plan (**"ABP"**) and our PSU Plan as described below. These improvements to medium and long-term executive compensation were adopted to increase the emphasis on performance-based vesting, to reinforce the link between pay and performance for our key executives, and to avoid aberrational results. We are pleased that Shareholders responded positively to those improvements and as a result, the changes have remained in place since implementation in 2017, other than the separate caps on the annual aggregate payments calculated pursuant to our ABP and our PSU plan has been combined for an overall cap of five percent effective in the 2024 plan year. This was modified in 2024 to be competitive with peers.

***Since 2016, the Compensation Committee has placed a fixed cap on the total amount of any payout under the ABP at three percent of Adjusted EBITDA. A fixed cap on the total amount of any payout under the PSU Plan has been set at two percent of Adjusted EBITDA of the final year of each award. In 2024, these caps have been combined into one cap of five percent for the total payout of both the ABP and PSU Plan.***

We have also continued our focus on improving the disclosure related to our compensation programs. We believe our comprehensive disclosure demonstrates a transparent link between pay and corporate performance, which is significantly based upon performance relative to designated peer companies.

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 make adjustments as appropriate to ensure that our compensation program continues to be competitive, is aligned with the interests of Shareholders, meets our objectives of attraction and retention of our top talent and avoids aberrational payouts.

Although we do not currently intend to implement or adopt changes to the design of our compensation programs in 2026, we continue to monitor the global industry, economic and geopolitical landscapes and their impact upon our company and the industry in which it operates. We will be responsive to, and address any, emerging trends in compensation.

We believe that the compensation programs we refined, changed and implemented in prior years are generally achieving our objectives of appropriate pay outcomes, retention, attraction, market competitiveness and an alignment with the Company's performance. 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.

We will continue to periodically assess ongoing developments that impact our industry and our Company. As a Committee, we will continue to monitor trends in executive compensation and review our compensation programs to ensure they remain competitive, avoid aberrational results and are aligned with the best interests of the Shareholders.

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

***Barth E. Whitham*** ***Donna Carson***
***Karl A. Ruud***

## Compensation Discussion & Analysis

This Compensation Discussion and Analysis ("**CD&A**") describes the compensation programs and practices applicable to the following executive officers of the Company who are classified as "Named Executive Officers" pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (each a "**NEO**" and collectively, the "**NEOs**") for 2025:

| | |
|---|---|
| **Geddes, Robert H.** | President & Chief Operating Officer |
| **Gray, Michael R.** | Chief Financial Officer |
| **Conway, Brent J.** | Executive Vice President, International Operations |
| **Shepherd, Nial** | Senior Vice President, United States Operations |
| **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 Circular entitled "Statement of Corporate Governance Practices", the Company does not have a named Chief Executive Officer ("**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 Barth E. Whitham (Chairman), Karl A. Ruud and Donna Carson. Mr. Whitham served on the Committee during the entire year ended December 31, 2025 while Ms. Carson and Mr. Ruud joined the Committee on May 9, 2025.

***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. One member of the Compensation Committee also sits on our Corporate Governance, Nominations & Risk Committee. This balance assists in bringing important financial, risk management and risk assessment perspectives to our compensation programs, philosophy and practices.

| Committee Member | Relevant Skills and Experience |
|---|---|
| **Whitham, Barth E. (Committee Chairman)** | Mr. Whitham was appointed to the Compensation Committee in May 2023. He has served for several years as the Chair of the Compensation Committee for a privately held company focused on the acquisition and exploitation of upstream energy assets. Mr. Whitham has management and director experience with operations and management of public companies and business experience in the energy and extractive industries. His experience with companies in the energy and extractive industries in general, and his previous service as Chair of a Compensation Committee in the energy sector in particular, provide the Committee with a unique perspective. |
| **Karl A. Ruud** | Mr. Ruud was appointed to the Compensation Committee in May 2025. Mr. Ruud, as President and Chief Executive Officer of Akita Drilling Ltd., a North American land drilling contractor, was extensively involved in compensation matters. Specifically, Mr. Ruud approved all company compensation matters, as well as establishing and implementing the bonus plan for employees, over his 10 year term at Akita. Finally, he was sitting member of the pension committee at Akita which was responsible for managing the pension funds for employees. |
| **Donna Carson** | Ms. Carson was appointed to the Compensation Committee in May 2025. Ms. Carson received her designation as a CGA accountant in 1992 and brings over 31 years of experience, including service with various oilfield service companies. Ms. Carson, CIRP, LIT, CPA, CGA, retired from her position as a Senior Vice-President at MNP Ltd. in 2025. Currently, she sits on the Board of Directors for Money Mentors. Ms. Carson received a Business Administration diploma from Red Deer College, Chartered Insolvency & Restructuring Professional designation and is a Licensed Insolvency Trustee. She is actively involved with Board succession planning, CEO recruitment and compensation matters. |

***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. Reviewing and recommending to the Board compensation payable, including appropriate performance incentives, to the President of the Company, the NEOs and such other employees of the Company or any subsidiary of the Company as the Committee or the Board may determine; and

ii. Overseeing the development, implementation and administration of the Company's compensation, incentive and benefit plans.

In performing its responsibilities, the Compensation Committee considers recommendations from management, emerging trends and best practices.

## Compensation Philosophy, Principles and Objectives

Compensation levels and programs for NEOs are designed and implemented to align with the Company's annual and long-term growth objectives, and the enhancement of shareholder value, and are 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 company, business unit, safety and personal performance;
iii. Provide incentives linked to financial performance and enhanced shareholder returns relative to peer companies, as well as operating results and non-financial metrics measured by the health, safety and environmental performance of the Company;
iv. Provide incentives which support appropriate risk-taking in pursuit of the short-term and long-term goals of the Company, reflective of our risk tolerance;
v. Include safeguards in the form of caps on the total amount of PSU and bonus payouts to the NEOs and other management and supervisory personnel to avoid unintended or aberrational results; and
vi. Consistent with the Company's vision of growth through collaborative learning, achieving the potential of our people and technology by fostering excellence in conformity with the Company's values of integrity, teamwork, growth and learning.

***The compensation programs at the Company are intended to reward strong performance. Managers, supervisors and other personnel, including NEOs, maximize their total compensation when annual operating and financial goals are achieved, when annual safety performance goals are achieved, and when strong relative total shareholder return and return on capital employed are achieved. The fixed cap of 5% of Adjusted EBITDA on the total amount of any payouts under the ABP and the PSU, as described elsewhere in this circular, are designed to avoid unintended or aberrational results that could be detrimental to the Company or its Shareholders.***

## Risk Considerations of Executive Compensation

The committees of the Board assist the Board in monitoring the most significant risks facing the Company, 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 Company's compensation programs and practices, including retention and attraction of key senior management personnel;
ii. Reviews from time to time the risk implications of the Company's compensation programs, including specifically compensation risks as they relate to the Company's strategic plans, other desired performance measures, overall corporate performance and risk management principles; and
iii. Considers the risk implications of the design of the Company's compensation policies especially respecting senior executives.

***The compensation offered by the Company 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 Company.***

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

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 Company's objectives. Moreover, the Compensation Committee reviews and considers the results of the Shareholder advisory votes on executive compensation and other input from investor and corporate governance constituencies when designing, reviewing and administering compensation programs.

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

| **Oversight Procedures and Risk Mitigation Features** |
|---|
| **"At Risk" Compensation:**<br><br>A significant portion of the Company's NEO compensation is "at risk", consisting of the annual cash bonus, annual Performance Share Unit grants and awards of stock options. PSUs are "at risk" and "medium-term", as they sequentially 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 year following the date of the grant.<br><br>The final value of the PSUs is partially dependent upon the price of the Company's Common Shares at the end of the applicable vesting period. It is thus linked to the achievement of medium and long-term shareholder 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 the Company and its Shareholders, is limited.<br><br>Furthermore, the Compensation Committee may apply discretion to adjust the cash bonus. This discretion would only be used sparingly following a comprehensive assessment of corporate performance and the accomplishments of each executive in order to achieve an equitable result. This discretionary power may only be exercised judiciously by the Compensation Committee. Such discretion has only been used once over the past five years, where the NEO base salary amounts used in the calculation of the 2021 annual bonus included a partial reinstatement of the April 1, 2020 wage rollbacks effective June 1, 2021, rather than reflecting actual earned base salary in the year, which remained at the rolled-back levels for NEOs for the entire year. Employees impacted by the 2020 wage rollbacks, other than NEOs, received a partial reinstatement of those rollbacks effective June 1, 2021. |
| *Since 2016, the Compensation Committee has had a fixed cap on the payout under the ABP (cash bonus) in each year at three percent of earnings before interest, taxes, depreciation and amortization, as adjusted by one-time or non-recurring items (referred to herein as **"Adjusted EBITDA"**). In 2024 this cap and the cap related to the PSU payouts were combined into one cap of 5% and remain in place for each annual period until otherwise determined by the Compensation Committee.* |

***Executive Equity Ownership Policy:***

The Company'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 Company's executives and those of its Shareholders.

***Anti-Hedging*:**

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

**Succession Planning:**

The Compensation Committee regularly reviews the Company's succession planning and implementation progress. Succession planning is also periodically considered in the in-camera discussions of the Board of Directors, as well as by the Corporate Governance, Nominations & Risk Committee in the context of its quarterly review of enterprise risks.

The Company 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 Company, 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 regular reports 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 Company. The President & COO makes succession recommendations for senior management positions to the Compensation Committee and the Board for their review, consideration and approval.

***Corporate Operating Structure:***

As described in further detail in the "Statement of Corporate Governance Practices", the Company 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 Company's history, limits the ability of any one individual to unduly influence the direction of the Company 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

The Company compares its executive compensation to the compensation provided to executives in comparable positions by a comparator group of Canadian oilfield service companies, primarily in 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 the Company for executive personnel and therefore provide a useful and relevant benchmark for the Compensation Committee in its evaluation of the Company's executive compensation programs.

For 2025, the Company looked to the following Canadian companies in benchmarking executive compensation:

| Canadian Pay Peer Name | Sector |
|---|---|
| **Calfrac Well Services Ltd.** | Oil and Gas Equipment & Services |
| **Mattr Corp.** | Oil and Gas Equipment & Services |
| **Total Energy Services Corp.** | Oil and Gas Drilling |
| **Secure Waste Management** | Oil and Gas Equipment & Services |
| **Precision Drilling Corporation** | Oil and Gas Drilling |
| **Trican Well Service Ltd.** | Oil and Gas Equipment & Services |

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

Because the Company 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 the Company's operations. From time to time, the Company 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:

| United States Pay Peer Name | Sector |
|---|---|
| **Valaris Limited** | Oil and Gas Drilling (offshore) |
| **Nabors Industries Ltd.** | Oil and Gas Drilling |
| **Patterson-UTI Drilling Company, LLC** | Oil and Gas Drilling |
| **Helmerich & Payne, Inc.** | Oil and Gas Drilling |

In addition to benchmarking against peer groups as described above, in 2025 the Company 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 Company does not anticipate making significant changes to its compensation benchmarking peer group for 2026; however, a normal course review takes place each year and adjustments are made as appropriate.

### Performance Peer Group – Performance Share Unit Plan

Since the adoption of a PSU program in 2017, we also look to a performance peer group to benchmark the metrics we have chosen in connection with the PSU Plan. Our performance peer group is somewhat different from our compensation peer group (see above), which is focused on comparable companies with whom we compete for executive talent.

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.

The Compensation Committee reviews the performance peer group annually 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 the Company? Land-based drilling operations, as well as completions and production services, are the primary considerations.
- Do we compete with the peer group company for investor dollars? On this basis, our performance peer group should 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 the Company's.
- We aim to select approximately 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.

Following a review of business profiles, revenues, Adjusted EBITDA, assets, employees and market capitalization, the following performance peers were selected in late 2025, for the 2026 year:

| 2026 PERFORMANCE PEERS | |
|---|---|
| **CANADIAN-BASED PERFORMANCE PEERS:** | |
| 1. | Total Energy Services Inc. |
| 2. | Calfrac Well Services Ltd. |
| 3. | Trican Well Service Ltd. |
| 4. | Precision Drilling Corp. |
| 5. | North American Construction Group Ltd. |
| **US-BASED PERFORMANCE PEERS:** | |
| 1. | RPC, Inc. |
| 2. | National Energy Services Reunited Corp. |
| 3. | Helix Energy Solutions Group. Inc. |
| 4. | Seadrill Limited |
| 5. | Cactus, Inc. |
| **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.

## NEO Compensation Components – Summary

The Company 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. The Company's compensation program for NEOs consists of four main components, as follows:

| Component | Description | Form | Performance Period | Performance Orientation |
|---|---|---|---|---|
| **FIXED:**<br>**Base Pay** | Base salary or annual consulting fee | Cash | One year | Fixed pay for performing day-to-day responsibilities.<br>Evaluated based on past and expected future contribution, level of responsibility and value to the organization.<br>Reflects the market value of the position, as well as experience, expertise, education, time in the role, and internal equity considerations.<br>Reviewed on an annual basis, adjusted based on outcome of review.<br>Increases reflect job performance and promotions. |
| **AT RISK:**<br>**Short-term incentive** | Annual Bonus Plan | Cash | One year | Tied to the achievement of annual corporate and divisional objectives, including financial, health, safety and environmental objectives and strategic objectives. Level and objectives are reviewed on an annual basis.<br>The aggregate maximum annual payout amount (including payouts to NEOs) of the combined ABP and PSUs is capped at five percent of the Company's Adjusted EBITDA. |
| **AT RISK:**<br>**Medium-term incentive** | Performance Share Unit Plan | Cash | Three year performance cycle (cliff vests at end of term) | Rewards relative share price performance and return on capital employed. Fully at-risk with a 0 to 200 percent of target payout.<br>Performance criteria are based on relative total shareholder return and return on capital employed.<br>The aggregate maximum annual payout amount (including payouts to NEOs) of the combined PSUs and ABP is capped at five percent of the Company's Adjusted EBITDA. |
| **AT RISK:**<br>**Long-term Incentive** | Stock Option Plan | Stock Options | 1/5$^{th}$ of award vest each year over five years, full term of up to six years | Designed to focus executive officer, management and supervisor efforts on sustainably increasing shareholder value and returns over a period of years.<br>Delivers value only if share price appreciates.<br>Grant levels are determined with reference to role, responsibilities, individual performance and performance of the Company overall, as well as the applicable division in which an employee is employed and peer group grant levels.<br>The aggregate maximum number of options granted in a year (together with any stock appreciation rights) is capped at one percent of the Company's issued and outstanding Common Shares. |

## NEO Compensation Components – Detailed Description

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

A detailed description of each of the four elements of NEO compensation for 2025 is provided below. Please see the "Summary Compensation Table" for details regarding overall executive compensation awarded to NEOs in 2025 and the table entitled "Outstanding Share-Based and Option-Based Awards" for details on grants of stock options and PSUs to the NEOs in 2025.

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 Company (financial and non-financial) and individual performance. This discretionary power has been and is to be exercised sparingly and judiciously by the Compensation Committee. The Compensation Committee will continue to use its experience, collective judgment and discretion in considering any such changes that may be necessary or desirable in light of changing business conditions.

Other than with respect to the calculation of the 2021 annual bonus for NEOs using salary amounts that included a partial reinstatement of the April 1, 2020 roll-back as though such reinstatement had occurred effective June 1, 2021, rather than actual earned base salary in the year, no other adjustments from the set formulas were made with respect to compensation of any NEOs in any of the past five years.

### *Compensation Component 1 – Base Annual Salary (or consulting fee)*

The Compensation Committee typically reviews and approves base compensation for the upcoming year in the fourth quarter of the prior year and makes adjustments as necessary to reflect changes in economic circumstances, market conditions and competitive practices.

### *Compensation Component 2 – Annual Bonus Plan (“ABP”)*

The Company's ABP is a short-term incentive plan and so far as it relates to the NEO's is designed to balance their potential annual cash bonus compensation with overall corporate financial results, achievement of predetermined safety, and individual business unit / geographical segments 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 is designed to recognize achievements measured over a one-year period, and 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:** Adjusted EBITDA vs. approved 2025 budget<br>*55 percent* | • This component of the annual bonus uses the key financial metric of Adjusted EBITDA 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 Company (which includes all of its operating divisions).<br>• Overall corporate financial performance is based on the Company'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.<br>• A minimum threshold for corporate earnings (80 percent of target) must be met in order to receive an annual bonus. The maximum bonus is achieved at 120 percent of target. |
| *2.* | **Corporate financial performance:** Asset Efficiency Ratio (AER)<br>*35 percent* | • The Asset Efficiency Ratio is a financial metric utilized by the Company 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 the Company on a consolidated basis, divided by the average value of the assets and equipment utilized by the Company in the year.<br>• A minimum AER of 15 percent achieves the minimum threshold for achievement of a bonus based on this metric; an AER rate of 25 percent achieves the maximum bonus achievement based on this metric. |
| *3.* | **Safety**<br>*10 percent* | • This component of the ABP is designated to incentivize ongoing positive behaviour to reduce or eliminate incidents and injuries.<br>• The Heath, Safety & Environment Committee approves annual objectives comprises of a combination of:<br>o Leading indicators (2025 weighting = 75 percent) - composed of a minimum of three (3) key behavior-based performance indicators; and<br>o Lagging indicators (2025 weighting = 25 percent) - total recordable injury rates, to promote year-over-year improvement;<br>on both a divisional and a corporate basis.<br>• 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. If all pre-established objectives are met or exceeded, NEOs are eligible for an annual cash bonus for 2025 at a set level of up to a maximum of either 100 percent or 150 percent (depending on the NEO's role) of their base compensation, as follows:

## LEVEL 1A – MAXIMUM 100 PERCENT ANNUAL BONUS LEVEL [1]

| 1. Financial Performance [55 percent] | | 2. Asset Efficiency Ratio (AER) [35 percent] | | 3. Safety (vs. 2025 Safety Targets) [10 percent] | |
|---|---|---|---|---|---|
| Adjusted EBITDA as a % of 2025 Budget | Bonus % of 2025 Base Comp. | AER % | Bonus % of 2025 Base Comp. | HSE Points | Bonus % of 2025 Base Comp. |
| **<80%** | 0.00% | <15% | 0.00% | <80 PTS | 0.00% |
| **At 80%** | 5.50% | At 15% | 3.50% | At 80 PTS | 1.00% |
| **At 85%** | 12.38% | At 16.25% | 7.88% | At 85 PTS | 2.25% |
| **At 90%** | 19.25% | At 17.50% | 12.25% | At 90 PTS | 3.50% |
| **At 95%** | 26.13% | At 18.75% | 16.63% | At 95 PTS | 4.75% |
| **At 100%** | 33.00% | At 20.00% | 21.00% | At 100 PTS | 6.00% |
| **At 105%** | 38.50% | At 21.25% | 24.50% | At 105 PTS | 7.00% |
| **At 110%** | 44.00% | At 22.50% | 28.00% | At 110 PTS | 8.00% |
| **At 115%** | 49.50% | At 23.75% | 31.50% | At 115 PTS | 9.00% |
| **At 120%** | 55.00% | At 25+% | 35.00% | At 120 PTS | 10.00% |

## LEVEL 1 – MAXIMUM 150 PERCENT ANNUAL BONUS LEVEL [2]

| 1. Financial Performance [55 percent] | | 2. Asset Efficiency Ratio (AER) [35 percent] | | 3. Safety (vs. 2025 Safety Targets) [10 percent] | |
|---|---|---|---|---|---|
| Adjusted EBITDA as a % of 2025 Budget | Bonus % of 2025 Base Comp. | AER % | Bonus % of 2025 Base Comp. | HSE Points | Bonus % of 2025 Base Comp. |
| **<80%** | 0.00% | <15% | 0.00% | <80 PTS | 0.00% |
| **At 80%** | 8.25% | At 15% | 5.25% | At 80 PTS | 1.50% |
| **At 85%** | 18.56% | At 16.25% | 11.81% | At 85 PTS | 3.38% |
| **At 90%** | 28.88% | At 17.50% | 18.38% | At 90 PTS | 5.25% |
| **At 95%** | 39.19% | At 18.75% | 24.94% | At 95 PTS | 7.13% |
| **At 100%** | 49.50% | At 20.00% | 31.50% | At 100 PTS | 9.00% |
| **At 105%** | 57.75% | At 21.25% | 36.75% | At 105 PTS | 10.50% |
| **At 110%** | 66.00% | At 22.50% | 42.00% | At 110 PTS | 12.00% |
| **At 115%** | 74.25% | At 23.75% | 47.25% | At 115 PTS | 13.50% |
| **At 120%** | 82.50% | At 25+% | 52.50% | At 120 PTS | 15.00% |

(1) Bonus Level 1A applied in 2025 to Mr. Conway and Mr. Shepherd.
(2) Bonus Level 1 applied in 2025 to Mr. Geddes, Edwards and Gray

In 2025, on a consolidated basis, the Company's Adjusted EBITDA achieved approximately 86.2 percent of the approved annual budget for the year, resulting in an annual cash bonus payout to the NEOs of 14.0 percent of 2025 base salary for Bonus Level 1A, and 21.0 percent of base salary for Bonus Level 1, based on this metric.

As described elsewhere, since 2016, the Compensation Committee has used its authority to set a fixed cap on the aggregate payout under the ABP, including payments to NEOs, at a maximum of three percent of Adjusted EBITDA. During 2024, at the discretion of the Compensation Committee, the three percent cap was combined with the two percent cap on PSU payouts for an overall cap of five percent for both the ABP and PSU aggregate payout. The total payout pursuant to the ABP and PSU for 2025 to all of the Company's eligible employees, including NEOs, was calculated to be below the five percent of Adjusted EBITDA. Therefore, it was not necessary to roll-back the calculated payments to the level of the cap.

This cap remains in place for future years, unless and until specifically removed or modified by the Compensation Committee, and is intended to avoid aberrational awards that could be detrimental to the Company of its Shareholders.

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.

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

### *Compensation Component 3 – Performance Share Units ("PSUs")*

The Compensation Committee has implemented a Performance Share Unit Plan, intended to provide an incentive that will enable the Company to achieve its medium and long-term objectives and allow the Company to attract and retain quality personnel.

***Grants of PSUs are 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 Company (vice president level and above) and certain selected members of management (below vice president level). |
| **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 the Company's Common Shares over the 10 days prior to the grant date. The target amount of the award is a PSU value of 100 percent of the PSU grant. |
| **Dividends** | Dividends paid on Common Shares, if applicable, 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-year performance period, which aligns with calendar years beginning with the year of the grant. Extending the realization of PSUs over a three-year period is intended to encourage company performance and stock price appreciation over time. If an employee leaves employment with the Company 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 percent weighting per year) and over the full term (40 percent weighting of the full-term average).<br>Any after-tax payment shall, in whole or in part as required, be used to purchase Common Shares on the open market if and to the extent the recipient's minimum shareholding requirement has not yet been met. |
| **Performance Measures** | The formula-based value at vesting of the PSUs will depend on the Company's stock price and company performance, as measured by metrics including the Company'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.<br>Effective in 2024, the aggregate payouts pursuant to each PSU grant and the ABP is capped at a combined maximum of five percent of Adjusted EBITDA 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 as well as certain members of management as determined by the Committee, are eligible to receive grants of PSUs. Grant amounts for 2025 were 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 150 percent = grant value |
| **Executive Vice President Chief Financial Officer** | Base Salary x 100 percent = grant value |
| **Senior Vice President** | Base Salary x 75 percent = grant value |
| **Vice President & General Counsel** | Base Salary x 25 to 50 percent = grant value |
| **Select Members of Management (Below Vice President level)** | Base Salary x 10 percent = grant value |

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

Any eventual payment amount a NEO or other participant may ultimately receive depends on our three-year TSR relative to the performance peer group (67 percent weighting), our relative return on capital employed (33 percent 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, if applicable), 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 percent weighting) | Multiplier |
|---|---|---|
| Maximum Performance Level | 75 percent or higher | 2.0 times payout |
| Target Performance Level | 50 percent (median) | 1.0 times payout |
| Threshold Performance Level | 35 percent | 0.4 times payout |
| Below Threshold Performance Level | Below 35 percent | 0 payout |
| | **ROCE (33 percent weighting)** | **Multiplier** |
| Maximum Performance Level | 75 percent or higher | 2.0 times payout |
| Target Performance Level | 50 percent | 1.0 times payout |
| Threshold Performance Level | 35 percent | 0.4 times payout |
| Below Threshold Performance Level | Below 35 percent | 0 payout |

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

| Performance Multiplier Formula | | |
|---|---|---|
| 20 percent weighting | **Year 1** | 67 percent weighting x Relative TSR share multiplier 0-2.0) + (33 percent weighting x ROCE share multiplier 0-2.0) = Year 1 Performance Multiplier |
| 20 percent weighting | **Year 2** | (67 percent weighting x Relative TSR share multiplier 0-2.0) + (33 percent weighting x ROCE share multiplier 0-2.0) = Year 2 Performance Multiplier |
| 20 percent weighting | **Year 3** | (67 percent weighting x Relative TSR share multiplier 0-2.0) + (33 percent weighting x ROCE share multiplier 0-2.0) = Year 3 Performance Multiplier |
| 40 percent weighting | **Years 1-3** | (67 percent weighting x Relative TSR share multiplier 0-2.0) + (33 percent 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 three-year term, if any | 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 and ABP payout, subject to aggregate cap on payout of five percent of Adjusted EBITDA |

The amount that NEOs and other PSU award recipients ultimately may receive will depend on the number of units (including dividend reinvestment, if applicable) 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 and ABP is capped at five percent of Adjusted EBITDA for the final year of the term of each award. This cap is intended to avoid aberrational awards that could be detrimental to the Company or its Shareholders and remains in place until changed by the Compensation Committee.

### *Compensation Component 4 – 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 the achievement of the Company's long-term objectives, align NEOs and employees with shareholders and allow the Company 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. Previous grants are taken into account when considering new grants.

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. All of our NEOs currently receive stock options, not SARs.

Stock options and SARs also may be granted to attract new executive and managerial personnel to join the Company.

Beginning with stock options granted in 2018, the Compensation Committee implemented a cap on the aggregate number of stock options and SARs that may be approved by the Compensation Committee in any fiscal year. The cap is one percent of the Company's issued and outstanding Common Shares at the time of the grant.

| Stock Option Plan | |
|---|---|
| **Form of Award** | Options on Common Shares, which are issued from treasury. |
| **Who Participates** | Officers and employees of the Company. Directors are not eligible to receive stock options unless they also serve as an officer or employee of the Company. |
| **Exercise Price** | The closing price for the Company's Common Shares on the last trading day preceding the date the options were granted. |
| **Vesting** | 20 percent per year over a period of five years. |
| **Term** | Expire at the end of the sixth year following the grant date. |
| **Exercise** | 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 Company'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 NEO stock options in a change of control scenario is dependent on whether the NEO is actually or constructively terminated following a change of control event (**"double trigger"**). |
| **Restrictions** | No one person, nor the NEOs as a group, may hold stock options exceeding five percent of the Company's outstanding Common Shares. |
| **Re-Pricing** | The Company does not re-price out-of-the-money, or other, stock options. |

### *Other Compensation*

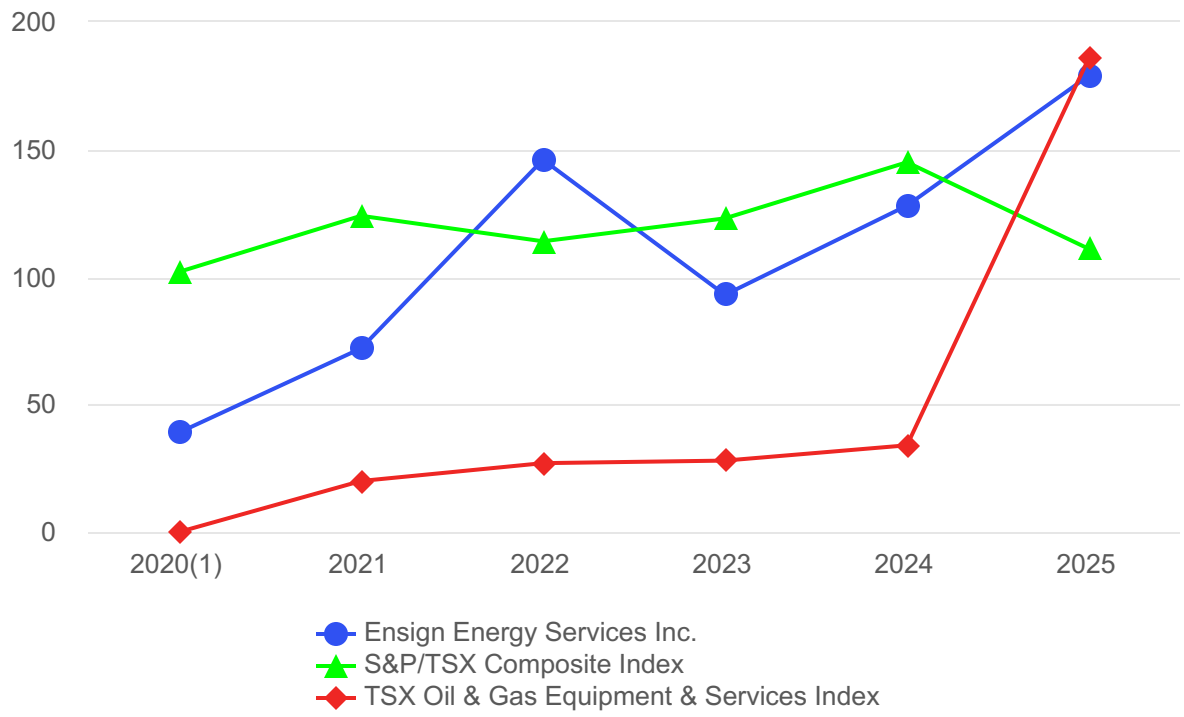
| Other Compensation Elements | |
|---|---|
| **Employee Savings Plan:** | For Canada-based employees, the Company also provides an "Employee Savings Plan", whereby employees can elect to contribute, based on years of service, up to five percent of their regular earnings to a savings plan.<br><br>The Company contributes, on a matching basis, by way of the purchase of Company Common Shares acquired each pay period through the TSX. The matching Common Shares vest in favour of participating employees as to 50 percent in the year following the year in which the contribution was made and 50 percent in the next year.<br><br>Certain alternative plans are provided by the Company to employees in jurisdictions outside of Canada. |
| **Benefits and Perquisites:** | The Company provides standard benefits as part of a competitive compensation package.<br><br>The Company does not have:<br>• Employment contracts with any of its NEOs or other executives;<br>• Separate change of control agreements; or<br>• Executive pension or retirement plans.<br><br>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 the Company competitive. |

## Performance Graph

The following performance graph illustrates the Company's five year cumulative shareholder return, as measured by the closing price of the Company's Common Shares at the end of each financial year, assuming an initial investment of $100 on December 31, 2020, compared to the S&P/TSX Composite Index and the TSX Oil & Gas Equipment & Services Index, assuming the reinvestment of dividends, where applicable.

| | 2020[(1)] | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|---|---|---|---|---|---|
| **Ensign Energy Services Inc.** | 39 | 72 | 146 | 93 | 128 | 179 |
| **S&P/TSX Composite Index** | 102 | 124 | 114 | 123 | 145 | 111 |
| **TSX Oil & Gas Equipment & Services Index** | 0 | 20 | 27 | 28 | 34 | 186 |

[1] In 2020 index pricing was unavailable due to a lack of eligible constituents.




Our financial results in 2020 were significantly negatively impacted by the global COVID-19 pandemic, which resulted in travel restrictions, business closures, stay-at-home orders and other public health measures to combat the spread of the virus. These measures resulted in a significant slow-down in global economic activity that subsequently reduced the demand for crude oil and natural gas. This reduction in activity compounded the already declining commodity prices of crude oil and natural gas, which was underway prior to the pandemic as a consequence of a market share and oil price war between certain crude oil producing countries. Our share price, along with the share prices of our peers, was again negatively impacted by these global conditions.

In 2021, our financial results continued to be negatively impacted by reduced demand for crude oil and natural gas, arising primarily from the ongoing COVID-19 pandemic. Over the year, oil and natural gas industry fundamentals continued to recover from the lows experienced in 2020. The roll-out of COVID-19 vaccines globally early in the year, in combination with economic stimulus actions, drove oil demand improvements and recovery. Global commodity prices reached a seven-year high late in 2021 before dropping towards the end of the year when the Omicron variant of the COVID-19 virus emerged, which resulted in concerns regarding the impact of this variant on oil and gas demand. Although our share price improved year-over-year, these macro-economic conditions continued to negatively impact industry conditions, our share price and the share prices of our peers.

In 2022, oil and natural gas commodities demonstrated strong fundamentals following the easing of global lockdowns, the increase in demand and moderating of supply. Nearing the end of the first quarter, energy security became a top priority around the globe, following the invasion of Ukraine by the Russian Federation. Oil and natural gas producers began to record profits as crude oil topped US $114/bbl for WTI and natural gas reaching US $8/Mbtu. As hostilities continued throughout the year, crude oil prices fluctuated primarily as a result of the US government's release of some of its strategic petroleum reserves to combat the high price of energy, output decisions by producing nations and pricing caps on Russian oil. Energy producers remain disciplined in their commitment to prioritize shareholder return. By the latter part

of the year, activity for oilfield services began to pick-up as energy producers began looking to maintain production levels.

During 2023, despite the possibility of an economic recession as governments worked to quell high inflation through monetary policy changes, the oil and natural gas industry remained relatively strong. Moderation implemented by OPEC helped to constrain oil supply and supported a floor on global crude oil prices. Furthermore, the ongoing conflict between the Russian Federation and Ukraine and hostilities in the Middle East continued to drive uncertainty in global oil markets and pricing which resulted in overall commodity price volatility.

As a result of the commodity price volatility, reinforced customer capital discipline, and several oil and gas sector mergers and acquisitions (**"M&A"**) in North America, the industry rig count in North America experienced a steady decline into the latter half of 2023.

In 2024, demand for oilfield services continued to be generally consistent despite the year-over-year decline in oilfield services activity in certain operating regions. The completion of the Trans Mountain Pipeline expansion in May resulted in increased Canadian industry activity, while the United States rig count continued to be depressed in part because of relatively low natural gas commodity prices. Furthermore, the above noted M&A continued to impact drilling programs over the short-term, with customers exercising discipline with their capital programs. However, despite the short-term headwinds, demand for crude oil continued to increase year-over-year. Moreover, OPEC+ nations continued to exercise production and supply discipline in response to market conditions.

In 2025, oil and natural gas industry experienced volatility driven by geopolitical factors. Trade policy of the United States and increased supply from OPEC and the US resulted in pressure on oil and natural gas pricing. Furthermore, the conflicts between the Russian Federation and Ukraine and in the Middle East continued to drive uncertainty in global oil markets and pricing. Oil and natural gas producers continued to moderate their capital spending in 2025 as they remained committed to cash flow generation and maintaining current production levels. Additionally, our operations in Venezuela were suspended from May 2025 to October 2025 due to the cancellation of our client's general license permitting them to operate in-country. Overhanging the industry fundamentals were the economic and cross-border tariff policies adopted by the United States administration, the resultant counter measures and the ultimate economic implications from such policies

The trend in the preceding performance graph does not directly correlate to the trend of the compensation paid to the NEOs. The Compensation Committee has concluded that management should be compensated based on competitive market conditions and the value of the services provided, irrespective of Common Share price movements. Stock options and PSUs each form a portion of compensation, and therefore total compensation for the Company's NEOs is affected by increases or decreases in the price of the Company's Common Shares as the value of such stock options and PSUs varies, respectively, as the Company’s absolute and relative share price changes.

## 2025 Compensation and Pay Mix

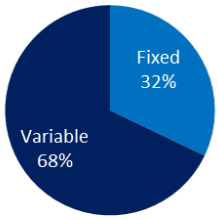
The following pie charts show the respective actual pay mixes as between fixed and variable compensation achieved for each of the NEO’s for 2025 and 2024. As demonstrated, a significant proportion of our NEOs’ compensation is delivered through variable compensation.

The pie charts demonstrate fairly consistent proportions of total pay granted to or received by NEOs in the form of variable compensation. In 2025 and in 2024, the compensation provided to NEOs included the four elements described above, being base salary, annual cash bonus, PSUs and stock options.

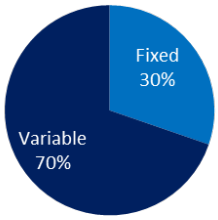
For a breakdown of all elements of actual compensation paid and granted in 2025, please refer to the "Summary Compensation Table".

| 2025 | 2024 |
|---|---|

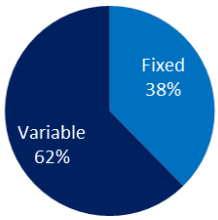
**Robert H. Geddes**



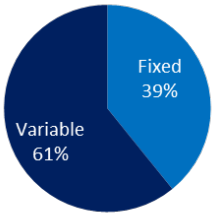

**Robert H. Geddes**



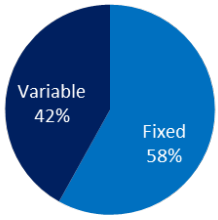

**Michael R. Gray**

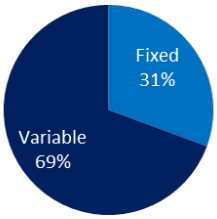
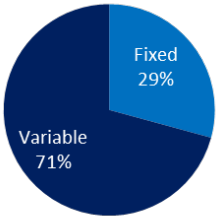
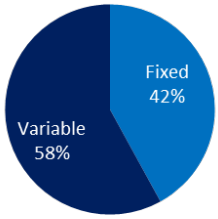
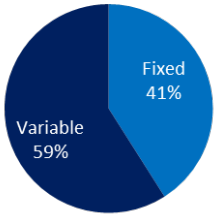



**Michael R. Gray**




**Nial S. Shepherd**



| 2025 | 2024 |
|---|---|
| N. Murray Edwards | N. Murray Edwards |
|  |  |
| Brent J. Conway | Brent J. Conway |
|  |  |









## Compensation Objective Supported

The above pie charts which reflect total fixed and variable compensation paid or granted to the NEOs during or in respect of the year, generally reflect a relatively consistent proportional allocation of variable compensation as compared to fixed compensation in 2025 as compared with 2024.

The reported totals for the NEO who was paid in US dollars (Mr. Shepherd) fluctuate somewhat due to the exchange rates used (2025: CAD $1.40 = USD $1.00; 2024: CAD $1.37 = USD $1.00).

The fixed component of compensation, being base annual salaries (or annual consulting fee, in the case of Mr. Edwards), furthers the Company's goal of retaining and attracting qualified individuals. The determination of base annual compensation for the NEOs is based primarily on past and expected future contributions, value to the organization, general market and economic conditions, market competitiveness and individual performance.

All of the NEOs recognized a compensation benefit in the past three years from the exercise of stock options.

The outcomes for both 2025 and 2024 reflect the Company's compensation philosophy of delivering a meaningful proportion of total compensation to NEOs using variable pay, such that in years where the Company experiences very challenging market conditions and poor economic fundamentals, variable pay declines significantly along with overall pay. The Company's compensation program is structured to achieve significantly increased variable pay during years of strong financial, safety and relative share price performance, and vice versa.

***The relative weighting of the elements of variable pay varies by level within the Company, where the most senior individuals, including the NEOs, have the highest proportion of compensation at-risk. Variable pay for operational management is also weighted between corporate and divisional performance.***

## 2025 Performance of the NEO's

***The Company's senior executives focused on our strategic objectives, which include best-in-class safety performance, debt reduction, cost controls, strategic deployment of new technologies and prudent capital expenditures.***

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

Progress continues to be made towards the Company's health, safety and environmental performance goals related to employee development, recordable injuries, energy efficiency, environmental stewardship and reliability. Our focus on and commitment towards behaviour-based training, in particular for inexperienced personnel, has resulted in sustained improvements. Our NEOs continued to provide outstanding leadership focusing on operational excellence, capital discipline and strategic direction.

In 2025 the Company specifically achieved the following:

| 2025 Achievements | |
|---|---|
| **Financial** | Increased and extended our existing Amended and Restated Credit Facility. The new committed three-year term Credit Facility totals $950.0 million, maturing on September 29, 2028. This facility was used to repay the remainder of our existing Term Facility, streamlining the capital structure and positioning the Company for continued operational excellence. The Credit Facility does not have mandatory repayments or reductions in availability as long as the Company remains in compliance with its covenants. |
| **Safety** | Recorded a "Total Recordable Injury Rate" (TRIR) of less than 1.00 for the overall company. These results are an outcome of having a persistent strong focus on leading indicators such as leadership visits, operational excellence meetings and the implementation of effective corrective and preventative measures. |
| **Operations** | Operations continued to embed the Company's Operational Excellence framework across the global fleet, strengthening standardized processes, leadership practices, and consistent field execution. Management also advanced enterprise-wide safety, risk management, and asset reliability through global HSE and risk management systems, centralized asset management, and continued deployment of rig automation and operational technology. |
| **Innovation/ Technology** | We continue to implement revenue generating Ensign Edge® Autopilot on a number of drilling rigs and expanding our portfolio of products. |
| **Training** | We continued to enforce and engrain our "Global Skills Standard" (GSS) training program across our entire active drilling fleet. |

## 2025 Annual Bonus Calculation – Cash Award

***Together, the achievement in 2025 of financial and safety metrics resulted in a total annual cash bonus pursuant to the ABP of between 18.0 percent and 65.4 percent of earned base salary for the NEOs.***

The Company's ABP pays out when certain minimum thresholds are met for corporate earnings, safety results and return on capital invested over a one-year period. As described in the section above entitled "Executive Compensation Components – Detailed Description" for the 2025 year, the Company awarded bonuses to NEOs and other Plan participants based on the performance achieved in respect of pre-approved annual targets, as follows:

| Metrics | 2025 Achievement |
|---|---|
| **Financial Performance** | In 2025, on a consolidated basis, the Company's Adjusted EBITDA achieved approximately 86.2 percent of the approved annual budget for 2025. |
| **Asset Efficiency Ratio** | In 2025, on a consolidated basis, the AER ratio was 17.6 percent. |
| **Safety Performance** | Safety performance metrics on a consolidated basis in 2025 achieved approximately 116.5 points out of a target of 100. |

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. 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.

## PSUs – Achievement of Performance Metrics (2023 Award, paid in 2026)

Value from PSUs is realized when the Company's performance on the metrics of total shareholder returns and return on capital employed, as relatively measured against our performance peer group, are at or above a threshold level, and how the Company's share price performs relative to the peer group over the medium-term. For the three-year term of the awards that matured on December 31, 2025 and were paid in 2026, the following performance metrics were achieved:

| Performance Multipliers | | | | |
|---|---|---|---|---|
| Component | **2023** | **2024** | **2025** | **3 Yr Avg** |
| **Relative TSR Rank** | 8.30% | 72.60% | 18.10% | |
| Relative TSR Multiplier (67 percent weighting) | **0.00x** | **1.90x** | **0.00x** | **0.63x** |
| **ROCE Actual** | 7.30% | 3.40% | 9.0% | |
| ROCE Multiplier (33 percent weighting) | **0.00x** | **0.00x** | **0.00x** | **0.00x** |
| Combined Multiplier | **0.00x** | **1.28x** | **0.00x** | **0.43x** |

## 2025 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 to be granted and the desire to restrict the volume of outstanding options below acceptable dilution thresholds. Value is realized from stock options when the Company's share price appreciates over the long-term.

The NEOs received the following stock option grants in 2025, and prior to the date hereof:

| Name | March 2026 Grant | March 2025 Grant |
|---|---|---|
| Geddes, Robert H. | 180,000 | 180,000 |
| Gray, Michael R. | 100,000 | 100,000 |
| Conway, Brent J. | 100,000 | 100,000 |
| Shepherd, Nial S. | 75,000 | 30,000 (1) |
| Edwards, N. Murray | 180,000 | 180,000 |

(1) Granted prior to appointment as Senior Vice-President.

## Looking Ahead to 2026

For 2026, the NEOs did not receive wage increase for the year; however, Mr. Conway, and Mr. Shepherd were moved from Bonus Level 1A to Bonus Level 1. The Compensation Committee will make further adjustments as necessary to the compensation of NEOs and all other employees, in response to equitable, market and industry conditions. We do not expect the design of our compensation programs to change materially in 2026.

## Summary Compensation Table

The following table sets forth, for the year ended December 31, 2025, information concerning the compensation paid or payable to the executive officers of the Company whose total compensation exceeded $150,000 and who met the requirements to be classified as "Named Executive Officers" pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*. As described further in the "Statement of Corporate Governance Practices", the Company does not have a named Chief Executive Officer. Specific aspects of compensation are covered in greater detail in subsequent tables.

The total cash and non-cash compensation paid or awarded to the NEOs over the past three years is detailed in the following table. Amounts earned or granted, but not paid, are reflected in the year in which the compensation was earned or granted.

All amounts are in Canadian dollars. With respect to the NEO who is paid in United States dollars (Mr. Shepherd), the translation to Canadian dollars is reflected at the rate of CAD $1.40 = USD $1.00 (being the average exchange rate for 2025).

| Name and Principal Position | Year | Salary ($) | Share-Based Awards (PSUs) ($) [3] | Option-Based Awards [4] ($) | Non-Equity Incentive Plan Compensation-Annual Incentive Plans [5] ($) | All other Comp. [6] ($) | Total Comp. ($) |
|---|---|---|---|---|---|---|---|
| **Geddes, Robert H.** President & Chief Operating Officer | 2025 | 1,020,000 | 1,530,000 | 148,626 | 478,549 | 208,208 | 3,385,383 |
| | 2024 | 850,000 | 1,275,000 | 142,500 | 541,068 | 189,410 | 2,997,978 |
| | 2023 | 795,375 | 1,193,036 | 240,000 | 615,421 | 182,030 | 3,025,889 |
| **Gray, Michael** Chief Financial Officer | 2025 | 440,000 | 440,000 | 82,570 | 206,433 | 34,442 | 1,203,445 |
| | 2024 | 400,000 | 300,000 | 66,500 | 254,620 | 32,079 | 1,053,199 |
| | 2023 | 367,500 | 275,625 | 112,000 | 284,353 | 27,884 | 1,067,362 |
| **Conway, Brent J.** Executive Vice President International Operations | 2025 | 478,466 | 478,466 | 82,570 | 99,792 | 108,836 | 1,248,130 |
| | 2024 | 434,969 | 326,226 | 66,500 | 233,502 | 102,477 | 1,163,674 |
| | 2023 | 422,300 | 316,725 | 112,000 | 181,378 | 96,101 | 1,128,504 |
| **Shepherd, Nial S.[1]** Senior Vice President United States Operations (as of July 1, 2025) | 2025 | 546,000 | 261,547 | 24,771 | 95,420 | 55,927 | 966,725 |
| **Edwards, N. Murray[2]** Chairman | 2025 | - | 750,000 | 148,626 | 234,583 | 500,000 | 1,633,209 |
| | 2024 | - | 750,000 | 142,500 | 318,275 | 500,000 | 1,710,775 |
| | 2023 | - | 750,000 | 240,000 | 386,875 | 500,000 | 1,876,875 |

1. Mr.Shepherd's base annual salary at the end of 2025 was US $390,000.00. For reporting purposes, the US dollar portion of all compensation elements for Mr. Shepherd (who receives all of his compensation in US dollars) were translated at the following exchange rates; December 31, 2025 - 1.40.
2. Mr. Edwards is not an employee of the Company and does not receive a salary. However, he and a controlled corporation provide ongoing management services and strategic advice to the Company and thus Mr. Edwards meets the definition of a NEO. Mr. Edwards' controlled corporation receives an annual consulting fee for the costs it incurs on behalf of and for services it provides to the Company, which is included in the column "All other compensation". Mr. Edwards may personally receive variable compensation pursuant to the ABP, the Stock Option Plan, the PSU Plan or such other compensation awards or plans as may be approved by the Compensation Committee from time to time.
3. Share-Based Awards (PSUs): Share-based awards represent the grant date fair value of PSU awards granted in the year. US dollar amounts (Mr. Shepherd) were converted to Canadian dollars on the grant date using the following exchange rates: 2025 awards – 1.43, 2024 awards – 1.36 and 2023 awards – 1.35.
4. Option-Based Awards: Option-based awards represent the grant date fair value of stock options granted in the year. 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: weighted average fair value per option: March 12, 2025 - $0.83, March 5, 2024 - $0.95 and March 7, 2023 - $1.60; weighted-average risk free rate March 12, 2025 - 2.64%, March 5, 2024 - 3.4% and March 7, 2023 - 3.6%; weighted-average volatility: March 12, 2025 - 40%, March 5, 2024 - 40% and March 7, 2023 - 40%; expected life: March 12, 2025 - 5 years. March 5, 2024 – 5 years and March 7, 2023 – 5 years; weighted-average dividend yield: March 12, 2025 - 0%, March 5, 2024 - 0% and March 7, 2023 - 0%. The grant date 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. Accordingly, these stock option awards are re-valued at every quarter end.
5. Non-Equity Incentive Plan Compensation – Annual Incentive Plans: The annual incentive plan amounts are the cash bonuses earned for each year indicated, pursuant to the ABP. Bonus awards are paid to the NEOs in cash in April or May following the year in which they were earned. Because of the timing of the payments

of these bonuses relative to the date of this Circular, the prior year amounts may be adjusted as appropriate to reflect actual final payment amounts.

6. 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 Company's "Employee Savings Plan" for Canadian-based employees. Up to 5 percent of a participating employee's base salary is matched in cash contributions made by the Company, 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) Benefits: Our global benefits programs offer competitive comprehensive medical and dental coverage and cost sharing. Benefits programs offered to NEO's are the same benefits as are offered to all employees in the applicable region.

   (iii) Perquisites: Our executives receive limited perquisites, such as club memberships, consistent with our industry peers and which form a part of their competitive compensation packages. The availability of some perquisites varies by position.

   (iv) The amounts reported as "all other compensation" for each NEO include the following:

   - Mr. Geddes: The employer match pursuant to the Canadian Employee Savings Plan, a vehicle allowance, parking, the employer portion of benefit premiums, club memberships, a housing amount (to cover the cost of a secondary residence for Mr. Geddes in Houston, which recognizes the significant portion of time he is normally required to spend in Houston) and an executive health program.
   - Mr. Gray: The employer match pursuant to the Canadian Employee Savings Plan, parking, the employer portion of benefit premiums, and an executive health program.
   - Mr. Conway: The employer match pursuant to the Canadian Employee Savings Plan, an annual $50,000 country allowance paid to Mr. Conway with respect to his responsibilities over the Company's operations in Latin America, the Middle East and Australia, a vehicle allowance, parking, the employer portion of benefit premiums, executive health program, and a club membership.
   - Mr. Shepherd: A vehicle allowance, the employer portion of benefit premiums and a employer match contribution to a 401(k) plan.
   - Mr. Edwards: The consulting fee described in Note 2 above. Neither Mr. Edwards nor his controlled corporation received any "all other compensation" perquisites or benefits from the Company in the years noted.

   Neither Mr. Geddes nor Mr. Edwards (nor his controlled corporation) receive any additional compensation, perquisites or benefits from the Company in the years noted for serving as a Director of the Company.

## Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth, for each NEO, all option-based and share-based awards that were outstanding as at December 31, 2025:

| Name | Option-Based Awards | | | | | Share-Based Awards (PSUs) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 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 awards that have not vested [4] ($) | Market or payout value of vested share-based awards not paid out or distributed ($) |
| **Geddes, Robert H.** | 16/03/2022 | 150,000 | 2.80 | 31/12/2026 | — | | | | | |
| | 07/03/2023 | 150,000 | 3.94 | 31/12/2027 | — | PSU | 2023 | 379,956 | 965,088 | — |
| | 07/05/2024 | 150,000 | 2.43 | 31/12/2028 | 16,500 | PSU | 2024 | 487,311 | 1,237,770 | — |
| | 07/05/2025 | 180,000 | 2.22 | 31/12/2029 | 57,600 | PSU | 2025 | 542,842 | 1,378,819 | — |
| **Total:** | | **630,000** | | | **74,100** | | | **1,410,109** | **3,581,677** | **—** |
| **Gray, Michael R.** | 16/03/2022 | 60,000 | 2.80 | 31/12/2026 | — | | | | | |
| | 07/03/2023 | 70,000 | 3.94 | 31/12/2027 | — | PSU | 2023 | 87,779 | 261,581 | — |
| | 07/05/2024 | 70,000 | 2.43 | 31/12/2028 | 7,700 | PSU | 2024 | 114,661 | 291,239 | — |
| | 07/05/2025 | 100,000 | 2.22 | 31/12/2029 | 32,000 | PSU | 2025 | 156,111 | 396,522 | — |
| **Total:** | | **300,000** | | | **39,700** | | | **358,551** | **949,342** | **—** |
| **Conway, Brent J.** | 16/03/2022 | 60,000 | 2.80 | 31/12/2026 | — | | | | | |
| | 07/03/2023 | 70,000 | 3.94 | 31/12/2027 | — | PSU | 2023 | 100,868 | 256,205 | — |
| | 07/05/2024 | 70,000 | 2.43 | 31/12/2028 | 7,700 | PSU | 2024 | 124,685 | 316,700 | — |
| | 07/05/2025 | 100,000 | 2.22 | 31/12/2029 | 32,000 | PSU | 2025 | 169,759 | 431,188 | — |
| **Total:** | | **300,000** | | | **39,700** | | | **395,312** | **1,004,093** | **—** |
| **Shepherd, Nial S.** | 16/03/2022 | 25,000 | 2.80 | 31/12/2026 | — | | | | | |
| | 07/03/2023 | 30,000 | 3.94 | 31/12/2027 | — | PSU | 2023 | 73,949 | 187,830 | |
| | 07/05/2024 | 30,000 | 2.43 | 31/12/2028 | 3,300 | PSU | 2024 | 91,980 | 233,629 | |
| | 07/05/2025 | 30,000 | 2.22 | 31/12/2029 | 9,600 | PSU | 2025 | 92,991 | 236,197 | — |
| **Total:** | | **115,000** | | | **12,900** | | | **258,920** | **657,656** | **—** |
| **Edwards, N. Murray** | 15/03/2021 | 150,000 | 2.80 | 31/12/2026 | — | | | | | |
| | 16/03/2022 | 150,000 | 3.94 | 31/12/2027 | — | PSU | 2023 | 238,854 | 606,689 | — |
| | 07/03/2023 | 150,000 | 2.43 | 31/12/2028 | 16,500 | PSU | 2024 | 286,653 | 728,099 | — |
| | 07/05/2025 | 180,000 | 2.22 | 31/12/2029 | 57,600 | PSU | 2025 | 266,099 | 675,891 | — |
| **Total:** | | **630,000** | | | **74,100** | | | **791,606** | **2,010,679** | **—** |

(1) The number of unexercised options as at December 31, 2025.

(2) The securities underlying the options granted are Common Shares. The options granted vest at the rate of 20 percent 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 $2.54 on December 31, 2025. “In-the-money” means that the exercise price for the option was less than $2.54 on December 31, 2025.

(4) PSU values are based on the closing price for Common Shares of $2.54 on December 31, 2025, and assume a payout multiplier of 1.0x. PSUs granted in 2023 matured on December 31, 2025, PSUs granted in 2024 mature on December 31, 2026 and PSUs granted in 2025 mature on December 31, 2027. The value of all PSU awards assumes a payout multiplier of 1.0x.

## Payout in 2026 of Matured 2023 PSU Awards

The 2023 award of PSUs matured on December 31, 2025 and were paid out on or before March 15, 2026. The table below shows the difference between the grant value and the payout value for each NEO, illustrating the at-risk nature of these awards. The NEOs received a final PSU payout that was 33 percent of the original grant value of the award.

| Name | Grant Value ($)[1] | # of PSUs Granted [2] | # of PSUs at Maturity | 2023 Multiplier (20%) | 2024 Multiplier (20%) | 2025 Multiplier (20%) | Full Term Combined Multiplier (40%) | VWAP to Dec 31, 2025 ($) | Final PSU Payout ($) | Payout % of Grant Value |
|---|---|---|---|---|---|---|---|---|---|---|
| **Geddes, Robert H.** | 1,193,063 | 379,956 | 379,956 | 0.00 | 0.26 | 0.00 | 0.17 | 2.42 | 390,627 | 33% |
| **Gray, Michael R.** | 275,625 | 87,779 | 87,779 | 0.00 | 0.26 | 0.00 | 0.17 | 2.42 | 90,244 | 33% |
| **Conway, Brent J.** | 316,725 | 100,868 | 100,868 | 0.00 | 0.26 | 0.00 | 0.17 | 2.42 | 103,701 | 33% |
| **Shepherd, Nial S.** [3] | 232,200 | 73,949 | 73,949 | 0.00 | 0.26 | 0.00 | 0.17 | 2.42 | 76,026 | 33% |
| **Edwards, N. Murray** | 750,000 | 238,854 | 238,854 | 0.00 | 0.26 | 0.00 | 0.17 | 2.42 | 245,546 | 33% |

(1) Grant values are determined by role. Mr. Geddes and Mr. Edwards received a PSU grant, in 2023, having a value of 150 percent of their 2023 base annual compensation; Mr. Gray and Conway received a grant having a value of 75 percent of their 2023 base annual compensation and Mr. Shepherd received a grant having a value of 50 percent of their 2023 based annual compensation.

(2) The number of PSUs initially granted was based on the grant value divided by the volume weighted average price of the Company's shares for the 10 trading days prior to the grant date of April 1, 2023, being $3.14.

(3) The PSU payout for Mr. Shepherd was converted back to USD at the same rate his base salary was converted into CAD on the award date of April 1, 2023, being USD $1.35 = CAD $1.00, with the result that the payment to Mr. Shepherd in USD was $0.74.

## Calculation of Payout Multiplier

For the 2023 PSU awards which matured on December 31, 2025, our three-year average TSR and ROCE for the performance period from January 1, 2023 to December 31, 2025, relative to our PSU performance peer group and weighted as to 20 percent in each individual year and 40 percent for the average over the three-year period, resulted in an overall award multiplier of 0.43x, as specified below:

| PSU Multiplier – 2023 Awards on Maturity | | | | | |
|---|---|---|---|---|---|
| **Component** | **2023 (20%)** | **2024 (20%)** | **2024 (20%)** | **3 Yr Avg (40%)** | **Overall Weighted Multiplier** |
| **Relative TSR Rank** | 8.30% | 72.60% | 18.10% | | |
| **Relative TSR Multiplier (67 percent)** | 0.00x | 1.90x | 0.00x | 0.63x | |
| **ROCE Actual** | 7.30% | 3.40% | 9.00% | | |
| **ROCE Multiplier** | 0.00x | 0.00x | 0.00x | 0.00x | |
| **Combined Multiplier** | 0.00x | 1.28x | 0.00x | 0.43x | 0.43x |

The Compensation Committee reviewed and approved the multipliers in each year of the award and at the end of the performance period, and believes that the payouts are appropriate in light of original grant values, market conditions during the applicable years included in the performance period, our relative Common Share price performance and our relative return on capital employed over the term of these awards.

## 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 or matured during the year ended December 31, 2025, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2025.

| 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.** | 21,780 | 918,632 | 478,549 |
| **Gray, Michael R.** | 7,500 | 212,225 | 206,433 |
| **Conway, Brent J.** | 7,500 | 243,871 | 99,792 |
| **Shepherd, Nial S.** | 3,630 | 178,889 | 95,420 |
| **Edwards, N. Murray** | 21,780 | 577,483 | 234,583 |

1. Includes options which vested pursuant to the Stock Option Plan during 2025.
2. Option-based awards: Options vest at the rate of 20 percent 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 2021, 2022, 2023, 2024 and 2025 vested and became exercisable in 2025. 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 2, 2025, being the first trading day following the vesting date of July 1, 2025 – $2.28) 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 (PSUs): The share-based awards outstanding as of December 31, 2025 were the 2023, 2024 and 2025 PSU grants. The 2023 grant matured on December 31, 2025 and was payable in cash in 2026. The 2024 and 2025 grants mature on December 31, 2026 and December 31, 2027 respectively, and are payable in cash on or before March 15, 2027 and March 15, 2028 respectively. The value of PSUs for this purpose is calculated based on the volume weighted average of the trading price per Common Share for the 10 trading days prior to the maturity date of such award (being December 31, 2025 – $2.42) and assumes a multiplier of 1.0x.
4. Non-Equity Incentive Plan Compensation: Non-equity incentive plan compensation earned for the 2025 year by NEOs includes the annual cash bonus. The exchange rate used to convert the bonus awarded to Mr. Shepherd in USD is the average of the year 2025, which was CAD $1.40 = USD $1.00.

All of the Company's NEOs realized a benefit from the exercise of stock options in the year ended December 31, 2025.

## Pension Plan Benefits

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

## Termination and Change of Control Benefits

The Company 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 of control of the Company 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 Company's Stock Option Plan and PSU Plan govern the treatment of unvested and vested stock options and PSUs, and the Employee Savings Plan governs the treatment of unvested Common Shares held in this plan on the cessation of employment, including on a change of control (please see the section entitled "Stock Option Plan" below, and the section entitled "NEO 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 | Stock Options | Employee Savings Plan [1] | Performance Share Units |
|---|---|---|---|---|---|
| **Resignation** | All salary and benefit programs cease. | Current year cash bonus is 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 the 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. | Current year cash bonus is 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 the 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. | Current year cash bonus is 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 the 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. | Current year cash bonus is paid on a pro-rata basis. | 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 the 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). | Current year cash bonus is paid on a pro-rata basis. | 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. | 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 Company'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 to be 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 unvested stock 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 of 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 Company 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 the annual consulting fee |
| **President & Chief Operating Officer** | 4 times base salary |
| **Chief Financial Officer, Executive Vice Presidents and Divisional Presidents** | 2 times base salary |
| **Senior Vice Presidents and 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 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 Company'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 termination in 2017 of the Company'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 occurred in 2021, for awards granted in 2017 and which matured on December 31, 2020) must be used to purchase Common Shares, on the open market, such that the applicable ownership level is ultimately met through ownership of actual Common Shares.

As of December 31, 2025, 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-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 17, 2026.

| Name and Principal Position | Ownership as at March 17, 2026 [1] | Ownership Requirement | | Meets Requirement |
|---|---|---|---|---|
| | | Multiple of 2025 Base Compensation (CAD $) | Requirement (CAD $) | |
| **Geddes, Robert H.**<br>President & Chief Operating Officer | 1,995,692 | 4 x $1,020,000 | $4,080,000 | Yes |
| **Gray, Michael R.** [2]<br>Chief Financial Officer | 370,360 | 2 x $440,000 | $880,000 | Yes |
| **Conway, Brent J.** [3]<br>Executive Vice President International Operations | 200,412 | 2 x $478,466 | $956,932 | Yes |
| **Shepherd, Nial S.** [4]<br>Senior Vice President United States Operations | 10,938 | 1 x $546,000 [5] | $546,000 | N/A |
| **Edwards, N. Murray**<br>Chairman | 43,060,656 | 4 x $500,000 | $2,000,000 | Yes |

1. Includes Common Shares beneficially owned, controlled or directed by the NEO.
2. Mr. Gray currently meets the requirement based on previous market value and the inclusion of PSUs as target (currently permitted by our policy, described above).
3. Mr. Conway currently meets the requirement with the inclusion of PSUs as target (currently permitted by our policy, described above).
4. Mr. Shepherd remains within the 5 year period to accumulate the necessary holdings.
5. For reporting purposes and consistency throughout this Circular, the 2025 base compensation level paid in US dollars (Mr. Shepherd = USD $390,000) has been translated at the exchange rate of USD $1.00 = CAD $1.40.

## SECTION 4 – DIRECTOR COMPENSATION

### Director Compensation Philosophy and Objectives

In 2025, all non-management Directors of the Company 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 DSU 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 Company'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 Company.

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 Company's peer group.

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

Contemplated Director compensation for 2026 as compared with 2025 and 2024 is as follows:

| Compensation Description | 2026[1] | 2025 | 2024 |
|---|---|---|---|
| **Base Retainer** | $40,000 | $40,000 | $40,000 |
| **Base Equity Retainer (DSU or Common Share Retainer)** | DSUs or Common Shares valued at $100,000 | DSUs or Common Shares valued at $100,000 | DSUs or Common Shares valued at $100,000 |
| **Audit Committee Chair Retainer** | $15,000 | $15,000 | $15,000 |
| **Compensation Committee Chair Retainer** | $10,000 | $10,000 | $10,000 |
| **Committee Chairperson Retainer – other committees** | $7,500 | $7,500 | $7,500 |
| **Lead Director Retainer** | $10,000 | $10,000 | $10,000 |
| **Committee Member Retainer** [2] | $3,000 | $3,000 | $3,000 |
| **Audit Committee Member Retainer** [2] | $5,000 | $5,000 | $5,000 |
| **Board and Committee Meeting Attendance** [3] | $1,500 | $1,500 | $1,500 |
| **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 November 2026.
2. Committee chairs do not also receive a committee member retainer for the same committee.
3. Includes meetings held in-person, by video conference and by telephone conference call.
4. The full amount of the travel allowance day rate is paid where a Director travels to or from outside North America to attend a meeting. Half the day rate ($750) is paid where a Director travels 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.

***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 Company, and those of the Shareholders.***

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 Company on a quarterly basis and are transferred to each eligible Director.

## Equity-Based Compensation – DSU 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 may 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 Company.

Pursuant to the DSU Plan, eligible Directors may be awarded DSUs, or may elect instead to receive up to 100 percent 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 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 Company. Following the date the eligible Director ceases to hold any position with the Company, provided the Director is not a US taxpayer, he or she must elect within ten (10) days to either: (i) accept a lump sum payment, at the end of the 10 day election period, of an amount 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 trading days immediately prior to the date of settlement, adjusted for dividends (the **"Redemption Price"**); or (ii) receive three payments, each equal to 1/3 of the value of DSU's held multiplied by the applicable Redemption Price with the payments to be made on: (1) the earlier of October 31 or December 31 of the year of retirement; (2) March 31 of the year following the year of retirement; and (3) June 30 of the year following the year of retirement.

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

The CGNR Committee may amend, suspend or terminate the DSU Plan at any time.

Approximately 47 percent of non-management Director's total compensation in 2025 was paid through the issuance of DSUs or Common Shares (2024 = 42 percent), and the remaining 53 percent was paid in cash (2024 = 58 percent).

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

### 2025 Director Summary Compensation Table

The following table sets forth, for the year ended December 31, 2025, 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). No option-based awards or other non-equity incentive plan compensation was granted to non-management Directors. Directors did not receive any pension value.

| Name | Fees Earned ($) | Non-Cash Retainer ($)[1] | Non-Cash Retainer Elected to Be Taken in Cash ($)[1] | All Other Comp ($)[2] | Total Comp ($) |
|---|---|---|---|---|---|
| **Carson, Donna** | 69,000 | 100,000 | — | — | 169,000 |
| **Casswell, Gary W.** | 70,000 | 50,000 | 50,000 | 4,500 | 174,500 |
| **Haslam, Darlene J.** | 77,500 | 100,000 | — | 1,500 | 179,000 |
| **Howe, James B.** | 23,000 | 10,000 | 25,000 | — | 58,000 |
| **Kangas, Len O.** | 80,000 | 40,000 | 60,000 | — | 180,000 |
| **Moomjian, Jr., Cary A.** | 27,000 | 12,500 | 25,000 | 1,500 | 66,000 |
| **Ruud, Karl A.** | 67,000 | 100,000 | — | — | 167,000 |
| **Whitham, Barth E.** | 76,000 | 100,000 | — | 4,500 | 180,500 |
| **TOTAL:** | **489,500** | **512,500** | **160,000** | **12,000** | **1,174,000** |

(1) "**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 tables above and below have been rounded to the closest $10,000.

(i) DSUs: Eligible (non-employee) Directors who received DSUs in 2025 were credited such DSUs at the end of each fiscal quarter. Ms. Carson, Ms. Haslam, Mr. Ruud and Mr. Whitham received 100 percent of their equity retainer in DSUs or Common Shares; Mr. Casswell elected to receive 50 percent of his quarterly equity retainer in DSU or Common Shares, with 50 percent paid in cash; Mr. Kangas elected to receive 40 percent of his quarterly equity retainer in DSUs, with 60 percent paid in cash; Mr. Moomjian elected to receive 50 percent of his quarterly equity retainer in DSUs, with 50 percent paid in cash; and Mr. Howe elected to receive 40 percent of his quarterly equity retainer in DSUs, with 60 percent paid in cash. On May 9, 2025, Mr. Howe and Mr. Moomjian retired as directors of the Company and, as a result, their June 20, 2025 quarterly retainer was paid fully in cash.

| DSUs – 100 percent (Carson, Haslam and Ruud) | | | |
|---|---|---|---|
| Quarter Ended | Base Price ($) | # of Units | Value ($) |
| **31-Mar-25** | 2.34 | 10,664 | 25,000 |
| **30-Jun-25** | 2.26 | 11,082 | 25,000 |
| **30-Sep-25** | 2.45 | 10,185 | 25,000 |
| **31-Dec-25** | 2.48 | 10,064 | 25,000 |
| **TOTAL:** | | | **100,000** |

| Common Shares – 100 percent (Whitham) | | | |
|---|---|---|---|
| Quarter Ended | Base Price ($) | # of Units | Value ($) |
| **31-Mar-25** | 2.33 | 10,730 | 25,000 |
| **30-Jun-25** | 2.25 | 11,133 | 25,000 |
| **30-Sep-25** | 2.44 | 10,247 | 25,000 |
| **31-Dec-25** | 2.54 | 9,843 | 25,000 |
| **TOTAL:** | | | **100,000** |

| DSUs – 50 percent (Moomjian) | | | |
|---|---|---|---|
| Quarter Ended | Base Price ($) | # of Units | Value ($) |
| **31-Mar-25** | 2.34 | 5,332 | 12,500 |
| **TOTAL:** | | | **12,500** |

| DSUs – 40 percent (Howe) | | | |
|---|---|---|---|
| Quarter Ended | Base Price ($) | # of Units | Value ($) |
| **31-Mar-25** | 2.34 | 4,265 | 10,000 |
| **TOTAL:** | | | **10,000** |

| Common Shares – 50 percent (Casswell) | | | |
|---|---|---|---|
| Quarter Ended | Base Price ($) | # of Units | Value ($) |
| **31-Mar-25** | 2.33 | 5,365 | 12,500 |
| **30-Jun-25** | 2.25 | 5,567 | 12,500 |
| **30-Sep-25** | 2.44 | 5,123 | 12,500 |
| **31-Dec-25** | 2.54 | 4,921 | 12,500 |
| TOTAL: | | | 50,000 |

| DSUs – 40 percent (Kangas) | | | |
|---|---|---|---|
| Quarter Ended | Base Price ($) | # of Units | Value ($) |
| **31-Mar-25** | 2.34 | 4,265 | 10,000 |
| **30-Jun-25** | 2.26 | 4,433 | 10,000 |
| **30-Sep-25** | 2.45 | 4,074 | 10,000 |
| **31-Dec-25** | 2.48 | 4,025 | 10,000 |
| TOTAL: | | | 40,000 |

The pricing of the DSUs paid to Directors who received their equity retainer in the form of DSUs in 2025 is based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the date the DSUs are credited.

(2) "**All other compensation**" includes the travel allowance where applicable.

## 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, 2025:

| Name | Retainer Fees [1] $ | Board Meetings $ | Committee Meetings $ | Travel Allowance $ | Equity Retainer [2] $ | Other[3] $ | Total $ |
|---|---|---|---|---|---|---|---|
| **Carson, Donna** | 48,000 | 7,500 | 13,500 | — | 100,000 | — | 169,000 |
| **Casswell, Gary W.** | 50,500 | 7,500 | 12,000 | 4,500 | 50,000 | 50,000 | 174,500 |
| **Haslam, Darlene J.** | 58,000 | 7,500 | 12,000 | 1,500 | 100,000 | — | 179,000 |
| **Howe, James B.** | 14,136 | 3,000 | 4,500 | — | 25,000 | 10,000 | 56,636 |
| **Kangas, Len. O.** | 60,500 | 7,500 | 12,000 | — | 40,000 | 60,000 | 180,000 |
| **Moomjian, Jr., Cary A.** | 14,136 | 9,000 | 2,120 | 1,500 | 23,200 | 12,500 | 62,456 |
| **Ruud, Karl A.** | 46,000 | 7,500 | 13,500 | — | 100,000 | — | 167,000 |
| **Whitham, Barth E.** | 55,000 | 7,500 | 13,500 | 4,500 | 100,000 | — | 180,500 |
| **TOTAL:** | **346,272** | **57,000** | **83,120** | **12,000** | **538,200** | **132,500** | **1,169,092** |

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

(2) See Note 1 to the Director 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 2025. Subject to qualifying conditions, certain Directors elected to take a portion of their annual equity retainer in cash, or split between DSUs and Common Shares, as specified herein.

(3) Non-cash retainer elected to be taken in cash.

## Directors' Outstanding Share-Based Awards

The following table sets forth, as at December 31, 2025, information concerning all 2025 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). There are no options-based awards held by non-employee Directors.

| | 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 ($)** | **Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed [2] ($)** |
| **Carson, Donna** | — | — | 106,667 |
| **Casswell, Gary W.** | — | — | 53,279[3] |
| **Haslam, Darlene J.** | — | — | 106,667 |
| **Howe, James B.** | — | — | 10,833[4] |
| **Kangas, Len O.** | — | — | 42,664[5] |
| **Moomjian, Jr., Cary A.** | — | — | 13,543[6] |
| **Ruud, Karl A.** | — | — | 106,667 |
| **Whitham, Barth E.** | — | — | 106,561[7] |

1. Although DSUs vest immediately upon being credited to a participant's account, in accordance with the DSU Plan, DSUs cannot be redeemed until after retirement or other separation of service of the Director.
2. Calculated based on the closing price of the Common Shares on December 31, 2025 of $2.54, multiplied by the accumulated number of DSUs or Common Shares credited to the Director on such date in respect of 2025, including DSU equivalents issued in lieu of cash dividends paid on the underlying Common Shares (if any), for the period from the grant date in 2025 to December 31, 2025 , being a total of 152,379 DSUs (Carson - 41,995; Haslam - 41,995; Howe - 4,265; Kangas – 16,797; Moomjian - 5,332; and Ruud – 41,995) and 62,929 Common Shares (Casswell – 20,976 and Whitham - 41,953).
3. Pursuant to the Plan, Mr. Casswell elected to receive 50 percent of his quarterly equity retainer in Common Shares, with 50 percent paid in cash.
4. Pursuant to the Plan, Mr. Howe elected to receive 40 percent of his quarterly equity retainer in DSUs, with 60 percent paid in cash.
5. Pursuant to the Plan, Mr. Kangas elected to receive 40 percent of their quarterly equity retainer in DSUs, with 60 percent paid in cash.
6. Pursuant to the Plan, Mr. Moomjian elected to receive 50 percent of his quarterly equity retainer in DSUs, with 50 percent paid in cash.
7. Pursuant to the Plan, Mr. Whitham elected to receive 100 percent of his quarterly equity retainer in Common Shares.

The Company 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 non-management Directors.

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

The only share-based awards granted by the Company to non-management Directors are pursuant to the DSU Plan, instituted in 2011 by the Company for Directors who are not also full-time employees of the Company. All of these awards vested on their credit or payment date. DSUs expire, at the latest, June 30 of the year following such Director ceasing to hold any positions in the Company. The value excludes dividend equivalents (if any) credited to such Director's DSU account, and dividends (if any) paid on Common Shares during the year ended December 31, 2025. No option-based awards or non-equity incentive plan compensation was granted to non-management Directors during the year ended December 31, 2025.

| Name | Share-Based Awards – Value Vested During the Year ($) [1] |
|---|---|
| **Carson, Donna** | 99,911 |
| **Casswell, Gary W.** | 49,891 |
| **Haslam, Darlene J.** | 99,911 |
| **Howe, James B.** | 9,980 |
| **Kangas, Len O.** | 39,962 |
| **Moomjian, Jr., Cary A.** | 12,477 |
| **Ruud, Karl A.** | 99,911 |
| **Whitham, Barth E.** | 99,785 |

1. Calculated based on the closing price of the Common Shares on the credit date, multiplied by the number of DSUs or Common Shares credited. In 2025, Mr. Casswell elected to take 50 percent of his quarterly equity retainer in Common Shares (the remaining 50 percent was paid in cash). Mr. Howe elected to receive 40 percent of his quarterly equity retainer in DSUs (the remaining 60 percent paid in cash); Mr. Kangas elected to take 40 percent of their quarterly equity retainer in DSUs (the remaining 60 percent was paid in cash); Mr. Moomjian elected to receive 50 percent of his quarterly equity retainer in DSUs (the remaining 50 percent paid in cash); Mr. Whitham elected to take 100 percent of his quarterly equity retainer in Common Shares.

| DSUs – 100 Percent Election (Carson, Haslam and Ruud): | | | |
|---|---|---|---|
| **Credit Date** | **Closing Price ($)** | **Units Credited (#)** | **Value ($)** |
| **31-Mar-25** | 2.34 | 10,664 | 24,954 |
| **30-Jun-25** | 2.26 | 11,082 | 25,045 |
| **30-Sep-25** | 2.45 | 10,185 | 24,953 |
| **31-Dec-25** | 2.48 | 10,064 | 24,959 |
| **TOTAL:** | | **41,995** | **99,911** |

| Common Shares – 50 Percent Election (Casswell): | | | |
|---|---|---|---|
| **Credit Date** | **Closing Price ($)** | **Units Credited (#)** | **Value ($)** |
| **31-Mar-25** | 2.34 | 5,365 | 12,554 |
| **30-Jun-25** | 2.26 | 5,567 | 12,581 |
| **30-Sep-25** | 2.45 | 5,123 | 12,551 |
| **31-Dec-25** | 2.48 | 4,921 | 12,204 |
| **TOTAL:** | | **20,976** | **49,891** |

| DSUs – 40 Percent Election (Howe) | | | |
|---|---|---|---|
| **Credit Date** | **Closing Price ($)** | **DSUs Credited (#)** | **Value Vested ($)** |
| **31-Mar-25** | 2.34 | 4,265 | 9,980 |
| **TOTAL:** | | **4,265** | **9,980** |

| DSUs – 40 Percent Election (Kangas) | | | |
|---|---|---|---|
| **Credit Date** | **Closing Price ($)** | **DSUs Credited (#)** | **Value Vested ($)** |
| **31-Mar-25** | 2.34 | 4,265 | 9,980 |
| **30-Jun-25** | 2.26 | 4,433 | 10,019 |
| **30-Sep-25** | 2.45 | 4,074 | 9,981 |
| **31-Dec-25** | 2.48 | 4,025 | 9,982 |
| **TOTAL:** | | **16,797** | **39,962** |

| DSUs – 50 Percent Election (Moomjian) | | | |
|---|---|---|---|
| **Credit Date** | **Closing Price ($)** | **DSUs Credited (#)** | **Value Vested ($)** |
| **31-Mar-25** | 2.34 | 5,332 | 12,477 |
| **TOTAL:** | | **5,332** | **12,477** |

| Common Shares – 100 Percent Election (Whitham): | | | |
|---|---|---|---|
| **Credit Date** | **Closing Price ($)** | **Units Credited (#)** | **Value ($)** |
| **31-Mar-25** | 2.34 | 10,730 | 25,108 |
| **30-Jun-25** | 2.26 | 11,133 | 25,161 |
| **30-Sep-25** | 2.45 | 10,247 | 25,105 |
| **31-Dec-25** | 2.48 | 9,843 | 24,411 |
| **TOTAL:** | | **41,953** | **99,785** |

# SECTION 5 – STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 – *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 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 the Company is responsible for the overall stewardship and governance of the Company, and has put in place standards and benchmarks by which that responsibility can be measured.

## Director Independence

The Board of Directors of the Company has determined that a majority of Directors (6 of the 8 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 Company (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following this review, only those Directors who the Board and the CGNR Committee affirmatively determine have no direct or indirect material relationship with the Company 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 Company, Mr. Edwards has substantial influence from the Board of Director's perspective on the Company's business approach, strategies, practices and culture. Furthermore, Mr. Edwards, beneficially owns and controls 43,060,656 Common Shares, representing 23.3 percent of the issued and outstanding Common Shares as of March 20, 2025. In addition, Mr. Edwards holds debentures with a principal amount of $18,650,000, which are convertible into 5,328,571 Common Shares, and 780,000 Options to acquire 780,000 Common Shares. On a partially diluted basis, assuming the conversion of Mr. Edwards' debentures and Options, Mr. Edwards will own or control (directly or indirectly) 49,169,227 Common Shares, or 25.8% of the issued and outstanding Common Shares as of March 20, 2025. |
| **Carson, Donna** | Independent | N/A |
| **Casswell, Gary W.** | Independent | N/A |
| **Geddes, Robert H.** | Non-independent | Mr. Geddes, President & Chief Operating Officer of the Company, is not considered to be an independent director due to his current role as an officer of the Company. |
| **Haslam, Darlene J.** | Independent | N/A |
| **Kangas, Len O.** (Lead Director) | Independent | N/A |
| **Ruud, Karl A** | 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 and Robert H. Geddes, are not independent directors. The Board of Directors, in conjunction with the CGNR Committee has developed a broad mandate for the CGNR Committee (of which Mr. Edwards nor Mr. Geddes are not members). The mandate includes provisions addressing, managing and developing a more effective board and ensuring that the Board of Directors can function independently of management.

The Company'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 or propose 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

In 2013, the Board of Directors accepted a recommendation of the CGNR Committee and approved the establishment of a lead director role, who is an independent director, who is nominated by the CGNR Committee and appointed by the Board of Directors. This provides the Board with 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 company directorships that a Director may have. However the Company'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 Company's Board of Directors. Moreover, the Company's Code of 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 Company.

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 currently interlocking Board memberships among our Directors.

The CGNR Committee is of the view that each Director was in 2025, and will be for 2026, 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 reporting issuers (or the equivalent) held by the Company's Director nominees:

| Name of Director | Names of Other Reporting Issuers |
|---|---|
| **Casswell, Gary W.** | Northern Ocean Ltd. (Oslo Bors) |
| **Edwards, N. Murray** | Canadian Natural Resources Limited (TSX, NYSE)<br>Magellan Aerospace Corporation (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" sessions include only the independent Directors, absent the Directors who are members of management, being Robert H. Geddes, the President & Chief Operating Officer of the Company, N. Murray Edwards, the Company'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 or proposed during such session to the Corporate Secretary of the Company immediately following each such "in-camera" session.

## 2025 Board and Committee Meeting Attendance

The overall average attendance for all meetings of the Board of Directors and its committees held in 2025 was 100 percent. 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, 2025 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** (Chairman) (1) | 5/5 | --- | --- | --- | --- | 100% |
| **Carson, Donna** | 5/5 | 4/4 | 3/3 | 2/2 | --- | 100% |
| **Casswell, Gary W.** | 5/5 | --- | --- | 4/4 | 4/4 | 100% |
| **Geddes, Robert H.** (1) | 5/5 | --- | --- | --- | --- | 100% |
| **Haslam, Darlene J.** | 5/5 | 4/4 | --- | --- | 4/4 | 100% |
| **Howe, James B.** | 2/2 | 2/2 | 2/2 | --- | --- | 100% |
| **Kangas, Len O.** | 5/5 | --- | --- | 4/4 | 4/4 | 100% |
| **Moomjian, Jr., Cary A.** | 2/2 | --- | 2/2 | 2/2 | --- | 100% |
| **Ruud, Karl A.** | 5/5 | --- | 3/3 | 4/4 | 2/2 | 100% |
| **Whitham, Barth E.** | 5/5 | 4/4 | 5/5 | --- | --- | 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 2025. Directors in attendance at each of the meetings indicated in this table were also in attendance for the in-camera portion of such meetings.

## Board Mandate

The Board of Directors have an obligation to oversee the conduct of the business of the Company 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 as revised and restated during 2024 is included in Schedule 1 at the end of this Circular.

The Company's corporate governance guidelines state that the Board of Directors is responsible for the stewardship of the Company and supervising the management of the business and affairs of the Company. 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 Company. 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, the Chair of each Committee of the Board of Directors, and the President/Chief Operating Officer of the Corporation.

The Company 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 Company acting in the following capacities: Chairman, President & Chief Operating Officer, Chief Financial Officer and the

Executive and certain Senior Vice Presidents. Collectively, these positions carry the responsibilities normally associated with a CEO.

## Committees and Committee Composition

The Board of Directors currently has four 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 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 Company.

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.

The age, gender and diversity 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.

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

| Skills & Experience | Edwards (1) | Carson | Casswell | Geddes | Haslam | Kangas | Ruud | 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 |
| **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 |
| **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 | | | | |
| **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 |
| **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 | X | | | | | X | |

1. Chairman

## Director Orientation

Under the Company's orientation program, senior management, along with certain Directors, provide orientation to new Directors. In addition, new Directors are provided background material regarding the Company that include, among other things, details on the Company'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.

The most recent orientations of new Directors took place in the fourth quarter of 2023, before Ms. Carson and Mr. Ruud joined the Board. Both Ms. Carson and Mr. Ruud were provided extensive materials and met in-person and in a virtual format with members of management and certain members of the Board of Directors in order to familiarize themselves 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 Continuing Education

At regularly scheduled meetings, the Board of Directors receives and discusses reports concerning the operations and financial results of the Company 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 as well as investor relations activity.

***Quarterly presentations are held on topics relevant to the Directors' understanding of the Company'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 have occasionally been held at divisional offices to allow for a tour of the facilities and improve the Directors' general knowledge of the Company'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 Company, including a review of the competitive environment, industry trends, and the Company's performance relative to its peers, and to provide a forum for a review of the Company's perceived strengths, weaknesses, opportunities and threats.

These sessions, often in the context of a "working dinner", provide intensive additional detailed operational, market and business activity information to the Directors. They also serve as a means to acquaint the Directors with key management personnel.

A specific focus of these sessions often is to provide a briefing on strategic issues affecting the Company, including a review of the competitive environment, industry trends, and the Company's performance relative to its peers, and to provide a forum for a review of the Company's perceived strengths, weaknesses, opportunities and threats.

Certain Directors attend continuing education presentations through professional associations, industry associations, accounting firms and law firms. During 2025, the following such continuing education events were attended by the Directors listed:

| Attendees | Course/Topic |
|---|---|
| Carson, Donna | • Institute of Corporate Directors (ICD): Human Resource & Compensation Committee Effectiveness;<br>• CPA Alberta - Preserving Market Integrity & Public Trust through Whistleblowing;<br>• CPA Canada - CPAB Update, AI and Audits;<br>• ICD - Navigating D&O Insurance;<br>• ICD - Understanding 2024 Global Internal Audit Standards & the Board's Role;<br>• ICD - Governing in Turbulent Times & Building Resilience; and<br>• ICD - Governance & Key Issues. |
| Haslam, Darlene J. | • ICD course: Strengthening Governance Foundations; and<br>• CPA Community Ambassadors: From Risk to Resilience: Navigating Cybersecurity, Data and AI. |
| Whitham, Barth E. | • KPMG: Advancing AI: Beyond the basics;<br>• KPMG: Understanding a new era of energy demand and transformation- 2025 Energy Institute Statistical Review of World Energy;<br>• KPMG: Security 2026 trends from a cyber response and recovery perspectives and implications; and<br>• KPMG: Tax value creation and the Big Beautiful Bill. |

Furthermore, 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 Company's business, their committee responsibilities and investor relations. Directors also periodically conduct site visits.

***Representatives of the external auditor of the Company 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 regularly do attend, meetings of the Audit Committee. The CGNR Committee receives regular updates on corporate risks, governance trends and best practices from Management. The Compensation Committee receives periodic reports from Management regarding compensation programs and trends, succession planning and leadership development programs.***

## Director Term Limits

The Company's Board has not adopted a policy for term limits for Directors. A Director Retirement Policy has been in place for a number of years. The Board of Directors periodically reconsiders the retirement age. Effective in 2022, the policy provides that Directors who have reached age 78 may not, unless the

remaining Board members unanimously agree to a specific exception, stand for re-election as a Director of the Company.

## Diversity Policy

***The Company 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 prospective new 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.***

The Company'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 provide a depth and breadth of viewpoints and perspectives. In early 2018, the Board of Directors adopted a written "Board Diversity Policy", which outlines the Company's commitment to promoting a diverse board, in particular with respect to gender diversity and the identification and nomination of women directors.

The Board Diversity Policy reiterates the Company'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, the Company's objectives of diversity are continually being pursued.

The Company has not adopted specific targets regarding the representation of women on its Board of Directors or in respect of executive officer appointments. While diversity is an important consideration, the Company cannot make a commitment to select a Board candidate or executive officer whose gender is a decisive factor above all other considerations. However, even before the adoption of the Board Diversity Policy, it considered the level of representation of women on the Board and in executive officer positions, in identifying and nominating candidates for election or re-election to the Board or appointment as an executive officer.

In accordance with this policy, the CGNR Committee considers the level of representation of women on the Board by overseeing the selection process and ensuring that sufficient numbers of women and other diverse candidates are included as candidates for Board of Directors consideration. Candidates are considered in the context of the skills matrix developed for the Board of Directors (described above) and planned retirements in accordance with our Director Retirement Policy (also described above). The CGNR Committee periodically reviews the policy to assess whether it is being effectively implemented and to review progress.

Currently, of the eight Directors being proposed for re-election, two are women (25 percent). One of the Company's current officers at the vice president level and above is a woman (four percent).

## Ethical Business Conduct

The Company has developed a code of conduct (the "**Code of Conduct**") that includes such topics as employment standards, conflicts of interest, and the treatment of confidential information and trading in the Company's shares, to foster conduct of the Company's business in a consistently legal and ethical manner. Each Director, all employees, contractors and consultants are required to abide by the Code of Conduct as a condition of their employment or engagement with the Company. The Company has also developed a comprehensive anti-bribery and anti-corruption policy (the "**ABC Policy**") aimed at preventing and monitoring corruption and educating our workforce with respect to our commitment to full compliance with legal and ethical standards in this regard.

The CGNR Committee periodically reviews the Company's Code of Conduct and ABC Policy to ensure they address appropriate topics and comply with regulatory requirements. Any recommended changes are submitted to the Board of Directors for approval. The CGNR Committee approved and adopted certain amendments to the Code of Conduct in 2024. The next regularly scheduled review of the Code of Conduct is scheduled to take place in the third quarter of 2027.

The Company provides all employees with access to an employee handbook that includes links to the full text of the Code of Conduct and the ABC Policy on the Company's intranet. As part of our new employee on-boarding process, all new employees must complete a Code of Conduct e-learning module, and new employees in roles that potentially may be exposed to corruption or bribery (based on function and/or location of employment) must also complete an ABC Policy e-learning module. Existing employees as well as all members of the Board of Directors are required to complete these modules on either an annual basis (office personnel and Directors) or every three (3) years (field personnel).

***Since 2015, each Director and employee has been required to complete, on an annual basis, an e-training module on the Code of Conduct. This e-training module contains an acknowledgement of understanding of the training and the Code of Conduct.***

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, the annual acknowledgments and conflict of interest disclosures, and the ABC Policy, are all overseen by the CGNR Committee. In addition, the CGNR Committee relies on management to further monitor compliance with the Code of Conduct.

In addition to the foregoing, the Company's Business Ethics Hotline provides a procedure for the submission of information by any Director, officer or employee relating to possible violations of the Code of Conduct, the ABC Policy or any other policy. Reports can also be made directly to the Chairman of the Audit Committee.

***Since 2015, the Company has had in place an independent third party "Business Ethics Hotline" service provider for the purpose of receiving reports of violations of the Code of Conduct or any other policy. Reports can be made anonymously and confidentially online, by email, by mail and by phone in over 150 languages. Reports also can still be made directly to the Chairman of the Audit Committee.***

The Chair of the Audit Committee oversees investigations of alleged breaches of the Code of Conduct together with management where appropriate. The Chair of the Audit Committee and the Company's General Counsel reports on Business Ethics Hotline activity to the Board of Directors on a quarterly basis.

No material change report was filed in 2025 or in 2026 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 Company's website (www.ensignenergy.com), on SEDAR+ at www.sedarplus.ca, or by contacting the Corporate Secretary of the Company 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 an interested party.

## Nomination of Directors

The CGNR Committee (comprised entirely of independent directors) 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 Company. 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 Circular above called "Director Skills and Experience", where the current skills matrix is disclosed.***

## Director and Officer 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 section of this Circular entitled "Director Compensation".

The Compensation Committee establishes and reviews the Company's executive compensation policies and programs. For further detail, please see the section of this Circular entitled "Compensation Discussion & Analysis".

## 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:<br>• Effectiveness of the Chair of the Board of Directors and Committee Chairs;<br>• Contributions of individual Directors to the Board of Directors as a whole and to Committees;<br>• The apparent preparation of individual Directors for Board of Directors and Committee meetings; and<br>• The conduct of individual Directors in Board of Directors and Committee meetings. | | • Full responses are reviewed by the CGNR Committee.<br>• A summary report is provided by the Chair of the CGNR Committee to the full Board of Directors.<br>• 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:<br>Review, approval and monitoring of strategic and operating plans;<br>Corporate compliance and controls;<br>Review and approval of management performance and compensation;<br>Review of succession planning;<br>Advice and counsel to management;<br>Selection and evaluation of Board candidates;<br>Board practices generally; and<br>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 and suggestions for improvement raised by Directors in the assessments, whether with respect to individual Directors, the Board of Directors as a whole or its Committees, are highlighted and reviewed by the CGNR Committee. 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 – Directors and Officers

The Company has adopted mandatory share ownership policies that apply to Directors and senior officers of the Company. Please see the sections of this Circular entitled "Particulars of Matters to be Acted Upon – Director Information Tables – 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, 2025, each Director and senior officer subject to this policy meets (or is exempt from) 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 Company. The President & Chief Operating Officer, the Chief Financial Officer and Investor Relations personnel generally manage shareholder communications. They also are responsible for all communications from and to the Company'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 Company 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 Company, annual and quarterly financial statements and earnings releases, 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 Company is permitted to grant options ("**Options**") from time-to-time to officers and other employees of the Company and its subsidiaries. Since the initial approval of the Plan, periodic amendments have been made, as follows:

- 2001: 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.

- 2005: 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 percent 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.

- 2009: 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 two percent 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.

- 2017: The Compensation Committee approved certain “housekeeping” amendments to the Plan. Shareholder approval of these amendments was not required.

***The Plan specifies that in the event of a change of control of the Company, 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 Company.
- The number of Common Shares issuable (or reserved for issuance) to insiders will not exceed five percent of the outstanding Common Shares.
- The number of Common Shares issuable (or reserved for issuance) to any one optionee will not exceed five percent of the outstanding Common Shares.
- The number of Common Shares, together with all of the Company’s other previously established or proposed share compensation arrangements:
    - issuable (or reserved for issuance) to insiders at any time will not exceed 10 percent of the outstanding Common Shares;

    - which may be issued to insiders within a one-year period will not exceed 10 percent 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 five percent 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 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.

For details on the treatment of Options on an employee's termination, see "Compensation Discussion and Analysis – Termination and Change of Control Benefits". The Company does not provide financial assistance to participants under the Plan to facilitate the purchase of securities under the Plan, including on exercise of Options.

The Board of Directors believes that granting of stock options is and should be used by the Company to augment the overall compensation package offered to its employees. The Company has a long-standing policy of awarding stock options to executive officers and employees, assisting the Company 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 Company, aiding in the recruitment and retention of skilled, knowledgeable and dedicated staff. The Board of Directors and its Compensation Committee believe this established policy of awarding stock options aligns executives and employees with shareholders and meets the Company'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 compatible with reasonable 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, 2025

| 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** | 5,906,225 | 2.84 | 8,357,135 |
| **Equity compensation plans not approved by security holders** | Nil | Nil | Nil |

The Plan is the only equity compensation plan of the Company. From time to time, stock appreciation rights ("**SARs**") are granted to certain employees of the Company 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 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, 2025, represented 3.19 percent of the total number of Common Shares issued and outstanding as of that date (2025 – 2.85 percent; 2024 – 2.56 percent).

The Plan provides 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 (8.28 percent of the issued and outstanding Common Shares of the Company as at December 31, 2025), of which 8,357,135 remain available for issuance (4.52 percent of the issued and outstanding Common Shares of the Company as at December 31, 2025).

In 2025, 1,645,500 Options were granted pursuant to the Plan (2024 – 1,568,500). This represented 0.89 percent of the issued and outstanding Common Shares as of December 31, 2025 (2024 – 0.85 percent). The stock option annual grant rate over the past three 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 (Burn Rate) |
|---|---|---|---|
| **2025** | 184,884,155 | 1,645,500 | 0.89% |
| **2024** | 184,366,730 | 1,568,500 | 0.85% |
| **2023** | 184,314,130 | 1,626,000 | 0.88% |

The Company's annual "burn rate" (as described in Section 613(p) of the TSX Company Manual) for the past three 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 Common 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 is capped at one percent of the Company's 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 17, 2026. As at March 17, 2026, there were 184,884,155 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 persons known to the Directors and executive officers of the Company to beneficially own, or exercise control or direction over, directly or indirectly, 10 percent or more of the outstanding voting securities of the Company as at March 17, 2026:

| Name | Number of Voting Securities Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised[1] | Percentage of Outstanding Voting Securities So Owned, Controlled or Directed |
|---|---|---|
| **Edwards, N. Murray**<br>St. Moritz, Switzerland | 43,060,656 Common Shares[2] | 23.3% |
| **Fairfax Financial Holdings Limited**<br>Toronto, Canada | 36,549,319 Common Shares[3] | 19.8% |

[1] Based on the most recent public filings of such person filed on the System for Electronic Disclosure by Insiders at www.sedi.ca

[2] In addition, Mr. N. Murray Edwards holds unsecured subordinated convertible debentures (**"Convertible Debentures"**) in an amount equal to $18,650,000, which are convertible into 5,328,571 Common Shares, and 780,000 options to acquire 780,000 Common Shares. On a partially diluted basis, assuming the conversion of Mr. Edwards' Convertible Debentures and options, Mr. Edwards will own or control (directly or indirectly) 49,169,227 Common Shares, or 25.8% of the issued and outstanding Common Shares.

[3] In addition, Fairfax Financial Holdings Limited holds Convertible Debentures in an amount equal to $4,200,000. The Convertible Debentures are convertible into 1,200,000 Common Shares which, if converted in full, would result in Fairfax Financial Holdings Limited holding 37,749,316 Common Shares or 20.3% of the Common Shares currently issued and outstanding (assuming only the conversion of Fairfax Financial Holdings Limited's Debentures).

## Interest of Informed Persons in Material Transactions

Management of the Company is not aware of any other material interest, direct or indirect, of any informed person of the Company, any nominee for director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed fiscal year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, other than as disclosed herein.

## Indebtedness of Directors and Executive Officers

No individual who is, or at any time during the most recently completed financial year of the Company was, a director, executive officer, or employee of the Company (or a former director, executive officer or employee of the Company), nor any proposed nominees for election as a director of the Company, nor any associate of any one of them: (a) is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries; or (b) was indebted to another entity, which such indebtedness is, or was at any time during the most recently completed financial year of the Company, the subject of a guarantee, support agreement, letter of credit, or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## Management Contracts

During the financial year ended December 31, 2025, no management functions of the Company were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

## Other Matters

Management of the Company 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

This document may include forward-looking information statements is defined in applicable securities legislation. Forward-looking statements are not representations or guarantees of future performance and are subject to certain risks. Undue reliance should not be placed on forward-looking statements as there can be no assurance that assumptions upon which they are based will occur, and actual results or events could differ materially from those anticipated and described in the forward-looking statements. Should unexpected or unanticipated circumstances or events materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those expressed or implied by the forward-looking statements. The impact of any one factor on a particular forward-looking statement is not determinable with certainty as such factors are interdependent upon other factors, and our course of action would depend upon our assessment of the future considering all information then available. Although we believe that the expectations conveyed by the forward-looking statements are reasonable based on information available to us on the date such forward-looking statements are made, no assurances can be given as to future results, levels of activity and achievements. Except as required by law, we assume no obligation to update forward-looking statements should circumstances or our projections, anticipations, estimates or opinions change.

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

Financial information and disclosures regarding forward looking statements are provided in the Company's comparative consolidated financial statements and management's discussion and analysis ("**MD&A**") for the fiscal year ended December 31, 2025. Shareholders may request copies of the Company'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: Investor Relations
Telephone (403) 262-1361
Fax (403) 262-8215
Website: www.ensignenergy.com



# SCHEDULE 1
# BOARD OF DIRECTORS MANDATE

**Approved by:** Board of Directors **Current Revision Date:** February 29, 2024

**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, each director on 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, 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;

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

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

**Meetings:**

1. The agenda of the Board meeting will be prepared under supervision of 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 and approved by the Board. The minutes of the meetings shall accurately record the discussions and decisions of the Board and shall be distributed to all directors in advance of meetings whenever possible.

4. The President may be present at all meetings of the Board.

5. Vice-Presidents and such other staff as deemed appropriate by the Chair shall attend all or portions of meetings.

**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, the Board may delegate to the officers of the Corporation power 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 pursue the Corporation's strategic objectives. Without limiting the generality of the foregoing, the Board's principal duties may include the following activities, some of which may be delegated to Board Committees in whole or part:

***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 Corporation's annual operating and capital expenditure budgets, which shall be proposed by management.

10. Approve issuances of additional common shares or other securities.

***Risk Management*:**

11. Oversee the Corporation's systems for identifying, monitoring, and managing the operational, legal and commercial risks in the conduct of the Corporation's business and operations in order to balance the risks and returns.

12. Approve policies and procedures designed to further the Corporation's endeavors to act responsibly and in compliance with applicable laws, rules, and regulations.

***Management and Organization*:**

13. Oversee the appointment of all executive officers of the Corporation, including the President.

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

15. Approve any proposed significant change in the management or organizational structure of the Corporation.

16. Approve any retirement plans for officers and employees of the Corporation.

***Communications and Reporting*:**

17. Oversee timely, accurate and regular disclosure and reporting of the financial performance of the Corporation to shareholders, other security holders, and the investment community.

18. Monitor and support the Corporation's investor relations activities.

***Finances and Controls*:**

19. Monitor the appropriateness of the Corporation's debt financing, capital and financial structure and approve changes thereto.

20. Oversee management's implementation and maintenance of the Corporation's internal control and information systems.

21. 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*:**

22. Support a culture of integrity and responsible stewardship, including compliance with the Corporation's related policies.

***Governance*:**

23. Approve the Corporation's approach to corporate governance, including this Mandate, the mandates of the Board's committees and facilitate the continuity, effectiveness, and independence of the Board, including by way of example:

    a. overseeing succession planning for the Board and selection of candidates for election to the Board;

    b. approving the appointment of directors to the audit committee and the other committees of the Board, from time to time;

    c. conducting regular (and not less than biennial) 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; and

    d. approving the Corporation's approach to director compensation and protection.

24. 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.

25. Delegate to the Board committees oversight of specific matters.

***General*:**

26. Review, reassess and modify the adequacy of this Mandate and the Mandates of Board Committees periodically.

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