

ENSIGN ENERGY SERVICES INC.

MANDATE OF THE BOARD OF DIRECTORS

Approved by: Board of Directors

Current Revision Date: August 5, 2016

Role and Objectives:

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

- (a) review, discuss and approve the Corporation’s strategic planning and organizational structure, including in consultation with senior management of the Corporation where appropriate;
- (b) supervise the management of the business and affairs of the Corporation while delegating to senior management the responsibility for day-to-day management of the Corporation, with the goal of achieving the Corporation’s principal objectives as defined by the Board;
- (c) discharge the duties imposed on the Board by applicable laws, the constating documents of the Corporation, this Mandate and the committee mandates; and
- (d) for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

Meetings

1. The agenda of the Board meeting will be prepared by the chairperson of the Board (the “**Chair**”), working with the secretary, and, whenever reasonably practicable, circulated to each director prior to each meeting.
2. The Board shall meet at least four times per year and/or as deemed appropriate by the Chair.
3. Minutes of all Board meetings shall be taken by the secretary of the meeting. The minutes of the meetings shall accurately record the discussions of and decisions made by the Board and shall be distributed to all directors.
4. The President or his or her designates may be present at all meetings of the Board.
5. Vice-Presidents and such other staff as appropriate to provide information to the Board shall attend meetings at the invitation of the Board.

Delegation

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

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

Mandate and Responsibilities of the Board:

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

Strategic Direction, Operating and Capital Plans:

8. Oversee, review, question and approve the mission of the Corporation and its strategy, objectives and goals, taking into account the opportunities available to the Corporation, the potential risks it faces and the Corporation's risk appetite.
9. Approve the annual operating and capital plans proposed by management.
10. Review progress towards the achievement of the goals established in the strategic planning process and the operating and capital plans and revise and alter the Board's direction to management in light of changing circumstances.
11. Approve issuances of additional common shares or other securities to the public.

Risk Management:

12. Oversee the Corporation's systems for effectively identifying, monitoring and managing the risks it faces with a view to achieving a proper balance between the risks incurred and the potential returns to the Corporation and the long-term sustainability of the Corporation.
13. Approve policies and procedures designed to ensure that the Corporation acts responsibly and in compliance with applicable laws, rules and regulations.

Management and Organization:

14. Appoint the President and approve the position description and annual performance goals and compensation of the President.
15. Evaluate the performance of the President at least annually.
16. Establish the limits of management's authority and responsibility in conducting the Corporation's business.
17. Oversee the appointment of all other executive officers of the Corporation.
18. Oversee succession planning processes for the President and senior management of the Corporation.
19. Approve any proposed significant change in the management organization structure of the Corporation.

20. Approve all retirement plans for officers and employees of the Corporation.
21. Generally provide advice and guidance to management.

Communications and Reporting:

22. Review the communications policy for the Corporation, including with respect to shareholders, employees, customers, financial analysts, governments and regulatory authorities, the media and other stakeholders.
23. Oversee management's process for the timely, accurate and complete disclosure of developments that have a significant and material impact on the Corporation.
24. Oversee timely, accurate and regular disclosure and reporting of the financial performance of the Corporation to shareholders, other security holders and regulators in accordance with applicable laws and accounting standards.
25. Monitor and support the Corporation's investor relations activities and its stakeholder engagement policies and practices, including the processes for receiving feedback from shareholders.
26. Report annually to shareholders on the Board's stewardship for the preceding year.

Finances and Controls:

27. Monitor the appropriateness of the Corporation's capital and financial structure and approve changes to that structure.
28. Oversee management's institution and maintenance of the integrity of internal control and information systems, including maintenance of all required records and documentation.
29. Delegate to senior management the authority for expenditures and transactions, subject to specified limits beyond which Board approval would be required.

Corporate Responsibility and Ethics:

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

Governance:

32. Approve the Corporation's approach to corporate governance, including this Mandate, the mandates of the Board's committees and the position descriptions for the Chair, the Lead Director, the President and committee chairs and facilitate the continuity, effectiveness and independence of the Board, including by:
 - (a) Overseeing succession planning for the Board and selecting nominees for election to the Board;

- (b) Approving the appointment of directors to the audit committee and the other committees of the Board approved by the Board from time to time;
 - (c) Conducting regular (and not less than annual) assessments of the Board as a whole, the committees of the Board, the contribution of each individual director and the Chair, Lead Director and committee chairpersons, in each case by reference to this Mandate, the applicable committee mandate and/or the applicable position description;
 - (d) Reviewing the orientation and education programs for new directors; and
 - (e) Approving the Corporation's approach to director compensation and protection.
33. Oversee structures and procedures, including the appointment of a Lead Director (if applicable), to enable the Board to exercise independent judgment and make decisions on director independence.
 34. Delegate to the Board committees oversight of specific matters while retaining ultimate responsibility for those delegated matters.
 35. Approve the Corporation's approach to director compensation and protection.
 36. Enforce Board policy respecting confidentiality of the Corporation's proprietary information and Board deliberations.

General:

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