

ENSIGN ENERGY SERVICES INC.

MANDATE OF THE CORPORATE GOVERNANCE, NOMINATIONS & RISK COMMITTEE

Approved by: Board of Directors

Current Revision Date: August 5, 2016

Role and Objectives:

The Corporate Governance, Nominations & Risk Committee (the “**Committee**”) is a committee of the Board of Directors (“**Board**”) of Ensign Energy Services Inc. (the “**Corporation**”) established to, among other things:

- (a) Assist the Board and make recommendations in respect of the Board’s approach to corporate governance generally;
- (b) Oversee the process for the nomination of directors for appointment to the Board;
- (c) Make recommendations regarding the appointment of directors to committees of the Board;
- (d) Make recommendations with respect to the remuneration and protection of the directors;
- (e) Oversee the performance evaluation of the Board, its committees and individual directors; and
- (f) Oversee the Corporation’s enterprise risk management framework.

Membership of Committee:

1. The Committee shall be comprised of at least three (3) Directors, none of whom are members of management of the Corporation and a majority of whom are “independent” directors (as defined from time to time under applicable securities laws and the rules of any stock exchange on which the Corporation’s securities are listed for trading).
2. At least 25% of the members of the Committee shall be Canadian residents.
3. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board shall fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise its powers as long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until his or her successor is appointed and qualified or his or her earlier resignation or removal.
4. The Board appoints the Committee Chair, who shall be an independent director. The Chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over meetings, making committee assignments and reporting to the Board.

Meetings:

5. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
6. A quorum for meetings of the Committee shall be a majority of its members.
7. The rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board.
8. The Chair of the Committee shall designate a person who need not be a member of the Committee or a director to act as secretary or, if the Chair of the Committee fails to designate such a person, the secretary of the Corporation shall be secretary of the Committee. The agenda of Committee meetings will be prepared by the Chair of the Committee, working with the secretary of the Committee and, whenever reasonably practicable, circulated to each member prior to each meeting.
9. Minutes of all meetings of the Committee shall be taken by the secretary. The minutes of Committee meetings shall accurately record the discussions of and decisions made by the Committee, including all recommendations to be made by the Committee to the Board and shall be distributed to all Committee members.
10. Meetings of the Committee should be scheduled to take place at least four times per year, and more often as it deems necessary to perform the duties and discharge its responsibilities as described in this Mandate. Each meeting shall include an “in camera” session of independent directors.
11. The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities, its compliance with this Mandate and any recommendations made by the Committee to the Board.
12. The Committee may retain persons having special expertise and/or obtain independent professional advice as may be necessary to carry out its duties and responsibilities, at the expense of the Corporation and without any further approval of the Board.
13. If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the chairman of the Board (the “**Chair**”). If the Committee Chair, or the Chair, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee his or her interest and shall not participate in consideration of the matter and shall not vote on the matter.

Powers:

14. The Committee shall be entitled to full access to all books, records, facilities, and personnel of the Corporation and its subsidiaries. The Committee may require such officers, directors and employees of the Corporation and its subsidiaries and others as it may see fit from time to time to provide any information

about the Corporation and its subsidiaries it may deem appropriate and to attend and assist at meetings of the Committee.

15. The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.
16. The Committee may adopt policies and procedures for carrying out its responsibilities.

Mandate and Responsibilities of Committee:

The Committee shall:

Corporate Governance:

17. Consider the Corporation's approach to corporate governance and periodically review and recommend any necessary changes to the Board for approval.
18. Review the Corporation's corporate governance guidelines and policies, including limitations on the number of boards on which Directors may sit and policies with respect to director tenure, retirement, succession, diversity and changes in the primary occupation of a Director, and recommend any necessary changes to the Board for approval.
19. Review, and recommend to the Board for approval, reports concerning the Corporation's corporate governance practices as required under applicable securities laws and the rules of any stock exchange on which the Corporation's securities are listed for trading.

Board Composition and Director Nominations:

20. Oversee, and report and, where appropriate, make recommendations to the Board on, matters relating to the nomination of directors and in so doing shall:
 - (a) develop criteria for selection of directors and procedures to identify possible nominees;
 - (b) review annually and prioritize the competencies, skills and personal qualities required of directors in order to add value to the Corporation, in light of:
 - (i) the opportunities and risks facing the Corporation and the Corporation's proposed strategy;
 - (ii) the need to ensure that for purposes of the composition of the Board: (A) a majority of the directors are "independent" directors (as defined under applicable securities laws and the rules of any stock exchange on which the Corporation's securities are listed for trading), (B) at least 25% of the Directors are residents of Canada, and (C) at least three Directors are "independent" directors (as defined from time to time under the requirements or guidelines for audit committee service under applicable securities laws and the rules of any stock exchange on which the Corporation's securities are listed for trading);

- (iii) the competencies, skills and personal qualities of each existing director; and
 - (iv) the Corporation's corporate governance guidelines and Board policies with respect to director tenure, retirement, succession and diversity and the number of boards on which Directors may sit;
 - (c) review of the competencies, skills and personal qualities of each existing director having regard to, among other things, the contributions made by the director to the effective operation of the Board, the results of the Board evaluation process and any significant change in the primary occupation of the director;
 - (d) consider any candidates recommended by shareholders, having regard to each of the other considerations outlined above and the current criteria for selection of directors; and
 - (e) in light of the above, make recommendations regarding the names of nominees for director to be brought forward to the next annual shareholders meeting or to be appointed to fill vacancies between meetings and for otherwise changes to the composition of the Board as the Committee deems necessary and appropriate.
21. Review periodically and, if appropriate, make recommendations to the Board as to the appropriate size of the Board.
22. Recruit candidates for director approved by the Board through the Committee Chair.

Board Independence:

23. Make recommendations to the Board as to which directors should be classified as independent directors.
24. Develop and recommend to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function independently of management.
25. Make recommendations to the Board or the independent directors, as appropriate, regarding any resignation of a director made pursuant to a Board policy, corporate governance guidelines or the Corporation's majority voting policy.

Director Protection:

26. Assess the directors and officers liability insurance policy maintained by the Corporation and make recommendations for its renewal or amendment or the replacement of the insurer.
27. Subject to applicable law and the articles and by-laws of the Corporation, oversee administration of all policies and practices of the Corporation with respect to the indemnification of Directors by the Corporation and for approve all payments made pursuant to such policies and practices.

Director Compensation:

28. Periodically review, and recommend to the Board for approval, the remuneration of the directors, including remuneration for serving as Chair, Lead Director or on a committee of the Board as a member or as a committee chair or otherwise, which adequately reflects the responsibilities being assumed, together with any other arrangements pursuant to which monies or other compensation are payable to a director or a party related to a director.

Board Roles:

29. At the first meeting of the Board following each annual shareholder meeting, recommend to the Board the appointment or reappointment of the Chair and the appointments or reappointments to each committee of the Board.

Board Succession Planning:

30. Oversee the succession process for the Chair and contingency plans in the event of the unexpected incapacitation or departure of the Chair.
31. Review succession plans for the chairs of the Board's committees.

Director Orientation and Education:

32. Oversee and periodically review the orientation and education programs for new directors to familiarise them with the Corporation's business and operations, including the Corporation's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the independent auditors.
33. Oversee ongoing educational opportunities for all directors.

Board Evaluations:

34. Periodically review the annual Board, committee and director performance evaluation process, including by conducting surveys of director observations, suggestions, views, effectiveness and preferences.
35. Annually assess the effectiveness and performance of:
 - (a) the Board as a whole;
 - (b) the committees of the Board (including this Committee);
 - (c) the contribution of each individual director; and
 - (d) the Chair and committee chairs;

in each case, having regard to the applicable mandate.

36. Report to the Chair the results of the annual performance evaluation process and make any applicable recommendations to the Board for approval.
37. Act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board. The Chair of the Committee shall be responsible to develop a response to any such concerns.

Disclosure and Communication:

38. Review policies and practices with respect to engagement with shareholders, creditors and other stakeholders in the Corporation, the investment community and the public more generally, and consider whether the Corporation is communicating effectively with these constituencies.
39. Annually review and recommend to the Board for approval (if deemed advisable) the disclosure of the Corporation's corporate governance practices to be made in the management proxy circular prepared in connection with the annual meeting of shareholders.

Enterprise Risk:

40. Oversee the development, maintenance and periodic updating of a risk assessment framework for identifying, assessing, monitoring and mitigating the Corporation's enterprise risk. In particular, the Committee shall assess, prioritize and evaluate forward-looking risks on an enterprise level, including jurisdictional, regional and geopolitical risk, anti-corruption and anti-bribery risk, and oversight of development of risk mitigation strategies with respect to any such forward-looking risks. In so doing, the Committee shall periodically review:
 - (a) the Corporation's risk tolerance profile, management strategy and risk reduction plans, in relation to alignment with strategy and with regard to the likelihood of occurrence and the impact on the Corporation or any of its business units;
 - (b) the adequacy of the Corporation's processes, controls and resources to mitigate risk, perform its risk management responsibilities and achieve objectives; and
 - (c) the Corporation's performance against specified risk reduction metrics.

The Committee's responsibilities related to risk under this Mandate shall not be construed to pre-empt, reduce or otherwise alter the responsibilities of the Corporation's Audit Committee, or any other committee of the Board, nor shall they be construed to relieve management of its primary responsibility for enterprise risk management.

General:

41. Review and consider the engagement at the expense of the Corporation of professional and other advisors by an individual Director(s) when so requested by such Director(s).

42. Undertake on behalf of the Board such other corporate governance initiatives as may be necessary or desirable to enable the Board to provide effective corporate governance for the Corporation and contribute to the success of the Corporation and enhance shareholder value.
43. Review and reassess the adequacy of this Mandate periodically and as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated with reference to this Mandate periodically.