



NOTICE OF MEETING
and
MANAGEMENT INFORMATION CIRCULAR
for the
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on
June 18, 2021

Dated May 6, 2021

CLEARSTREAM ENERGY SERVICES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on June 18, 2021

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders (each, a "**Shareholder**") of common shares ("**Common Shares**") of ClearStream Energy Services Inc. (the "**Corporation**" or "**ClearStream**") will be held at the Corporation's offices at Suite 1650, 311 – 6th Avenue S.W., Calgary, Alberta on Friday, June 18, 2021, at 9:00 a.m. (Calgary time) for the following purposes:

- (a) to receive the consolidated financial statements of the Corporation for the year ended December 31, 2020 and the auditors' report thereon;
- (b) to re-appoint Ernst & Young LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (c) to elect directors of the Corporation for the ensuing year;
- (d) to consider and, if deemed advisable, to pass a special resolution approving the continuance of the Corporation out of the jurisdiction of Ontario under the *Business Corporations Act* (Ontario) (the "**OBCA**") and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta) (the "**ABCA**"), and the adoption by the Corporation of an ABCA compliant by-law, as more particularly described under the heading "*Particulars of the Matters to be Acted Upon – Continuance of the Corporation from Ontario to Alberta*" in the Circular (as defined below); and
- (e) to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This Notice of Meeting is accompanied by the management information circular of ClearStream dated May 6, 2021 (the "**Circular**"), and a form of proxy or voting instruction form. Details of the matters to be put before the Meeting are set forth in the Circular. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by ClearStream before the Meeting or by the Chair of the Meeting, as applicable.

The board of directors of ClearStream has fixed April 29, 2021 as the record date (the "**Record Date**") for determining Shareholders who are entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof. Only Shareholders whose names appear in the register of Shareholders maintained by or on behalf of ClearStream ("**Registered Shareholders**") at the close of business on the Record Date will be entitled to receive notice of the Meeting and to attend and vote at the Meeting.

Due to restrictions on group gatherings implemented by the Government of Alberta in response to the coronavirus (COVID-19) pandemic and out of concern for the wellbeing of all participants, physical attendance at the Meeting will be restricted to essential personnel and Registered Shareholders and proxyholders entitled to attend and vote at the Meeting. Physical attendance at the Meeting may be further restricted in order to comply with government and public health directives regarding physical distancing and the Corporation may not be able to accommodate in-person attendance at the Meeting by eligible Registered Shareholders and proxyholders. Due to such restrictions, the Corporation strongly encourages Registered Shareholders and proxyholders NOT to physically attend the Meeting in person. Shareholders can access the Meeting via teleconference and webcast (see below communication particulars). However, it will not be possible for Shareholders to vote their Common Shares via the teleconference and webcast. Shareholders are therefore strongly encouraged to exercise their voting rights prior to the Meeting by following the instructions set out in the form of proxy or voting instruction form received by Shareholders.

The Corporation is providing remote communication to the Meeting through:

(a) a live audio webcast at the following webcast URL link:

<https://edge.media-server.com/mmc/p/mqifrxm4>

(b) conference call telephone numbers:

Canada/U.S. (toll free) 1-833-562-0134

International (toll) +1-661-567-1109

Callers should dial in 5-10 minutes prior to the scheduled time of the Meeting and ask to join the call. The conference call ID is 1494674.

The Corporation is continuously monitoring the rapidly evolving news and guidelines related to the COVID-19 pandemic and may take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Shareholders are encouraged to monitor the Corporation's website at www.clearstreamenergy.ca or the Corporation's SEDAR profile at www.sedar.com, where copies of such press releases, if any, will be posted. The Corporation does not intend to prepare an amended Circular in the event of changes to the Meeting format.

If you are a Registered Shareholder, please exercise your right to vote by completing and signing the enclosed form of proxy and depositing it with Computershare Investor Services Inc. by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 not later than 9:00 a.m. (Calgary time) on Wednesday, June 16, 2021, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjournment(s) or postponement(s) of the Meeting. The Chair of the Meeting may waive or extend this time limit for receipt of completed proxies by Computershare Investor Services Inc. without notice.

If you are not a Registered Shareholder and hold your shares through a broker or other agent, please complete the form of proxy or voting information form that you have received, in accordance with the instructions provided therein, so that your Common Shares can be voted in accordance with your instructions.

DATED at Calgary, Alberta this 6th day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Sean McMaster*"

Sean McMaster
Chairman of the Board of Directors
ClearStream Energy Services Inc.

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MANAGEMENT INFORMATION CIRCULAR

GLOSSARY

"**ABCA**" means the *Business Corporations Act* (Alberta);

"**ABL Facility**" means the asset-based lending facility pursuant to the terms of the fifth amended and restated credit agreement dated as of March 23, 2021, as amended, among the Corporation, as borrower, each of the subsidiaries of the Corporation, as guarantor, Bank of Montreal, as agent, and each of the banks and financial institutions from time to time parties thereto, as lenders, comprised of a revolving credit facility and the Term Facility;

"**Adjusted EBITDAS**" means, for a particular period, EBITDAS excluding the gain on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring costs, gain on sale of property, plant and equipment, recovery of contingent consideration liability, other loss, one time incurred expenses, impairment of right-of-use assets, bargain purchase gain, gain on remeasurement of right-of-use assets, and government subsidies;

"**AIP**" means the Annual Incentive Plan of the Corporation;

"**Beneficial Shareholder**" has the meaning given to it in "*Voting Information – Advice to Beneficial Shareholders*";

"**Board**" means the board of directors of the Corporation;

"**Broadridge**" means Broadridge Financial Services, Inc.;

"**Canso**" means Canso Investment Counsel Ltd.;

"**CCO**" means Chief Commercial Officer;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**CGC Committee**" means the Corporate Governance and Compensation Committee of the Board;

"**Circular**" means this management information circular dated May 6, 2021 provided to Shareholders in connection with the Meeting;

"**ClearStream**" or the "**Corporation**" means ClearStream Energy Services Inc.;

"**Common Shares**" means the common shares in the capital of the Corporation;

"**Company EBITDA**" means Adjusted EBITDAS excluding the application of IFRS 16 (Leases);

"**Comparator Group**" has the meaning given to it in "*Statement of Executive Compensation – Reward Strategy and Policy*";

"Continuance" means the continuance of the Corporation out of the jurisdiction of Ontario under the OBCA and into the jurisdiction of Alberta under the ABCA;

"COO" means Chief Operating Officer;

"CVCU" means cumulative value creation units granted under the CVCU Plan;

"CVCU Plan" means the Cumulative Value Creation Unit Plan of the Corporation, as described in *"Statement of Executive Compensation – Components of Executive Compensation – Long-Term Incentive Plans"*;

"EBITDAS" means, for a particular period, net earnings determined in accordance with IFRS, before depreciation and amortization, interest expense, income tax expense (recovery), share-based compensation, and other long-term incentive plan expenses;

"HSE Committee" means the Health, Safety and Environment Committee of the Board;

"IFRS" means International Financial Reporting Standards, but only to the extent the same are adopted by CPA Canada as generally accepted accounting principles in Canada and then subject to such modifications thereto as are agreed by CPA Canada, applied on a consistent basis;

"Meeting" means the annual and special meeting of the holders of common shares of the Corporation held on June 18, 2021, at 9:00 a.m. (Calgary time);

"NEO" or "Named Executive Officer" means each of the following individuals, the CEO, the CFO, and each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;

"New By-Laws" means by-law no.1 of the Corporation, to be adopted in connection with the Continuance, in substantially the form attached to this Circular as Schedule "A";

"NI 52-110" means National Instrument 52-110 – *Audit Committees*;

"Notice of Meeting" means the notice of meeting of Shareholders accompanying this Circular;

"OBCA" means the *Business Corporations Act* (Ontario);

"Option Plan" means the Incentive Option Plan of the Corporation as described in *"Statement of Executive Compensation – Components of Executive Compensation – Long-Term Incentive Plans"*;

"Performance Incentive Plan" means the Performance Incentive Plan of the Corporation as described in *"Statement of Executive Compensation – Components of Executive Compensation – Long-Term Incentive Plans"*;

"Preferred Shares" means, collectively, the series 1 cumulative redeemable convertible preferred shares in the capital of the Corporation and the series 2 cumulative redeemable convertible preferred shares in the capital of the Corporation;

"PSU and RSU Plan" means the Performance Share Unit and Restricted Share Unit Plan of the Corporation;

"Record Date" means April 29, 2021;

"Senior Secured Debentures" means 8.00% senior secured debentures due 2026 pursuant to a trust indenture between ClearStream, as issuer, and Computershare Trust Company of Canada, as debenture trustee, as amended and supplemented;

"Shareholders" means the holders of Common Shares;

"Term Facility" means the term loan facility established under the ABL Facility pursuant to which the term lenders are accounts fully managed by Canso in its capacity as portfolio manager; and

"TSX" means the Toronto Stock Exchange.

INFORMATION CONTAINED IN THIS CIRCULAR

This Circular is furnished in connection with the solicitation of proxies by and on behalf of management of ClearStream for use at the Meeting to be held at the time and place and for the purposes set forth in the Notice of Meeting accompanying this Circular.

The information contained in this Circular is given as of May 6, 2021, except as otherwise noted. No person has been authorized to give information or to make any representations in connection with the annual and special items of business to be considered at the Meeting or any other matters described herein other than those contained in this Circular and, if given or made, any such information or representations should not be relied upon in making a decision as to how to vote or be considered to have been authorized by the Corporation. Shareholders should not construe the contents of this Circular as legal, tax, investment or financial advice and should consult with their own professional advisors in considering the relevant legal, tax, investment, financial or other matters contained in this Circular.

Due to restrictions on group gatherings implemented by the Government of Alberta in response to the coronavirus (COVID-19) pandemic and out of concern for the wellbeing of all participants, physical attendance at the Meeting will be restricted to essential personnel and Registered Shareholders and proxyholders entitled to attend and vote at the Meeting. Physical attendance at the Meeting may be further restricted in order to comply with government and public health directives regarding physical distancing and the Corporation may not be able to accommodate in-person attendance at the Meeting by eligible Registered Shareholders and proxyholders. Due to such restrictions, the Corporation strongly encourages Registered Shareholders and proxyholders NOT to physically attend the Meeting in person. Shareholders can access the Meeting via teleconference and webcast (see below communication particulars). However, it will not be possible for Shareholders to vote their Common Shares via the teleconference and webcast. Shareholders are therefore strongly encouraged to exercise their voting rights prior to the Meeting by following the instructions set out in the form of proxy or voting instruction form received by Shareholders. The Corporation is providing remote communication to the Meeting through:

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The Corporation is continuously monitoring the rapidly evolving news and guidelines related to the COVID-19 pandemic and may take any additional precautionary measures it deems appropriate in relation

to the Meeting in response to further developments in respect of the COVID-19 pandemic. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Shareholders are encouraged to monitor the Corporation's website at www.clearstreamenergy.ca or the Corporation's SEDAR profile at www.sedar.com, where copies of such press releases, if any, will be posted. The Corporation does not intend to prepare an amended Circular in the event of changes to the Meeting format.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Circular contains statements that may include forward-looking information or forward-looking statements (collectively, "**forward-looking information**") within the meaning of applicable securities laws. In some cases, forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results and may include statements or information regarding the future plans or prospects of ClearStream which reflect management's expectations, intentions, plans and beliefs. Such forward-looking information reflects management's current beliefs and is based on information currently available to management of ClearStream. In particular, this Circular contains forward-looking information pertaining to the proposed completion of the Continuance, including expected procedure and timing thereof and forecasted payout under the CVCU Plan, based on financial modeling. See "*Compensation Discussion and Analysis – 2020 Compensation Decisions – Long-Term Incentive Plan*".

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Many of these assumptions are based on factors and events that are not within the control of ClearStream and may not prove to be correct. Should one or more of these factors or events fail to materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as anticipated, believed, expected, planned, intended or estimated.

A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information, including the impact of any failure to comply with debt covenants, insufficient liquidity under credit facilities, restricted access to capital or borrowing, the use of cash flow to service debt, the success of our response to the COVID-19 global pandemic, the dilutive potential of conversion of Preferred Shares held by Canso into Common Shares, dependence on volatile oil and gas industry, reliance on key personnel, consistency of customer contract renewals and new business, counterparty contract default risk, failure to maintain safety standards and record, retaining and attracting personnel, compliance and costs associated with various health, safety and environmental laws, the intensely competitive nature of the Corporation's industry sector, exposure to credit market volatility from negative investor sentiment about the energy industry, public perception of the regulatory regime governing resource development, seasonal volatility in operating results due to weather conditions, reliance on equipment and parts suppliers, additional business risks, costs of various existing and proposed environmental laws, customer concentration, regional concentration, industry concentration, rate of conversion of backlog into revenue, technology obsolescence, hazards inherent in the oilfield services industry which may exceed insurance policy coverage, existing and potential legal proceedings, reduced demand for oil and natural gas from conservation measures and technological advances, failure to recognize anticipated benefits of acquisitions, delays in the public announcement of strategic transactions, improper access to confidential information, cyber attacks, potential future changes in tax laws or administrative practices, changes in general economic conditions, unpredictable and volatile trading activity in the Common Shares, the dilutive effect of the issuance of additional Common Shares, and any future payment of dividends. The foregoing and other risks are described in more detail in the Corporation's management's discussion and analysis for the year ended December 31, 2020 under the heading "Risk Factors", the Corporation's management's discussion and analysis for the three-month period ended

March 31, 2021 under the heading "Risk Factors", and the Corporation's annual information form for the year ended December 31, 2020 under the heading "Risk Factors ", which are available at www.sedar.com.

The forward-looking information contained in this Circular is made as of the date of this Circular. The Corporation undertakes no obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Undue reliance should not be placed on forward-looking information.

New factors emerge from time to time, and it is not possible for the Corporation to predict all of these factors or to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information.

The forward-looking information contained in this Circular is expressly qualified by this cautionary statement.

ADVISORY REGARDING NON-STANDARD MEASURES

The terms "EBITDAS" and "Adjusted EBITDAS" (collectively, the "**Non-standard measures**") are financial measures used in this Circular that are not standard measures under IFRS. ClearStream's method of calculating Non-standard measures may differ from the methods used by other issuers. Therefore, ClearStream's Non-standard measures, as presented, may not be comparable to similar measures presented by other issuers. EBITDAS refers to net earnings determined in accordance with IFRS, before depreciation and amortization, interest expense, income tax expense (recovery), share-based compensation, and other long-term incentive plans. EBITDAS is used by management and the directors of ClearStream as well as many investors to determine the ability of ClearStream to generate cash from operations. Management also uses EBITDAS to monitor the performance of ClearStream's reportable segments and believes that in addition to net income or loss and cash provided by operating activities, EBITDAS is a useful supplemental measure from which to determine ClearStream's ability to generate cash available for debt service, working capital, capital expenditures and income taxes. ClearStream provides a reconciliation of income (loss) from continuing operations to EBITDAS in its management's discussion and analysis of the Corporation's operating and financial results.

Adjusted EBITDAS refers to EBITDAS excluding the gain on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring costs, gain on sale of property, plant and equipment, recovery of contingent consideration liability, other loss, one time incurred expenses, impairment of right-of-use assets, bargain purchase gain, gain on remeasurement of right-of-use assets, and government subsidies. ClearStream has used Adjusted EBITDAS as the basis for the analysis of its past operating financial performance. Adjusted EBITDAS is used by ClearStream and management believes it is a useful supplemental measure from which to determine ClearStream's ability to generate cash available for debt service, working capital, capital expenditures, and income taxes. Adjusted EBITDAS is a measure that management believes facilitates the comparability of the results of historical periods and the analysis of ClearStream's operating financial performance which may be useful to investors. ClearStream provides a reconciliation of income (loss) from continuing operations to Adjusted EBITDAS in its management's discussion and analysis of the Corporation's operating and financial results.

Investors are cautioned that the Non-standard measures are not alternatives to measures under IFRS and should not, on their own, be construed as an indicator of performance or cash flows, a measure of liquidity or as a measure of actual return on the shares. These Non-standard measures should only be used with reference to ClearStream's interim financial statements and annual financial statements available on SEDAR at www.sedar.com or on ClearStream's website at www.clearstreamenergy.ca.

VOTING INFORMATION

Solicitation of Proxies

The solicitation of proxies in connection with the Meeting is made by and on behalf of management of ClearStream. It is expected that the solicitation of proxies will be made primarily by mail, but proxies may also be solicited personally, by telephone or by other forms of electronic communication by directors, management, employees and agents of the Corporation. ClearStream may reimburse brokers and other persons holding shares in their name or in the name of nominees for their costs incurred in sending proxy materials to their principals in order to obtain their proxies. All costs of the solicitation will be borne by ClearStream.

Notice and Access

ClearStream has elected to use the "notice-and-access" provisions (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the distribution of proxy-related materials in connection with the Meeting to the beneficial holders of Common Shares, being Shareholders who hold their shares in the name of a broker or an agent (a "**Beneficial Shareholder**"), and to the registered holders of Common Shares, being Shareholders whose name appears on the Corporation's records as a holder of Common Shares. All Shareholders will receive a notice containing information prescribed by the Notice-and-Access Provisions together with either a form of proxy or a voting instruction form. The Corporation will pay for intermediaries to deliver the proxy-related materials to non-registered Shareholders who are "objecting beneficial owners" (as defined in NI 54-101), including a voting instruction form. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post its information circular in respect of a meeting of its shareholders and related materials online.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are Yves Paletta, Chief Executive Officer of the Corporation, and Randy Watt, Chief Financial Officer of the Corporation. **Each Shareholder is entitled to appoint a person or company (who need not be a Shareholder) other than the individuals named in the enclosed form of proxy to represent them at the Meeting. A Shareholder desiring to appoint some other person or company to represent them at the Meeting may do so by inserting the desired person's or company's name in the blank space provided in the form of proxy and depositing the completed and signed proxy with Computershare Investor Services Inc. All completed and signed proxies should be deposited by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 not later than 9:00 a.m. (Calgary time) on Wednesday, June 16, 2021, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjournment(s) or postponement(s) of the Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend this time limit for the receipt of completed proxies by Computershare Investor Services Inc. without notice.**

A proxy given pursuant to this solicitation may be revoked by an instrument in writing, including another proxy bearing a later date, executed by the Shareholder or by such Shareholder's attorney duly authorized in writing, and deposited with Computershare Investor Services Inc. by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 not later than 9:00 a.m. (Calgary time) on Wednesday, June 16, 2021, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjournment(s) or postponement(s) of the Meeting, or with the Chair of the Meeting on the day of, but prior to the commencement of, the Meeting or any adjournment(s) or postponement(s) thereof, or in any other manner permitted by law.

Voting of Proxies

The Common Shares represented by the proxies which are hereby solicited will be voted 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. Where a Shareholder fails to specify a choice with respect to a matter referred to in the Notice of Meeting, the persons named in the enclosed form of proxy will vote the Common Shares represented by such proxy **IN FAVOUR** of the matters proposed by management at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting, or other matters that may properly come before the Meeting or any adjournment(s) or postponement(s) thereof, to the fullest extent permitted by law, whether or not such amendment, variation or other matter is routine or contested. As of the date hereof, the Corporation is not aware of any amendments, variations or other matters to be brought before the Meeting. However, if any amendments or variations to matters identified in the Notice of Meeting or any other matters which are not known to management should properly come before the Meeting or any adjournment(s) or postponement(s) thereof, the Common Shares represented by properly executed proxies given in favour of the persons designated by management of the Corporation in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

Advice to Beneficial Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most of the Shareholders of ClearStream are Beneficial Shareholders who hold their Common Shares in an account with a brokerage firm, financial institution or other agent. In Canada, the vast majority of such shares that are held in an account with a brokerage firm, financial institution or other agent are registered in the name of CDS & Co., the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for most brokerage firms in Canada. Common Shares that are held in this manner in an account with a brokerage firm, financial institution or other agent, or their nominee, can only be voted upon instruction from the Beneficial Shareholder. Without specific instructions, such broker or nominee is prohibited from voting such Common Shares.

Applicable regulatory policy requires the broker to seek voting instructions from the Beneficial Shareholder in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions, which Beneficial Shareholders should carefully follow in order to ensure their Common Shares are voted at the Meeting. The form of proxy supplied by the broker is sometimes identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the broker, as registered shareholder, how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge mails a scannable voting instruction form in lieu of the form of proxy. Beneficial Shareholders are asked to properly complete and return the voting instruction form in accordance with the directions contained therein, which include by mail, facsimile, toll-free call or over the internet, in order to vote their Common Shares. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A voting instruction form from Broadridge cannot be used as a proxy to vote Common Shares directly at the Meeting and it must be properly completed and returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

The purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares that they beneficially own. **Should a Beneficial Shareholder wish to attend and vote at the Meeting, or any adjournment(s) or postponement(s) thereof, in person (or to have another person appointed as proxyholder to attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should follow the procedure in the voting instruction form and request a form of legal proxy which will grant the Beneficial Shareholder the right to attend the Meeting, and any adjournment(s) or postponement(s) thereof, and vote in person. Beneficial Shareholders should**

carefully follow the instructions in the voting instruction form, including those regarding when and where the proxy or voting instruction form is to be delivered.

A Beneficial Shareholder may revoke a proxy or voting instruction form by written notice or by submitting a proxy or voting instruction form bearing a later date. In order to ensure that a revocation of a proxy or voting instruction form is acted upon, the written notice should be received by Broadridge well in advance of the time by which the revocation of proxy or new proxy is required to be deposited. See "*Appointment and Revocation of Proxies*" above.

Voting and Record Date

As of the date hereof, there are 109,992,668 Common Shares issued and outstanding. Each holder of Common Shares of record at the close of business on April 29, 2021 (the "**Record Date**") is entitled to one vote for each Common Share then held on all matters to be acted upon at the Meeting.

Principal Holders of Voting Shares

To the knowledge of the Corporation's directors and executive officers, as at the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, other than:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
Canso Investment Counsel Ltd. ⁽¹⁾	17,588,076	16%

Note:

(1) In its capacity as portfolio manager for and on behalf of certain accounts that it manages.

Quorum, Adjournment and Postponement

Pursuant to the by-laws of ClearStream, a quorum for the Meeting is two Shareholders personally present and representing, either in their own right or by proxy, not less than 25% of the outstanding Common Shares.

The proxies submitted for the Meeting remain valid for purposes of voting at any adjournment(s) or postponement(s) of the Meeting. Therefore, a Shareholder is not required to re-submit his or her proxy form for the purposes of any adjourned or postponed Meeting.

Approval Requirement

All of the matters to be considered at the Meeting, other than the approval of the Continuance, are ordinary resolutions requiring approval by a simple majority of more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting. Approval of the Continuance requires a special resolution passed by a majority of not less than two thirds (2/3) of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting.

PARTICULARS OF THE MATTERS TO BE ACTED UPON

Receipt of Financial Statements and Auditors' Report

The consolidated financial statements of the Corporation for the year ended December 31, 2020, together with the auditors' report thereon, both of which will be placed before the Shareholders at the Meeting, were mailed to Shareholders who have indicated to the Corporation that they wish to receive them. The financial statements are also available on the Corporation's profile on SEDAR at www.sedar.com. No action is required or proposed to be taken at the Meeting with respect to the financial statements.

Appointment of Auditors

At the Meeting, Shareholders will be asked to approve a resolution re-appointing Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation, to hold office until the next annual meeting of shareholders or until their successors are appointed and to authorize the Board to fix their remuneration. Ernst & Young LLP have acted as the auditors of the Corporation since 2009.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Ernst & Young LLP as auditors of the Corporation and to authorize the Board to fix their remuneration.

The following table provides information about the fees paid or payable to Ernst & Young LLP for the two most recently completed financial years:

Type of Service Provided	2019	2020
Audit Fees ⁽¹⁾	\$791,500	\$597,000
Audit-Related Fees ⁽²⁾	\$180,500	\$45,500
Tax Fees ⁽³⁾	-	-
All Other Fees ⁽⁴⁾	\$3,100	\$1,500
Total	\$975,100	\$644,000

Notes:

- (1) Audit fees are for the audit of the annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees are for assurance and related services that are reasonably related to the performance of the audit or review the Company's financial statements and are not reported as Audit Fees. In 2019, audit-related services included the audit of the carve-out financial statements prepared for the AECOM PSD Business for purposes of inclusion in a business acquisition report and procedures regarding internal control over financial reporting. In 2020, audit-related services included procedures regarding internal control over financial reporting.
- (3) Tax fees are for tax compliance, consulting and planning advisory services.
- (4) All other fees include all other non-audit services. In 2019 and 2020, all other fees related to a subscription fee for an IFRS portal.

Election of Directors

Director Nominees

In accordance with the OBCA, the size of the Board is determined by resolution of the Board. The Board currently consists of six directors. At the Meeting, Shareholders will be asked to elect the six nominees named below to act as directors, all of whom are being re-elected. The term of office of each of the current directors of the Corporation expires at the close of the Meeting. If elected, each director will hold office until the close of the next annual meeting or until their successor is elected or appointed, unless earlier resigned or otherwise removed from office.

It is not anticipated that any of the nominees will be unable to continue to serve as directors of the Corporation, but if that should occur for any reason prior to the Meeting, or any adjournment or postponement thereof, then, in the absence of a specification to the contrary in the proxy appointing them as proxyholders, the persons named in the enclosed form of proxy intend to vote for such other nominees as their best judgment may deem advisable.

As described below under "Majority Voting for Directors", the Board has adopted a Majority Voting Policy for the election of directors, whereby with respect to any particular nominee, if the number of votes "withheld" exceeds the number of votes "for" such nominee, they will not be considered to have received the confidence and support of Shareholders, even though they will have been duly elected as a matter of corporate law. It is the intention of the persons named in the enclosed form of proxy, if named as proxy and not expressly directed to the contrary in the form of proxy, to vote those proxies FOR the election of each of the nominees specified below.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the election of the six proposed nominees whose names are set forth below.

For each person proposed to be nominated for election as a director of the Corporation, the following table sets forth their name, place of residence, age (at December 31, 2020), the year in which they became a director, a brief biography, their membership on committees of the Board, their attendance at Board and committee meetings during 2020, the number of common shares beneficially owned, controlled or directed (directly or indirectly) by them and the votes for and withheld for their election at the last annual meeting of shareholders. This information is based partly on our records and partly on information received by us from the nominees.

Four of the nominees named below are "independent" within the meaning of NI 52-110. Mr. Dean T. MacDonald acted as Interim Chief Executive Officer from June 2017 to August 2018 and Executive Chairman from June 2015 to January 2019 and therefore is not considered independent. Mr. Yves Paletta currently serves as Chief Executive Officer of the Corporation and therefore is not considered independent.

<p>Jordan L. Bitove</p> <p>Toronto, Ontario, Canada Age: 56 Director since⁽¹⁾: 2013 Independent Director</p>		<p>Mr. Bitove is the Publisher of the Toronto Star, Co-Proprietor of Torstar Corporation, and founding partner of NordStar Capital. He is also the Managing Director of Bitove Capital which has diverse interests in real estate, hospitality, natural resources and distribution.</p> <p>Previously, Mr. Bitove was the President and CEO of Vision Companies, an industry-leading experiential marketing firm whose clients included Formula One, the National Football League, the Olympic Games and Canada's Walk of Fame, and launched Great Moments in Catering, which became Canada's largest privately held event catering company. He was part of the original ownership group of the Toronto Raptors, the first NBA franchise awarded outside of the United States.</p> <p>Mr. Bitove currently sits on the Board of Trustees for SickKids Foundation. He previously served as a member of the Board of Directors of the Toronto International Film Festival, the Board of Governors of Western University, and the Canadian Advisory Board for Right to Play. In 2012, he was a recipient of the Queen Elizabeth Diamond Jubilee Medal for his philanthropic work.</p> <p>Mr. Bitove is a graduate of Western University. He also holds the position of Honorary Consul to the Republic of North Macedonia.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2020	Meetings Attended	Total Attendance
For	44,791,055	Board	8 / 8	14 / 16 (87%)
	98.7%	CGC Committee	3 / 4	
Withheld	588,022	HSE Committee	3 / 4	
	1.3%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				23,000

Herbert Fraser Clarke St. John's, Newfoundland and Labrador, Canada Age: 46 Director since ⁽¹⁾ : 2013 Independent Director		Mr. Clarke is the President and Chief Executive Officer of Massage Addict Incorporated, a retailer of massage services. Mr. Clarke was the President and Chief Executive Officer of Herbal Magic Inc., a Canadian weight loss and nutrition company, from February 2011 to August 2013, and previously the President and Chief Operating Officer of Herbal Magic Inc. from February 2009 to February 2011. From October 2002 to July 2007, Mr. Clarke was President and Chief Executive Officer of Hair Club for Men. Prior to this role, Mr. Clarke was an Associate at CCC Investment Banking and an Associate at Ernst & Young LLP. Mr. Clarke holds a Bachelor of Commerce (Honours) from Memorial University and is a designated Chartered Professional Accountant and Certified Financial Analyst.		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2020	Meetings Attended	Total Attendance
For	45,248,087	Board	8 / 8	16 / 16 (100%)
	99.7%	Audit Committee	4 / 4	
Withheld	130,990	CGC Committee	4 / 4	
	0.3%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				435,000 ⁽³⁾

Karl Johansson Calgary, Alberta, Canada Age: 59 Director since: 2019 Independent Director		<p>Mr. Johansson is a retired businessman with extensive commercial and operational experience in the upstream and midstream market segments, including natural gas and energy pipelines, as well as in electricity generation and specialty chemicals. From 1994 to February 2019, Mr. Johansson was employed by TC Energy Corporation where he held various leadership roles, including Senior Vice President, Power Commercial; Senior Vice President, Canadian Power; Senior Vice President, Canada and US Northeast Pipeline; President, Natural Gas Pipelines; and, at the time of his retirement, Executive Vice President & President, Canadian and Mexico Gas Pipelines and Energy. From 2013 to 2018, Mr. Johansson served as a director and chairman of the general partner of TC Pipelines L.P., a NYSE-listed limited partnership.</p> <p>Mr. Johansson currently is a member of the Board of Directors of the Alberta Electric System Operator and a member of the Board of Governors of Mount Royal University. Mr. Johansson previously served on the Board of Directors of several companies and associations, including Bruce Power LLP, a nuclear power generation company, Cancarb Limited, a specialty chemical company producing primarily thermal carbon black, the Canadian Energy Pipeline Association, the Canadian Gas Association, and the Canadian Electric Association.</p> <p>Mr. Johansson holds a Bachelor of Arts degree in Economics and a Master of Business Administration in Finance from the University of Calgary. He is also a graduate from Harvard Business School's General Management Program (2002).</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2020	Meetings Attended	Total Attendance
For	45,254,033	Board	8 / 8	17 / 17 (100%)
	99.7%	Audit Committee	4 / 4	
Withheld	125,044	CGC Committee	1 / 1	
	0.3%	HSE Committee	4 / 4	
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				285,000

Dean T. MacDonald St. John's, Newfoundland and Labrador, Canada Age: 61 Director since ⁽¹⁾ : 2008 Non-Independent Director		<p>Mr. MacDonald is a retired businessman. Mr. MacDonald is a former executive with the Corporation having served as Executive Chairman (June 2015 to January 2019), Interim Chief Executive Officer (June 2017 to August 2018) and President and Chief Executive Officer (December 2008 to June 2015). Mr. MacDonald has had a long and successful career as an operating executive and entrepreneur. His operating experience includes serving as President and Managing Partner of Cable Atlantic, as the Chief Operating Officer of Rogers Cable and as the Chief Executive Officer of Persona Inc. ("Persona"), a TSX-listed cable and internet services company. Mr. MacDonald worked with a syndicate of investment partners to turn Persona's operations around and subsequently sold the business at a significant premium to its purchase price in 2007. Mr. MacDonald has also served as Chairman of the Newfoundland and Labrador Energy Corporation, which manages the province's oil, gas and hydro assets. He has management and investment experience in a number of industries including energy, commercial real estate, marketing and communications.</p> <p>He has served on numerous public and private boards over the past three decades. In 2007, Mr. MacDonald was selected as CEO of the Year by Birch Hill Capital Partners.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2020	Meetings Attended	Total Attendance
For	45,044,207	Board	8 / 8	11 / 12 (91%)
	99.3%	HSE Committee	3 / 4	
Withheld	334,870			
	0.7%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				6,639,907 ⁽⁴⁾

Sean D. McMaster Calgary, Alberta, Canada Age: 62 Director since ⁽¹⁾ : 2014 Independent Director		<p>Mr. McMaster is a retired businessman with extensive experience in legal and regulatory matters. From 1996 to February 2014, Mr. McMaster was employed by TC Energy Corporation where he held various leadership roles. At the time of his retirement, he was Executive Vice President, Stakeholder Relations and General Counsel at TC Energy Corporation with overall responsibility for the management of legal and regulatory affairs, stakeholder relations, internal audit, external communications, compliance and corporate security. He was President of TransCanada Power, L.P., a TSX-listed limited partnership, and a director of Bruce Power, the entity that operates North America's largest nuclear facility. In January 2019, Mr McMaster was appointed as Chairman of the Board of Directors of ClearStream.</p> <p>Mr. McMaster graduated from the University of Windsor in 1981 with a Bachelor of Arts (Honours) in Economics and Political Science. He received his Bachelor of Laws from the University of Alberta in 1989 and his Masters of Law from York University in 2006. Mr. McMaster obtained the Charter Director (C. Dir.) designation from the Directors College (a joint venture of McMaster University and the Conference Board of Canada) in 2010.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2020⁽⁵⁾	Meetings Attended	Total Attendance
For	45,249,033	Board	8 / 8	16 / 16 (100%)
	99.7%	Audit Committee	4 / 4	
Withheld	130,044	CGC Committee	4 / 4	
	0.3%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				250,000

Yves Paletta Calgary, Alberta, Canada Age: 56 Director since: 2020 Non-Independent Director		<p>Mr. Paletta was appointed Chief Executive Officer of the Corporation in August 2018. He is a distinguished leader with over 25 years of global leadership experience in leading businesses with a focus on growth, strong business processes and operational execution. Prior to joining ClearStream, he served in various senior positions including President and CEO of Logstor Group, based in Copenhagen, Denmark; Managing Director of SBM Offshore FPSO Execution Center, based in Rotterdam, Netherlands; and Senior Vice President of Bredero Shaw/Shawcor, first based in Houston, Texas, USA and then in London, United Kingdom. He started his career with Veolia Environment Group in France before being promoted to Regional Managing Director based in Kuala Lumpur, Malaysia, and Vice President South East Asia based in Singapore. From February 2018 to July 2019, Mr. Paletta served as a Director of Atlantic Petroleum, an oil and gas exploration and production company listed on the NASDAQ OMX Copenhagen stock exchange.</p> <p>Mr. Paletta holds a Masters of Business Administration degree from ISA-HEC School of Management in Paris, France, an Electrical Engineering degree from ESIEE Engineering School in Paris, France and the ICD.D designation from the Institute of Corporate Directors.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2020⁽⁶⁾	Meetings Attended	Total Attendance
For	44,943,087	Board	8 / 8	20 / 20 (100%)
	99.0%	Audit Committee	4 / 4	
Withheld	435,990	CGC Committee	4 / 4	
	1.0%	HSE Committee	4 / 4	
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				100,000

Notes:

- (1) Includes time served as a trustee of Newport Partners Income Fund (the predecessor to the Corporation) or as a director of Tuckamore GP Inc.
- (2) The statement as to ownership of, or control and direction over, Common Shares, not being within the knowledge of the Corporation, has been furnished by the relevant nominee or obtained from public filings.
- (3) Mr. Clarke holds 200,000 Shares through 57146 Newfoundland and Labrador Inc.
- (4) Includes shares held directly and indirectly by Deacon Investments Ltd. and MacDonald Family Trust.
- (5) As Chairman of the Board of Directors of the Corporation, Mr. McMaster is invited to attend the meetings of any Committee that he is not a member of. During 2020, he attended four meetings of the HSE Committee as an invited guest.
- (6) As Chief Executive Officer of the Corporation, Mr. Paletta is typically invited to attend all Board and Committee meetings. We have reported his attendance at the meetings in that capacity.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the management of the Corporation, except as disclosed below, no nominee is, at the date of this Circular, or has been, within ten years before the date of this Circular,

- (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to an order that was issued while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued while the nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a 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; or
- (c) became 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 the assets of the nominee.

For the purposes of section (a) above, the term "order" means a cease trade order, an order similar to a cease trade 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.

Mr. Paletta was a director, from February 2018 to July 2019, of Atlantic Petroleum, a junior oil and gas company listed on NASDAQ OMX Copenhagen and on the Oslo Stock Exchange. In May 2019, the board of directors of Atlantic Petroleum agreed to a temporary suspension of the company's shares at the request of NASDAQ Copenhagen. In June 2019, NASDAQ Copenhagen issued a reprimand to Atlantic Petroleum for late filings during the preceding six months of certain disclosure, information and reports required by NASDAQ Copenhagen rules, including a corporate fine equivalent to two years of the company's listing fee. Mr. Paletta ceased to be a director of Atlantic Petroleum at the company's July 2019 general meeting. In September 2019, NASDAQ Copenhagen lifted the share suspension from Atlantic Petroleum and trading resumed.

To the knowledge of management of the Corporation, no nominee has:

- (a) been subject to 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) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a director nominee.

Advance Notice Provisions

The Corporation's by-laws (the "**By-Laws**") contain advance notice provisions (the "**Advance Notice Provisions**") which provide the Corporation's shareholders, board of directors and management with a clear framework for the nomination of directors to ensure that shareholders will have sufficient time and information to consider proposed director nominees and to ensure for the orderly conduct of business at shareholder meetings. The By-Laws provide that only persons who are nominated in accordance with the Advance Notice Provisions shall be eligible for election as directors of the Corporation, whether at any annual meeting of shareholders or any special meeting of shareholders. The New By-Laws of the

Corporation, attached to this Circular as Schedule "A", to be adopted in connection with the Continuance, as more particularly described under the heading "*Particulars of the Matters to be Acted Upon – Continuance of the Corporation from Ontario to Alberta*", also contain the Advance Notice Provisions.

The Advance Notice Provisions fix a deadline by which shareholders must submit director nominations by written notice to the Corporate Secretary of the Corporation prior to any annual or special meeting of shareholders and specify the information that a nominating shareholder must include in such written notice in order for director nominees to be eligible for nomination and election at such meeting. No person nominated by a shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the Advance Notice Provisions.

In the case of an annual meeting of shareholders, valid written notice of the nomination to the Corporate Secretary of the Corporation must be made not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, the valid written notice of nomination to the Corporate Secretary must be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not also called for other purposes), valid written notice of the nomination to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. Where notice-and-access is used for the delivery of proxy related materials in respect of any such meeting as aforementioned, and the notice date in respect of the meeting is not less than 50 days before the date of the applicable meeting, the valid written notice of nomination must be made not less than 40 days prior to the date of the applicable meeting.

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of timely notice under the Advance Notice Provisions.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

A copy of the By-Laws that will be applicable to the Meeting are available under the Corporation's profile on SEDAR at www.sedar.com (filed on May 8, 2020).

Majority Voting Policy for Director Elections

The Board has adopted a Majority Voting Policy for the election of directors, whereby with respect to any particular nominee, if the number of votes "withheld" exceeds the number of votes "for" such nominee, they will not be considered to have received the confidence and support of Shareholders, even though they will have been duly elected as a matter of corporate law. A person elected as a director who is considered for the purpose of this policy not to have received the confidence and support of the Shareholders is required to immediately tender his or her resignation as a director, to be effective on acceptance by the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered.

The Board will consider the tendered resignation and disclose by news release its decision whether or not to accept that resignation and the reasons for its decision no later than 90 days after the date of the relevant Shareholders' meeting, a copy of which will be provided to TSX. The Board will accept the tendered resignation, absent exceptional circumstances. In considering whether or not to accept the tendered resignation, the Board will consider all factors that it deems in its discretion to be relevant, including, without limitation, any stated reasons why Shareholders withheld votes for election of such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contribution to the Corporation and the Corporation's corporate governance policies. The Majority Voting Policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected.

Continuance of the Corporation from Ontario to Alberta

The Corporation was incorporated and exists under the *Business Corporations Act* (Ontario) (the "**OBCA**"). The Corporation's head office moved to Calgary, Alberta in 2017 as a result of the majority of the Corporation's assets, operations and employees being located in Alberta. In light of the fact that the Corporation's operations and head office are no longer located in Ontario, and given the majority of the Corporation's subsidiaries are governed by the *Business Corporations Act* (Alberta) (the "**ABCA**"), management wishes to continue the Corporation out of the jurisdiction of Ontario under the OBCA and into the jurisdiction of Alberta under the ABCA (the "**Continuance**"), resulting in the Corporation ceasing to be governed by the OBCA and instead being governed by and continuing its corporate existence under the ABCA.

If the Continuance is approved by special resolution of the Shareholders at the Meeting, it will give the Board of Directors authority to implement the Continuance. Notwithstanding such approval by Shareholders, the Board of Directors may, in its sole discretion, determine not to proceed with the Continuance at any time prior to the issuance of a Certificate of Continuance, without further approval of or action by Shareholders.

If the Continuance is approved by Shareholders and implemented by the Board of Directors, the Corporation will apply to and file all necessary documentation with the Government of Ontario, including the Director under the OBCA for authorization to continue out of the jurisdiction of Ontario and into the jurisdiction of Alberta. Upon receipt of such authorization, the Corporation will apply to the Registrar under the ABCA for a Certificate of Continuance to continue the Corporation into Alberta and will file articles of continuance ("**Articles of Continuance**") which comply with the provisions of the ABCA. As of the effective date of the Continuance, upon the issuance of the Certificate of Continuance by the Registrar under the ABCA, the Corporation's current articles and by-laws under the OBCA will be replaced with the Articles of Continuance and new by-laws under the ABCA, which will be compliant and suitable for an ABCA corporation and, in all material respects, similar to the current articles and by-laws of the Corporation. The proposed new by-laws of the Corporation in connection with the Continuance are attached to this Circular as Schedule "A". Upon the Continuance becoming effective, the Articles of Continuance will constitute the governing instrument of the continued Corporation under the ABCA and the Certificate of Continuance issued by the Registrar under the ABCA will be deemed to be the certificate of incorporation of the continued Corporation.

On the date shown on the Certificate of Continuance, the provisions of the OBCA will cease to apply to the Corporation and the Corporation will thereupon become subject to the ABCA as if it had been originally incorporated under the ABCA. The Continuance will not create a new legal entity, affect the continuity of the Corporation or result in any change in the business of the Corporation or its assets, liabilities or net worth, nor in the persons who constitute the Corporation's Board and management. The Continuance is not a reorganization, an amalgamation or a merger. Each previously outstanding share of the Corporation will continue to be a validly issued and outstanding share of the Corporation, as a corporation governed by the ABCA.

By operation of the ABCA, as of the effective date of the Continuance, all of the assets, property, rights, liabilities and obligations of the Corporation immediately before the Continuance will continue to be the assets, property, rights, liabilities and obligations of the Corporation as continued under the ABCA. On the effective date of the Continuance, the Corporation's property will continue to be the property of the Corporation; the Corporation will continue to be liable for the obligations of the Corporation; an existing cause of action, claim or liability to prosecution of the Corporation will be unaffected; a civil, criminal or administrative action or proceeding pending by or against the Corporation may continue to be prosecuted by or against the Corporation; and a conviction against, or ruling, order or judgment in favour of or against the Corporation may be enforced by or against the Corporation.

Certain Corporate Differences Between the OBCA and the ABCA

If the Continuance is approved by special resolution of the Shareholders at the Meeting and implemented by the Board of Directors, the Corporation will be governed by the ABCA instead of the OBCA. While the rights of shareholders under the ABCA are broadly similar to those under the OBCA, and shareholders of the Corporation will not lose any significant rights or protections as a result of the Continuance, there are certain differences between the OBCA and the ABCA in regard to the rights afforded to shareholders. Shareholders of the Corporation should consult with their legal advisors regarding implications of the Continuance which may be of particular relevance to them. The Continuance under the ABCA will not affect the application of Canadian securities laws, regulations, rules and policies that presently apply to the Corporation.

The following is a summary of certain similarities and differences between the OBCA and the ABCA on matters pertaining to shareholder rights. This summary is not exhaustive and is of a general nature only and is not intended to be, and should not be construed to be, legal advice to Shareholders of the Corporation. Accordingly, Shareholders should consult their own legal advisors regarding corporate law implications of the Continuance.

Sale, Lease or Exchange of the Corporation's Property

Under both the OBCA and the ABCA, any proposed sale, lease or exchange of all or substantially all of the property of a corporation, other than in the ordinary course of business, requires approval by a special resolution passed by not less than two-thirds of the votes cast by shareholders voting on the resolution. If a sale, lease or exchange of all or substantially all of the property of a corporation would affect a particular class or series of shares in a manner that is different than the shares of another class or series entitled to vote on the resolution, then the holders of such first mentioned class or series of shares are entitled to vote separately as a class or series in respect to such resolution, whether or not such shares otherwise carry the right to vote.

The ABCA includes the additional provision in respect of shareholder approval of a sale, lease or exchange of all or substantially all of the property of a corporation, other than in the ordinary course of business, that each share of the corporation carries the right to vote on such sale, lease or exchange, whether or not it otherwise carries the right to vote.

Financial Assistance

The ABCA requires that a corporation must disclose to its shareholders any financial assistance that the corporation gives to (a) shareholders or directors of the corporation or its affiliates, (b) any of their associates, and (c) any person for the purpose of or in connection with the purchase of shares of the corporation or an affiliated corporation. The OBCA has no such requirement.

Amendments to the Articles of the Corporation

Under both the OBCA and the ABCA, amendments to the articles of a corporation require a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the amendments and, where certain specified rights of the holders of a class or series of shares are affected differently by the amendments than the rights of the holders of other classes or series of shares, such first mentioned holders are entitled to vote separately as a class or series, whether or not such class or series of shares otherwise carry the right to vote.

Under both the OBCA and the ABCA, an amalgamation of a corporation with another corporation requires a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the amalgamation. If the amalgamation agreement contains a provision that, if contained in a proposed amendment to the articles, would entitle holders of shares of a class or series of shares of an amalgamating corporation to vote separately as a class or series, then those holders are

entitled to vote separately as a class or series on the resolution authorizing the amalgamation. The ABCA includes an additional provision in respect of shareholder approval of an amalgamation, that each share of an amalgamating corporation carries the right to vote in respect of an amalgamation, whether or not it otherwise carries the right to vote.

Under both the OBCA and the ABCA, a continuance of the corporation out of its governing jurisdiction requires a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the continuance. The ABCA includes the additional provision in respect of shareholder approval of a continuance out of the jurisdiction, that each share of the corporation carries the right to vote in respect of a continuance, whether or not it otherwise carries the right to vote.

Rights of Dissent and Appraisal

Under both the OBCA and the ABCA, shareholders have substantially the same rights of dissent from certain fundamental changes undertaken by a company, whereby a shareholder may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares if the company:

- amends its articles to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class;
- amends its articles to add, change or remove any restrictions on the business or businesses that the corporation may carry on;
- amends its articles to add or remove an express statement establishing the unlimited liability of shareholders;
- amalgamates with another corporation;
- continues under the laws of another jurisdiction; or
- sells, leases or exchanges all or substantially all its property.

The OBCA and the ABCA differ in the procedures for exercising the dissent right. The dissent right procedures under Section 185 of the OBCA, the full text of which is attached to this Circular as Schedule "B", apply to the special resolution for approval of the Continuance to be voted on by Shareholders at the Meeting.

Derivative Actions

Under the OBCA, a complainant, defined as a registered or beneficial holder, or a former registered or beneficial holder, of securities of the corporation or its affiliates, a director or officer or a former director or officer of a corporation or any of its affiliates, or any other person whom the court considers to be a proper person to make an application, may apply to the court for leave to bring an action in the name and on behalf of a corporation or any of its subsidiaries or intervene in the action to which a corporation or any of its subsidiaries is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of a corporation or its subsidiaries.

The ABCA includes the same persons under its definition of complainant, but also extends the right to bring a derivative action under the ABCA to creditors, who may apply to the court for permission to bring an action in the name and on behalf of a corporation or any of its subsidiaries, or intervene in an action to which a corporation or any of its subsidiaries is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of the corporation or subsidiary.

Oppression Remedies

Under the OBCA, a registered or beneficial holder or a former registered or beneficial holder of securities of the corporation or its affiliates, a director or officer or a former director or officer of a corporation or any of its affiliates, or any other person whom court considers to be a proper person to make an application for an oppression remedy, and in the case of an offering corporation, the Ontario Securities Commission, may

apply to a court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates: (a) any act or omission of a corporation or its affiliates effects or threatens to effect a result; (b) the business or affairs of a corporation or its affiliates are, have been or are threatened to be carried on or conducted in a manner; or (c) the powers of the directors of a corporation or any of its affiliates are, have been or are threatened to be exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any security holder, creditor, director or officer of the corporation.

The oppression remedy under the ABCA is similar to the remedy found in the OBCA, with the exceptions that (a) creditors can seek an oppression remedy if the Court considers the creditor to be a proper person to make such an application, and (b) there is no provision for the securities regulator to make an application.

Requisition of Shareholder Meetings

Under both the OBCA and the ABCA, the holders of not less than 5% of the issued shares of a corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of the shareholders of the corporation for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Record Date for Notice of Meeting and Voting Right of Transferred Shares Following Record Date

Under both the ABCA and the OBCA, the directors of the corporation may set a date as the record date for the purpose of, among other things, determining shareholders entitled to notice of and to vote at a meeting of shareholders. Under the ABCA, subject to certain exceptions, the record dates for notice of and voting at a meeting of shareholders must not be more than 50 days or less than 21 days prior to the date of the meeting. Under the OBCA, subject to certain exceptions, the record dates for notice of and voting at a meeting of shareholders must not be more than 60 days or less than 30 days prior to the date of the meeting.

In addition, the ABCA permits a transferee of shares after the record date for a shareholder meeting, not later than 10 days before the shareholder meeting, or any shorter period before the meeting that the by-laws of the corporation may provide, to establish a right to vote at the meeting by providing evidence of ownership of the shares and demanding that the transferee's name be placed on the voting list in place of the transferor. The OBCA does not have an equivalent provision.

Board of Directors

The OBCA requires that at least 25% of directors be resident Canadians and requires that, for offering corporations, the board of directors must consist of not fewer than three individuals, at least one-third of whom must not be officers or employees of the corporation or its affiliates. A change to the OBCA has been proposed to remove the Canadian residency requirement for directors, but such amendment has not yet been proclaimed in force as at the date of this Circular.

Pursuant to *Alberta's Red Tape Reduction Implementation Act, 2020*, the ABCA no longer has any Canadian residency requirement for directors. The ABCA provides that a public company must have not fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Place of Shareholder Meetings

The OBCA provides that, subject to the articles, meetings of shareholders shall be held at such place in or outside Ontario, as the directors determine. Under the OBCA, unless the articles or by-laws provide otherwise, a meeting of shareholders may be held by telephonic or electronic means and a shareholder who, through those means votes at the meeting or establishes a communications link to the meeting shall be deemed to be present at the meeting.

The ABCA provides that, unless the corporation's by-laws, articles or other governing documents expressly provide otherwise, a shareholder or any other person entitled to attend a meeting of shareholders may attend the meeting by electronic means, a meeting of shareholders may be held entirely by electronic means, and a person attending such meeting by electronic means is deemed to be present in person at that meeting. Under the ABCA, 'electronic means' is defined as a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communication with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms.

Recommendation

The Board has determined it is in the best interests of the Corporation to continue from the jurisdiction of Ontario into the jurisdiction of Alberta and recommends that Shareholders vote in favour of the special resolution to approve the Continuance. **It is the intention of the management designees named in the accompanying form of proxy to vote in favour FOR the special resolution to approve the Continuance, unless otherwise directed in the instrument of proxy.**

Shareholder Approval

In order to become effective, the special resolution approving the Continuance must be passed by at least two-thirds (2/3) of the votes cast with respect of the resolution by Shareholders present in person or voting by proxy at the Meeting.

Continuance Resolution

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to pass the following special resolution approving the Continuance:

"BE IT RESOLVED as a special resolution of the Shareholders of ClearStream Energy Services Inc. (the "**Corporation**") that:

1. the continuance of the Corporation (the "**Continuance**") into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta) (the "**ABCA**"), as more particularly described in the management information circular of the Corporation dated May 6, 2021 (the "**Circular**"), is hereby authorized and approved;
2. the Corporation is hereby authorized to apply to the Director under the *Business Corporations Act* (Ontario) (the "**OBCA**") for authorization to continue the Corporation out of the jurisdiction of Ontario under the OBCA and into the jurisdiction of Alberta under the ABCA, in accordance with Section 181 of the OBCA;
3. the Corporation is hereby authorized to apply to the Registrar of Corporations under the ABCA for the issuance of a Certificate of Continuance continuing the Corporation under the ABCA as if it had been incorporated thereunder and to file with the Registrar of Corporations under the ABCA, Articles of Continuance in a form substantially similar to the articles of the Corporation, as amended, with such changes as are necessary to conform to the requirements of the ABCA, and such other documents as may be required in the form or forms prescribed by the ABCA;
4. upon the Continuance of the Corporation under the ABCA, the Corporation is hereby authorized to apply to the Director under the OBCA for the issuance of a Certificate of Discontinuance under the OBCA;
5. effective upon the issuance of a Certificate of Continuance by the Registrar of Corporations under the ABCA, the Articles of Continuance as filed by the Corporation be and are hereby

adopted and confirmed in substitution for the articles of the Corporation and all amendments thereto;

6. effective upon the issuance of a Certificate of Continuance by the Registrar of Corporations under the ABCA, and without affecting the validity of any act of the Corporation under its existing by-laws, the repeal and replacement of such existing by-laws with the new By-Law No. 1 of the Corporation which complies with the requirements of the ABCA, the full text of which is set forth in Schedule "A" to the Circular (the "**New By-Laws**"), is hereby ratified, confirmed and approved, together with such changes or amendments thereto as any officer or director of the Corporation determines appropriate, the conclusive evidence of such determination being the execution of the New By-Laws by any officer or director of the Corporation;
7. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, without further notice to or approval of the shareholders of the Corporation, to abandon the application for Continuance of the Corporation out of the jurisdiction of Ontario without further approval, ratification or confirmation by the shareholders of the Corporation; and
8. any one officer or director of the Corporation is authorized and directed for an on behalf of the Corporation to execute or cause to be executed, under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered, all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing."

Right of Dissent

Registered Shareholders (as defined below) have the right to dissent to the resolution approving the Continuance pursuant to Section 185 of the OBCA. This summary description of the right to dissent under the OBCA is expressly subject to Section 185 of the OBCA, the text of which is reproduced in its entirety in Schedule "B" hereto. The Corporation is not required to notify, and does not intend to notify, Shareholders of the time periods within which action must be taken in order for a Shareholder to perfect his or her dissent rights other than as set forth herein. It is recommended that any Shareholder wishing to avail himself or herself of his or her dissent rights seek legal advice, as failure to strictly comply with the provisions of Section 185 of the OBCA and adhere to the procedures established therein may prejudice any such rights.

A "Registered Shareholder" is a shareholder whose shares are registered in his or her name on the shareholder register of the Corporation. If a shareholder holds his or her Common Shares through an investment dealer, broker or market intermediary, he or she will not be a Registered Shareholder as such shares will be registered in the name of such investment dealer, broker or market intermediary. Any holder of Common Shares who wishes to invoke his or her dissent rights should register his or her Common Shares in his or her name or arrange for the Registered Shareholder to dissent. Any holder of Common Shares who wishes to invoke his or her dissent rights is urged to consult with his or her legal or investment advisor to determine whether they are Registered Shareholders and to be advised of the strict provisions of Section 185 of the OBCA. Any shareholder who wishes to register his or her Common Shares in his or her own name is urged to consult with his or her legal or investment advisor or the registrar and transfer agent of the Corporation at the following address: Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1.

In the event that the special resolution approving the Continuance is adopted and becomes effective, any Shareholder who validly dissents in respect of such resolution in compliance with Section 185 of the OBCA (a "**Dissenting Shareholder**") will be entitled to be paid by the Corporation a sum representing the fair

value of his or her Common Shares. No right of dissent or appraisal is available to a holder of Common Shares with respect to any other matter to be considered at the Meeting other than the Continuance.

A Dissenting Shareholder must, at or before the Meeting, send to the Corporation a written objection to the special resolution approving the Continuance. A vote against the Continuance resolution does not constitute a valid notice of dissent. A Dissenting Shareholder may only dissent with respect to all of the shares held by him or her or on behalf of any one beneficial holder whose shares are registered in his or her name. Dissenting Shareholders will not have any right other than those granted under the OBCA to have their Common Shares appraised or to receive the fair value thereof.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

This compensation discussion and analysis describes the Corporation's overall approach to executive compensation for the year ended December 31, 2020. In particular, this compensation discussion and analysis focuses on:

- significant elements of ClearStream's senior management compensation programs;
- principles on which ClearStream makes compensation decisions and on which it determines the amount of each element of senior management compensation; and
- analysis and discussion of the material compensation decisions made by the Corporate Governance and Compensation Committee (the "**CGC Committee**") of the Board for 2020.

The information in this compensation discussion and analysis is given as of December 31, 2020, unless otherwise stated.

Objectives of ClearStream's Compensation Programs

ClearStream's compensation programs are designed to meet the following principal objectives:

- to incent and align the interests of management with the long-term interests of Shareholders;
- to enhance the growth and profitability of ClearStream;
- to provide competitive levels of compensation in order to attract, retain and motivate high-quality individuals at all levels of the organization;
- to encourage individual performance and achievement of business objectives;
- to maintain an entrepreneurial spirit by linking incentives to performance; and
- to foster a sense of teamwork and fairness.

ClearStream's overall approach to executive compensation is to attract, engage and retain highly capable executives through reward structures aligned with our business objectives and consistent with rewards among our comparators and to align employee efforts and goals with our Shareholders' goals of continued value creation.

Compensation Governance

Compensation and Corporate Governance Committee

The CGC Committee makes recommendations to the Board regarding senior management compensation and human resource policies, including compensation of the CEO. The CGC Committee reports to the Board, as set out in its terms of reference, and the Board has final approval on compensation matters.

During 2020, the CGC Committee was comprised of Messrs. Jordan Bitove, Herbert Fraser Clarke, Karl Johannson and Sean McMaster, each of whom are considered "independent" within the meaning of NI 52-110. Mr. Johannson was appointed Chair on November 1, 2020. Mr. Bitove served as Chair from January 1 to October 31, 2020.

The members of the CGC Committee have direct experience that is relevant to their responsibilities in executive compensation, as well as skills and experience that enable them to make informed decisions on the suitability of the Corporation's executive compensation policies and practices. More specifically, each CGC Committee member has had experience acting in senior management roles for various companies throughout their career, including oversight for performance, compensation and succession planning with respect to senior management and personnel. Further, each CGC Committee member has been a member of several boards of directors where human resources and compensation issues were the object of discussion, recommendation and implementation on a regular basis. For additional information regarding the skills and experience of the members of the CGC Committee, see the applicable nominee biography under the heading "*Particulars of the Matters to be Acted Upon – Election of Directors*".

Risk Management

During each annual review and assessment by the CGC Committee of the Corporation's executive compensation program, the CGC Committee takes into consideration the risks associated therewith. At the present time, the CGC Committee has not identified any risks associated with the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

There are no provisions in any agreements or any of the Corporation's policies, including the Board's policies, restricting the directors or executive officers from purchasing any financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of Common Shares, or securities convertible into Common Shares, granted as compensation or held, directly or indirectly, by the directors or executive officers. The Corporation is not aware of any purchases of such financial instruments by any NEO or director during the most recently completed financial year.

Compensation Consultants and Advisors

In 2019, the CGC Committee retained Lattoni Associates ("**Lattoni**"), an independent compensation consulting firm, as its advisor to review ClearStream's approach to executive compensation and make recommendations for any changes to ClearStream's compensation programs deemed advisable.

In February 2020, the CGC Committee retained Lattoni to prepare a status update of the CVCU Plan and to provide recommendations for awards to be made in 2020.

In the first quarter of 2020, the CGC Committee retained Mercer Human Resources Consulting to provide industry compensation data for senior officers in the energy services sector.

The table below provides a summary of the fees paid by the Corporation to compensation consultants and advisors for the two most recently completed financial years.

Year Ended December 31	Name of Compensation Consultant or Advisor	Executive Compensation-Related Fees	All Other Fees
2019	Lattoni Associates	\$10,514	Nil
2020	Lattoni Associates	\$11,477	Nil
2020	Mercer Human Resources Consulting	\$3,171	Nil

Reward Strategy and Policy

The Corporation's executive reward strategy is designed around the principles of pay for performance, clear alignment with creating value for Shareholders, active engagement and motivation, and competitive positioning for recruiting, engaging and retaining superior talent in the Canadian energy services sector.

Base salary is linked to excellence in executing business strategy, defined responsibilities and sustained contributions. The Annual Incentive Plan ("**AIP**") is linked to the achievement of critical annual performance metrics, including Company EBITDA, a non-IFRS measure (see "*Advisory Regarding Non-Standard Measures*"), and individual performance is linked to the execution of defined annual business plans and strategies. Long-term incentive compensation is linked to the achievement of specified performance metrics and individual performance over a three-year period.

Generally, ClearStream's target positioning is as follows:

- Base salary is targeted to the median of the Comparator Group;
- Total cash (the sum of base salary and annual incentives) is targeted to the median total cash of the Comparator Group for performance at target and up to the 75th percentile for superior performance;
- Total direct compensation (the sum of target total cash and the present value of long-term incentive grants) is targeted to the median total direct compensation of the Comparator Group and up to the 75th percentile for superior performance; and
- Total compensation (the sum of total direct compensation plus benefits and perquisites) is targeted to the median of the Comparator Group and up to the 75th percentile for superior performance.

Target positioning for each role and individual also considers internal equity among the NEOs and other executive team members.

ClearStream competes for executive talent within the energy services sector, as well as the broader energy sector. Accordingly, the Corporation compiles and reviews executive compensation data from a cross-section of similarly sized competitors in the sectors in which it competes for business, as well as comparably sized organizations in the energy services sector.

The Corporation's 2020 comparator group (the "**Comparator Group**") included the following companies:

- Badger Daylighting Ltd.
- CES Energy Solutions Corp.
- Macro Enterprises Inc.
- North American Construction Group Ltd.
- ShawCor Ltd.
- Terravest Industries Inc.
- Total Energy Services Inc.
- Vertex Resource Group Ltd.

The CGC Committee reviews the Comparator Group annually and adjusts the group for changes in ClearStream's scope and size as well as structural changes in the sector, such as mergers and new entrants. The changes to the Comparator Group relative to last year were (i) the removal of Bird Construction Inc. (not directly comparable), Stuart Olson Inc. (acquired by Bird Construction Inc.), Cathedral Energy Services Ltd. (no longer a direct peer), Horizon North Logistics Inc. (now called Dexterra Group

Inc.) (not directly comparable) and Strad Inc. (ceased to be a public company) and (ii) the addition of Badger Daylighting Ltd., CES Energy Solutions Corp. and Macro Enterprises Inc.

Named Executive Officers

For the year ended December 31, 2020, the Named Executive Officers were: Yves Paletta, Chief Executive Officer; Randy Watt, Chief Financial Officer; Neil Wotton, Chief Operating Officer; Barry Card, Chief Commercial Officer; and Murray Desrosiers, Senior Vice President and General Counsel.

Components of Executive Compensation

This section describes the compensation structures and plans in force in 2020. Compensation of the Corporation's executives consists of base salary, annual incentive plan awards, long-term incentives, and benefits and perquisites.

Base Salary

ClearStream pays a base salary as a means of providing a non-performance based element of compensation that is certain and predictable and is generally competitive with market practice. Base salary is targeted to median levels of base salary among the Comparator Group and actual individual base salary reflects the experience and capabilities of each executive as well as her or his sustained level of contribution.

Base salary is reviewed annually by the CGC Committee. For NEOs other than the CEO, the CGC Committee reviews the individual tally sheets for each NEO that array the complete history of base salary, annual incentives and long-term incentives against the Comparator Group and a cross-section of survey data and the CEO's assessment and recommendations for adjustments, if any. For the CEO, the CGC Committee reviews the individual tally sheet for the CEO, conducts its own performance assessment and makes its recommendations to the Board.

Annual Incentive Plan

The AIP is a broad-based plan for salaried employees, including the NEOs, and is linked to the achievement of specified corporate performance metrics and individual objectives, in each case established at the beginning of the year. Where performance is below pre-defined threshold levels, no amounts will be payable under the AIP. The Board and the CGC Committee review the performance and may adjust calculated AIP payments based on their judgment.

Corporate performance metrics for the AIP include safety (measured by total recordable injury frequency (TRIF)), Company EBITDA, business unit EBITDA, working capital (measured by average days sales outstanding) and individual objectives as set by the CEO (or by the CGC Committee, in the case of the CEO). No payout will be made under the AIP if Company EBITDA is less than 80% of the performance target.

For corporate leaders (which include all NEOs), corporate performance metrics are assigned an 60% weighting and individual objectives are each assigned a 40% weighting. For business unit leaders, corporate performance metrics are assigned an 80% weighting and individual objectives are assigned a 20% weighting.

Each NEO is assigned a target annual incentive with NEO targets ranging from 50% to 100% of base salary and actual payments linked to the achievement of pre-defined corporate and/or business unit performance metrics and the attainment of individual objectives. The target bonus payout of 50% of maximum incentive for all NEOs (66.6% for Mr. Paletta) is linked to achievement of Board-approved budget levels. Bonus payout above threshold levels is between 0% and 50% of maximum incentive for all NEOs (and between

0% and 66.6% of maximum incentive for Mr. Paletta). Bonus payout at top performance is 100% of maximum incentive.

Long-Term Incentive Plans

Through its long-term incentive plans, the Corporation seeks to align the interests and performance of its employees with the Corporation's business strategy and, ultimately, the creation of long-term value for its Shareholders.

In late 2017, the CGC Committee determined that the Corporation's long-term incentive plans, being the Incentive Option Plan (the "**Option Plan**") and the Performance Share Unit and Restricted Share Unit Plan (the "**PSU and RSU Plan**"), were no longer providing a sufficient incentive given that the Corporation's capital structure was heavily weighted to debt and preferred shares. The Option Plan and the PSU and RSU Plan are no longer active, with the last grants thereunder having been made on January 31, 2017. As at January 1, 2020, there were no awards outstanding under the PSU and RSU Plan and 1,630,000 stock options (with an exercise price of \$0.28/share and an expiry date of January 31, 2022) outstanding under the Option Plan. A description of the Option Plan is contained in Schedule "C".

In February 2018, the CGC Committee engaged Lattoni to work with management on the design of a new long-term incentive plan. For the next 16 months, Lattoni and management explored various long-term incentive plan structures and sought feedback and direction from the CGC Committee and, at times, the Board.

On June 19, 2019, the Board approved the Cumulative Value Creation Unit Plan of the Corporation (the "**CVCU Plan**") and the initial awards thereunder. The CVCU Plan provides eligible participants (directors, officers, employees and other personnel) with an opportunity to share in 10% of the cumulative "value creation" over a specified performance period (typically three years) through the grant of units ("**CVCUs**"). Value creation is calculated for the specified performance period as enterprise value (calculated as 5x Adjusted EBITDAS) less new equity investments over such period less net debt at the end of such period. The Board, based on advice from Lattoni, decided on two types of grants: a triennial grant (i.e., once every three years) for the Executive Leadership Team members; and an annual grant for the directors and all other participants. A description of the CVCU Plan is contained in Schedule "C".

Benefits and Perquisites

The Corporation maintains a broad-based benefit program, including medical, dental and life insurance, for its employees, including the NEOs. The Corporation provides a company vehicle or monthly taxable automobile allowances to senior executives.

The Corporation has a savings plan to assist its employees in meeting their savings goals. The Corporation matches each employee's contributions to a maximum of 4% of their base salary. The combined contributions are allocated by the employee to a RRSP, spousal RRSP, a tax-free savings account or a non-registered investment account. Investment options under the savings plan include a suite of professionally managed investment funds.

As a result of the impact of the Covid-19 pandemic on the Corporation's business, the matching contributions to the savings plan were suspended effective April 1, 2020 and have not been reinstated.

2020 Compensation Decisions

For 2020, the CGC Committee undertook the following steps in determining executive compensation:

- Engaged Lattoni to advise with respect to executive compensation structure and policy and provide pay level proposals taking into account information derived from the Comparator Group.

- Reviewed progress against performance targets and implications for variable pay.
- Reviewed compensation materials provided by management and Lattoni in advance of compensation-related meetings, including individual tally sheets for each NEO that array the complete history of base salary, annual incentives and long-term incentives against the Comparator Group and a cross-section of survey data.
- Reviewed performance and made recommendations for the Board's consideration and approval regarding base salary, annual incentives, long-term incentive grants and benefits and perquisites.

Base Salary

On March 4, 2020, the CGC Committee met to consider base salaries for the NEOs for 2020. Pursuant to a compensation survey prepared by Lattoni, the CGC Committee recommended that base salaries for the NEOs for 2020 be maintained at 2019 levels. The Board accepted the recommendation of the CGC Committee.

As a result of the impact of the Covid-19 pandemic on the Corporation's business, base salaries for the NEOs were reduced by 10% for the period from May 1, 2020 to July 31, 2020.

Looking Forward to 2021

On March 4, 2021, the CGC Committee met to consider base salaries for the NEOs for 2021. Pursuant to a compensation survey prepared by the CEO, the CGC Committee recommended that base salaries for the NEOs for 2021 be maintained at 2020 levels. The Board accepted the recommendation of the CGC Committee.

Annual Incentive Plan

On March 4, 2021, the CGC Committee met to consider the proposed payout under the AIP for 2020 performance. Pursuant to the terms of the AIP, no payout is made if Company EBITDA is less than 80% of the performance target. As a result of the impact of the Covid-19 pandemic on the Corporation's business, Company EBITDA in 2020 was below the threshold level of performance and, as a result, no payouts were made under the AIP in 2020.

Long-Term Incentive Plan

Each of the NEOs (other than Mr. Desrosiers who was not employed by the Corporation at that time) received a 2018 grant of CVCUs with a performance period of 2018-2020. This was a triennial grant with the potential payout at target representing three times their annual long-term incentive plan target. Mr. Desrosiers received a 2019 grant of CVCUs with a performance period of 2019-2021. This was an annual grant with the potential payout at target representing one times his annual long-term incentive plan target.

The Covid-19 pandemic had a significant impact on the Corporation's business in 2020, resulting in Adjusted EBITDAS (which excluded any Government subsidies received in 2020) being well below target. As a result, no payout was made for CVCUs (including CVCUs held by the NEOs) with a performance period of 2018-2020 since the Adjusted EBITDAS-based value creation criteria was not attained. Based on the financial model that forecasts the Adjusted EBITDAS-based value creation over the applicable three-year performance period, as at March 31, 2021, no amounts are forecast to be payable for CVCUs with a performance period of 2019-2021.

In March 2020, the CGC Committee received a report from Lattoni on the CVCU Plan, which included a status update for outstanding awards and recommendations for awards to be granted in 2020. Those recommendations were considered by the CGC Committee, but ultimately were not actioned due to the

uncertain impact of the Covid-19 pandemic on the Corporation's business and any new awards that may be granted under the CVCU Plan.

Discretionary Bonuses

On March 4, 2021, the CGC Committee met to consider management's performance and overall compensation levels.

The CGC Committee felt that management had done a very good job of responding to the challenges created by Covid-19, which had a significant impact on the Corporation's business in 2020. They had taken steps to reduce costs and streamline operations as the volume of work slowed due to combined impact of the Covid-19 pandemic and the collapse in oil prices in the second quarter of 2020. They continued to operate the business with no significant workplace transmission of Covid-19 and successfully transitioned most staff to remote working arrangements. They accelerated the focus on internal business improvements, automation and new digital service offerings. Although they also maintained strong safety performance, this was over-shadowed by an incident on December 28, 2020 that resulted in the death of two ClearStream employees, which was taken into consideration in the overall assessment of management's performance.

The CGC Committee also assessed management's performance over a three-year period (2018-2020). They felt that significant progress had been made to advance the strategic plan. In 2018, Messrs. Paletta and Watt joined the organization and the process of improving operational and back-office efficiency commenced. On June 28, 2019, the Corporation completed the acquisition of certain assets of the production services division of AECOM Production Services Ltd. and all of the shares of Universal Weld Overlays Inc. These acquisitions were successfully integrated during the second half of 2019 as evidenced by the strong results achieved in 2019. In 2020, as described above, management successfully managed the business through the Covid-19 pandemic and the collapse in oil prices in the second quarter of 2020.

In considering overall compensation levels, the CGC Committee acknowledged that the payout received by management under the AIP for 2019 only partially recognized the significance of the acquisitions as the performance metric targets were adjusted following the completion of the acquisitions. At the time, it was thought that the strategic nature of these acquisitions would ultimately be recognized through a payout under the CVCU Plan for awards with a 2018-2020 performance period.

One of the issues the CGC Committee (and ultimately the Board) had to consider was whether government wage and rent subsidies should be included in the calculation of EBITDAS, which was a performance metric used in the both the AIP and the CVCU Plan. While substantially all of the members of the Comparator Group included government wage and rent subsidies in the calculation of EBITDAS, the Board determined that their inclusion would not be appropriate as they were not recurring in nature. As a result, no payments were made under the AIP for 2020 (as Company EBITDA was below the threshold level of performance) or under the CVCU Plan for awards with a 2018-2020 performance period (as the Adjusted EBITDAS-based value creation criteria was not attained).

Based on management's performance over the 2018-2020 period and the fact that no payment was made under the CVCU Plan for awards with a 2018-2020 performance period, the CGC Committee recommended and the Board approved discretionary bonuses for long-term performance for each of the NEOs (other than Mr. Desrosiers who received a discretionary bonus for 2020 performance).

The following table shows the annual targets for long-term incentive compensation and the actual 2020 discretionary bonus for each of the Named Executive Officers.

Name	Annual LTIP Target		2020 Discretionary Bonus		
	Amount (\$)	As % of Base Salary	Amount (\$)	As % of Annual LTIP Target	As % of Triennial LTIP Target ⁽¹⁾
Yves Paletta	1,000,000	200%	800,000	80%	27%
Randy Watt ⁽²⁾	360,000	120%	300,000	83%	42%
Neil Wotton	360,000	120%	360,000	100%	33%
Barry Card	330,000	120%	330,000	100%	33%
Murray Desrosiers ⁽³⁾	250,000	100%	200,000	80%	n/a

Notes:

- (1) The 2018 grant under the CVCU Plan to Messrs. Paletta, Watt, Wotton and Card was a triennial grant. A triennial grant is made once every three years; therefore, the target payout represents three times the annual target.
- (2) Mr. Watt's 2018 triennial grant was reduced by one-third to reflect the fact that his employment commenced on November 14, 2018 (approximately 1 year into the 3-year performance period).
- (3) Mr. Desrosiers was not a recipient of a 2018 triennial grant as he commenced employment with the Corporation on September 1, 2019.

Looking Forward to 2021

The Covid-19 pandemic had a significant impact on the Corporation's business in 2020, resulting in Adjusted EBITDAS (which excluded any Government subsidies received in 2020) being well below target. As a result, no payout was made for CVCUs with a performance period of 2018-2020 since the Adjusted EBITDAS-based value creation criteria was not attained. Further, based on the financial model that forecasts the Adjusted EBITDAS-based value creation under the CVCU Plan over the applicable three-year performance period, as at March 31, 2021, no amounts are forecast to be payable for CVCUs with a performance period of 2019-2021.

Given these effects on the operation of the CVCU Plan, the CGC Committee, working with the CEO, began exploring and developing a new form of long-term incentive plan in early 2021. The objective was to design a plan that would reward participants for the achievement over a longer period (typically three years) of specified corporate performance metrics and individual objectives that are linked to the Corporation's long-term strategic objectives and the creation of shareholder value.

On March 4, 2021, the Board approved a new form of long term incentive plan (the "**Performance Incentive Plan**") (as a replacement for the CVCU Plan) and the initial grant of awards thereunder. The Performance Incentive Plan provides participants (officers, employees and other personnel) with the opportunity, through the grant of awards ("**PIP Awards**"), to earn a long-term incentive cash payment amount ("**PIP Payout**"). The directors are not participants under the Performance Incentive Plan.

To establish the potential for an annual payout under the Performance Incentive Plan, the Board approved two types of PIP Awards for 2021: an award with a two-year performance period (2021-2022); and an award with a three-year performance period (2021-2023). Going forward, the Board's practice will be to grant an annual award with a three-year performance period.

For the specified performance period, a participant's PIP Payout is calculated by multiplying the PIP Target by the PIP Multiplier, where:

- (a) the PIP Target is the dollar amount calculated as the participant's annual base salary multiplied by the participant's long-term incentive target (expressed as a percentage of the annual base salary) in effect on the first day of the performance period. For the NEOs, the PIP targets are 200% for Mr. Paletta, 120% for Messrs. Card, Watt and Wotton, and 100% for Mr. Desrosiers; and
- (b) the PIP Multiplier is the percentage, which ranges from 0% to 200%, determined by the Board based on the Board's evaluation of the participant's level of attainment of the specified performance metrics.

PIP Payout amounts under the Performance Incentive Plan range from 0% to 200% of PIP Target. Where attainment of the performance metrics is below pre-defined threshold levels, no PIP Payout amount will be payable.

The Board or the CGC Committee pre-determines the performance metrics and respective weightings, the performance threshold and target levels, and corresponding payout percentages in respect of PIP Awards.

The following table sets forth the performance metrics that will be used to calculate the PIP Multiplier for the two-year performance period (2021-2022) and the three-year performance period (2021-2023) and the weighting assigned to each performance metric:

Performance Metric	Weighting (%)	
	2021-2022 Performance Period	2021-2023 Performance Period
Adjusted EBITDAS	30%	30%
Average Days Sales Outstanding	10%	10%
Long-Term Debt Servicing	15%	-
Ability to Pay Preferred Share Dividends	15%	-
Long-Term Debt Reduction	-	30%
Total Recordable Injury Frequency	10%	10%
Individual Performance	20%	20%
Total	100%	100%

The following table sets forth the potential Payout Amounts for the initial PIP Awards granted to the NEOs in 2021 at target and maximum performance achievement. Where attainment of the performance metrics is below pre-defined threshold levels, no amounts will be payable.

Grantee Name	Annual LTIP Target (as % of Base Salary)	PIP Award Performance Period	Potential PIP Payout (\$)	
			Target	Maximum
Yves Paletta	200%	2021-22	1,000,000	2,000,000
		2021-23	1,000,000	2,000,000
Randy Watt	120%	2021-22	360,000	720,000
		2021-23	360,000	720,000
Neil Wotton	120%	2021-22	360,000	720,000
		2021-23	360,000	720,000
Barry Card	120%	2021-22	330,000	660,000
		2021-23	330,000	660,000
Murray Desrosiers	100%	2021-22	250,000	500,000
		2021-23	250,000	500,000

Any amounts earned under the Performance Incentive Plan at the end of the applicable performance period will be reported in the summary compensation table as non-equity incentive plan compensation (long-term incentive plans).

The treatment of outstanding PIP Awards in the event of death, termination for cause, termination without cause, voluntary resignation and in the event of a change of control is set out below under the heading "*Termination and Change of Control Benefits*".

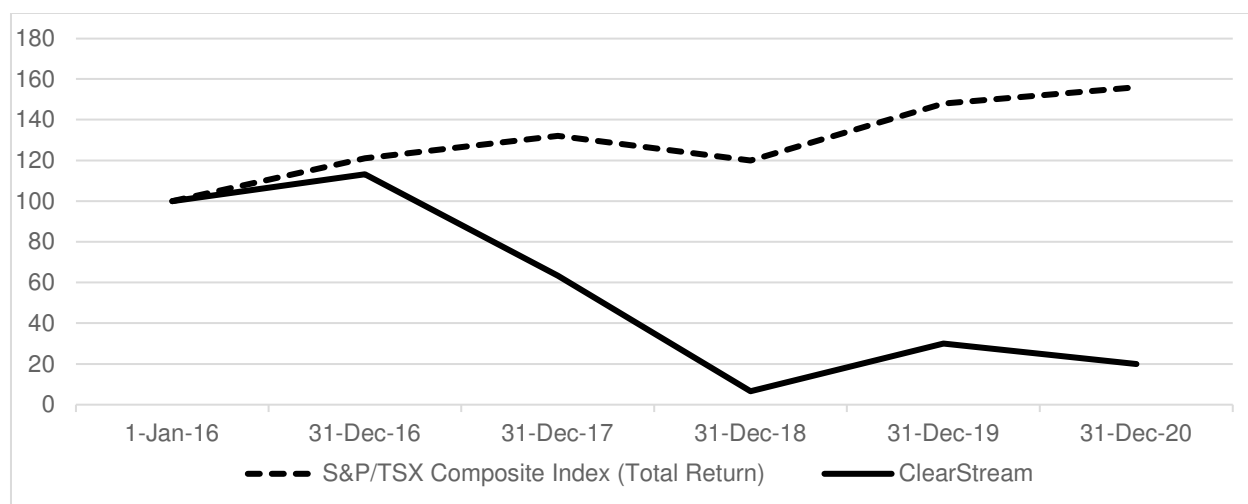
Burn Rate

In accordance with TSX rules, the "burn rate" is calculated by dividing the number of share-based awards granted during the applicable fiscal year by the weighted average number of Common Shares outstanding for the applicable fiscal year, expressed as a percentage. The table below provides details on the burn rate for the Option Plan and the PSU and RSU Plan for the three most recently completed fiscal years. No options, PSUs or RSUs were granted during the years ended December 31, 2018, 2019 or 2020.

Burn Rate	Year Ended December 31		
	2018	2019	2020
Options	Nil	Nil	Nil
PSUs	Nil	Nil	Nil
RSUs	Nil	Nil	Nil

Performance Graph

The following graph compares the cumulative total return of the S&P/TSX Composite Total Return Index to ClearStream's cumulative total shareholder return over the period from January 1, 2016 to December 31, 2020, assuming a \$100 investment on January 1, 2016. No dividends or other distributions on the Common Shares were made by the Corporation during the period from January 1, 2016 to December 31, 2020.



As discussed above, the CGC Committee considers a number of factors in connection with its determination of appropriate levels of compensation for Named Executive Officers. The levels of compensation for Named Executive Officers do not necessarily track the changes in the market value of Common Shares, given that the capital structure of the Corporation is heavily weighted to debt and preferred shares.

Summary Compensation Table

The following table provides a summary of the compensation of the NEOs for the three most recently completed financial years.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation		Pension Value (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total Compensation (\$)
					Annual Incentive Plans ⁽¹⁾ (\$)	Long-Term Incentive Plans ⁽²⁾ (\$)			
Yves Paletta ⁽⁵⁾ Chief Executive Officer	2020	487,500	Nil	Nil	Nil	800,000	Nil	6,154	1,293,654
	2019	500,000	Nil	Nil	556,730	Nil	Nil	19,231	1,075,961
	2018	188,461	Nil	Nil	500,000 ⁽⁶⁾	Nil	Nil	57,538	745,999
Randy Watt ⁽⁷⁾ Chief Financial Officer	2020	292,500	Nil	Nil	Nil	300,000	Nil	3,692	596,192
	2019	300,000	Nil	Nil	208,557	Nil	Nil	12,000	520,557
	2018	25,384	Nil	Nil	Nil	Nil	Nil	462	25,846
Neil Wotton Chief Operating Officer	2020	292,500	Nil	Nil	Nil	360,000	Nil	3,692	656,192
	2019	300,000	Nil	Nil	321,057	Nil	Nil	12,000	633,057
	2018	273,076	Nil	Nil	123,750	Nil	Nil	10,923	407,749
Barry Card Chief Commercial Officer	2020	268,125	Nil	Nil	Nil	330,000	Nil	3,385	601,510
	2019	275,000	Nil	Nil	294,302	Nil	Nil	11,000	580,302
	2018	253,461	Nil	Nil	91,800	Nil	Nil	9,415	354,676
Murray Desrosiers ⁽⁸⁾ Senior Vice President and General Counsel	2020	243,750	Nil	Nil	200,000	Nil	Nil	3,077	446,827
	2019	83,333	Nil	Nil	57,933	Nil	Nil	47,308	188,574

Notes:

- (1) Unless otherwise noted, the amounts reported represent the annual bonus awarded (either under the AIP or on a discretionary basis) for the applicable year and are typically paid in the first half of the following year. In 2018 and 2020, discretionary bonuses were awarded for individual performance and no bonuses were paid under the AIP as threshold performance levels were not achieved (see "Compensation Discussion and Analysis – 2020 Compensation Decisions – Discretionary Bonuses"). In 2019, the annual bonus was earned under the AIP and was paid in March 2020.
- (2) The amounts reported for 2020 represent a discretionary bonus that was paid for the individual's performance over the 2018-2020 period. Amounts earned under the Performance Incentive Plan will be reported in this column if and when earned. See "Compensation Discussion and Analysis – Components of Executive Compensation – Long-Term Incentive Plans – Looking Forward to 2021". For details regarding the grants that have been made to the Named Executive Officers, see "Compensation Discussion and Analysis – 2020 Compensation Decisions – Long-Term Incentive Plan – Looking Forward to 2021".
- (3) ClearStream does not have any defined benefit or defined contribution pension plans or any other plans that provide for the payment of pension plan benefits.
- (4) The amounts shown in the table above represent ClearStream's matching contributions to the employee savings plan (see "Compensation Discussion and Analysis – Benefits and Perquisites"). As a result of the impact of the Covid-19 pandemic, the Corporation's matching contributions to the savings plan were suspended effective April 1, 2020 and have not been reinstated. The amount shown for Mr. Paletta for 2018 includes \$50,000 for reimbursement of certain relocation expenses. The value of perquisites received by each NEO, including property or other personal benefits provided to the NEO that are not generally available to all employees, were not in the aggregate greater than \$50,000 or 10% of the NEO's base salary for the financial year.
- (5) Mr. Paletta was appointed as the Chief Executive Officer of the Corporation effective August 20, 2018. His annualized salary for 2018 was \$500,000.
- (6) Represents a minimum guaranteed payout of 100% of target incentive for 2018, not pro-rated to Mr. Paletta's start date. The payment of this bonus was specified in his offer of employment.
- (7) Mr. Watt was appointed as the Chief Financial Officer of the Corporation effective November 14, 2018. His annualized salary for 2018 was \$300,000.
- (8) Mr. Desrosiers was appointed as the Senior Vice President and General Counsel of the Corporation effective September 1, 2019. His annualized salary for 2019 was \$250,000. The amount shown for Mr. Desrosiers as All Other Compensation for 2019 includes consulting fees of \$45,000 for the period from July 10, 2019 to August 31, 2019.

Incentive Plan Awards

The table below shows all outstanding equity-based compensation granted to the named executives as at December 31, 2020:

Name and Principal Position	Option-Based Awards					Share-Based Awards			
	Grant Date	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiry Date	Value of Unexercised In-The-Money Options ⁽¹⁾	Grant Date	Number of Shares or Units That Have Not Vested	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
Yves Paletta Chief Executive Officer	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Randy Watt Chief Financial Officer	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Neil Wotton Chief Operating Officer	January 31, 2017	1,230,000	\$0.28	January 31, 2022	Nil	Nil	Nil	Nil	Nil
Barry Card Chief Commercial Officer	January 31, 2017	200,000	\$0.28	January 31, 2022	Nil	Nil	Nil	Nil	Nil
Murray Desrosiers Senior Vice President and General Counsel	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) Calculated based on the closing price of the Common Shares on the TSX on December 31, 2020 of \$0.03.

Value Vested or Earned During the Year

The table below sets forth the value of all option-based awards and share-based awards that vested during the year ended December 31, 2020 and the value of all non-equity incentive plan compensation earned during the year ended December 31, 2020.

Name and Principal Position	Option-Based Awards Value Vested during the Year (\$)	Share-Based Awards Value Vested during the Year (\$)	Non-Equity Incentive Plan Compensation Value Earned during the Year ⁽¹⁾ (\$)
Yves Paletta Chief Executive Officer	Nil	Nil	800,000
Randy Watt Chief Financial Officer	Nil	Nil	300,000
Neil Wotton Chief Operating Officer	Nil	Nil	360,000
Barry Card Chief Commercial Officer	Nil	Nil	330,000
Murray Desrosiers Senior Vice President and General Counsel	Nil	Nil	200,000

Note:

(1) The amounts shown represent discretionary bonuses that were paid in March 2021. See "Compensation Discussion and Analysis – 2020 Compensation Decisions – Discretionary Bonuses".

Pension Plan

ClearStream does not have a retirement plan, pension plan or deferred compensation plan.

Termination and Change of Control Benefits

Each NEO is party to an employment agreement with the Corporation that sets out certain payments to the NEO upon termination of employment, as further described below. The employment agreements also provide that in the event of termination of employment for any reason, the NEO (i) will not disclose any information about the Corporation that is confidential, (ii) will not, without the consent of the Corporation, be employed by, consult with, or otherwise perform services for, own, manage, operate, join, control or participate in the ownership, management, operations or control of or be connected with, in any manner, a competitor to all or part of the business of the Corporation within the Province of Alberta for a period of 12 months (18 months in the case of Mr. Paletta) following the date of termination, and (iii) will not, without the consent of the Corporation, solicit any customers, clients or employees of the Corporation on behalf of any third party for a period of 12 months (18 months in the case of Mr. Paletta) following the date of termination.

Upon termination for cause, the NEOs are entitled to any salary and vacation pay that has accrued but not paid and to reimbursement for valid expenses for which they have not been reimbursed at the date of termination. NEOs terminated for cause may exercise any outstanding vested options granted under the Option Plan by the earlier of: (i) 30 days after the date of termination; and (ii) the expiry date of such options. All unvested options will immediately and automatically terminate, unless otherwise provided. Any unvested units granted to a NEO under the CVCU Plan terminate if the NEO is terminated for cause.

Upon termination without cause, each of the NEOs, other than Mr. Paletta, is entitled to a lump sum payment equal to 12 months' salary. Mr. Paletta is entitled to a lump sum payment equal to 18 months' salary, a lump sum payment equal to 15% of his salary for 18 months to account for loss of benefits, two times the annual target bonus amount under the AIP, and an amount equal to the value of all LTIP awards granted prior to his termination date which remain unvested. Other than Mr. Paletta, the NEOs are not entitled to any bonus amounts under the AIP, even if such amount would have been paid during the 12-month notice period. The NEOs are entitled to exercise any outstanding vested options granted under the Option Plan by the earlier of: (i) 90 days after the NEO's termination without cause; and (ii) the expiry

date of such vested options. All unvested options will immediately and automatically terminate, unless otherwise provided. Under the CVCU Plan, the number of CVCUs held by the NEO at the date of termination will be pro-rated to reflect the period worked during the applicable performance period and, at the end of the performance period, the number of the remaining CVCUs that vest will be equal to the NEO's share of the Value Creation over the performance period.

Each of the NEOs, other than Mr. Watt, is entitled to resign from his position with the Corporation by providing written notice to the Corporation 90 days prior to the date of resignation; Mr. Watt is entitled to provide written notice four weeks prior to the date of resignation. Each of the NEOs is entitled to their annual salary and benefits during this notice period, which period may be accelerated at ClearStream's option with a lump sum payment to the NEO. The NEOs are not entitled to any bonus amounts under the AIP, even if such amount would have been paid during the 90-day notice period. Any awards under the CVCU Plan and the Option Plan that are unvested as of the end of the 90-day resignation notice period will be extinguished and not payable.

Upon a change of control, all outstanding options granted under the Option Plan vest immediately and the NEOs have the right to exercise all or part of their options at any time up to and including the earlier of: (i) the date of which is 90 days following the date of the change of control; and (ii) the expiry date of the options granted. Under the terms of the CVCU Plan, upon the Corporation entering into a transaction which upon completion shall or is likely to result in a change of control, the Board may, in its sole discretion, accelerate the vesting of all outstanding CVCUs and determine the Value Creation for the purpose of determining the vesting level in respect of such CVCUs. All vested CVCUs shall be settled by the Corporation upon (or immediately prior to) completion of the change of control or such other time as the Board may determine.

Within 180 days following the occurrence of a change of control, Mr. Paletta is entitled to resign from his position with the Corporation under certain circumstances by providing 90 days' written notice. Upon such resignation following a change of control, Mr. Paletta is entitled to any accrued and unpaid salary and vacation pay amounts and to reimbursement for valid expenses for which he has not been reimbursed at the date of termination, a lump sum payment equal to 24 months' salary, a lump sum payment equal to 15% of his salary for 24 months to account for loss of benefits, two times the annual target bonus amount under the AIP, and an amount equal to the value of all LTIP awards granted prior to the termination date which remain unvested.

An NEO's employment agreement terminates immediately upon his death and the Corporation has no further obligation to the NEO or his estate, other than for any accrued but unpaid salary or vacation pay amounts and any expenses that have not yet been reimbursed as of the date of the NEO's death. In addition, Mr. Paletta's estate is also entitled to an amount equal to the value of all long-term incentive plan awards granted prior to the date of death which remain unvested, and the bonus amount under the AIP that would otherwise have been payable to him, pro-rated to the number of days he worked during the applicable fiscal year.

If a holder ceases to be an Option Plan Participant by reason of death, all outstanding unvested options will, unless otherwise provided, immediately terminate other than those options that would have vested within one year of such death if death had not occurred (which rights shall immediately vest) and any outstanding vested options must be exercised at the earlier of: (i) one year after such death; and (ii) the expiry date of such vested options. Under the CVCU Plan, the number of CVCUs held by the NEO at the date of death will be pro-rated to reflect the period worked during the applicable performance period and, at the end of the performance period, the number of the remaining CVCUs that vest will be equal to the NEO's share of the Value Creation over the performance period.

The following table sets forth the estimated amounts that the Named Executive Officers employed by ClearStream on December 31, 2020 would have received upon termination of employment for the various reasons outlined below, determined as if termination occurred on December 31, 2020.

Name and Principal Position	Event	Salary (\$)	Annual Bonus (\$)	Benefits (\$)	Share-based Incentive Plans (\$) ⁽¹⁾	Other Long-term Incentive Plans (\$) ⁽²⁾⁽³⁾	Total (\$)
Yves Paletta Chief Executive Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	750,000	1,000,000	112,500	Nil	Nil	1,862,500
	Resignation	125,000	Nil	8,300	Nil	Nil	133,300
	Death	Nil	556,730	Nil	Nil	Nil	556,730
	Change of Control	1,000,000	1,000,000	150,000	Nil	Nil	2,150,000
Randy Watt Chief Financial Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	300,000	Nil	Nil	Nil	Nil	300,000
	Resignation	25,000	Nil	1,790	Nil	Nil	26,790
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil
Neil Wotton Chief Operating Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	300,000	Nil	Nil	Nil	Nil	300,000
	Resignation	75,000	Nil	5,370	Nil	Nil	80,370
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil
Barry Card Chief Commercial Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	275,000	Nil	9,480	Nil	Nil	284,480
	Resignation	68,750	Nil	5,120	Nil	Nil	73,870
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil
Murray Desrosiers Senior Vice President and General Counsel	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	250,000	Nil	Nil	Nil	100,000	370,000
	Resignation	62,500	Nil	4,870	Nil	Nil	67,370
	Death	Nil	Nil	Nil	Nil	100,000	100,000
	Change of Control	Nil	Nil	Nil	Nil	150,000	150,000

Notes:

- (1) All of the options previously granted to Messrs. Card and Wotton under the Option Plan were fully-vested as at December 31, 2020 and were not in-the-money at such date. See "Compensation Discussion and Analysis – Value Vested or Earned During the Year".
- (2) Under the CVCU Plan, the number of CVCUs held by the NEO at the date of termination without cause or death will be pro-rated to reflect the period worked during the applicable performance period. The amounts in the table reflect the pro-ration to December 31, 2020 and assume a payout based on 100% of the target potential payout.
- (3) Subsequent to December 31, 2020, the Corporation granted PIP Awards to each NEO pursuant to the terms of the Performance Incentive Plan. The NEOs may be entitled to receive certain payments for their PIP Awards upon termination of employment for the reasons outlined in the table. See "Looking Forward to 2021" below.

Looking Forward to 2021

On March 4, 2021, the Board approved the Performance Incentive Plan and the initial grants of PIP Awards thereunder. To establish the potential for an annual payout under the Performance Incentive Plan, the board approved two types of grants for 2021: an award with a two-year performance period (2021-2022); and an award with a three-year performance period (2021-2023). Each NEO was a recipient of these awards. For details regarding the grants made to the NEOs, see "Compensation Discussion and Analysis – 2020 Compensation Decisions – Long-Term Incentive Plan – Looking Forward to 2021".

The Performance Incentive Plan provides for either pro-rata payment of a PIP Payout or early termination of a PIP Award in certain circumstances. A pro-rata PIP Payout will be calculated and paid, at the same time as other PIP Awards with the same performance period, for participants whose employment or services terminate during the performance period under the following circumstances: termination other than for just cause, approved retirement, long-term disability or death. PIP Awards expire immediately, and no PIP Payout is calculated or paid, for participants whose employment or services terminate during the performance period due to voluntary resignation or termination for just cause.

The Performance Incentive Plan provides that upon the Corporation entering into a transaction which upon completion shall or is likely to result in a change of control, the Board may, in its sole discretion, shorten the performance period, adjust the performance measures and/or accelerate the payout determination date and settlement of the PIP Payout in respect of all outstanding PIP Awards held by any participant.

Directors' and Officers' Liability Insurance and Indemnity Agreements

We maintain directors' and officers' liability insurance coverage for losses to ClearStream if it is required to reimburse directors and officers, where permitted, and for direct indemnity of directors and officers where corporate reimbursement is not permitted by law. This insurance protects us against liability (including costs), subject to standard policy exclusions, which may be incurred by directors and/or officers acting in such capacity for ClearStream. All of our directors and officers are covered by the policy and the amount of insurance applies collectively to all. The annual cost of this insurance for the policy year ending September 5, 2021 was \$138,750.

In addition, we have entered into industry standard indemnity agreements with each of our directors and officers pursuant to which we have agreed to indemnify such directors and officers from liability arising in connection with the performance of their duties. Such indemnity agreements conform to the provisions of the OBCA.

DIRECTOR COMPENSATION

Effective January 1, 2019, the Board changed the director compensation program from an annual retainer plus meeting fee to a fixed annual fee comprised of a cash retainer plus an award under the CVCU Plan. The new annual retainers are \$150,000 for the Chairman of the Board, \$90,000 for an independent director, \$15,000 for the Chair of the Audit Committee, \$10,000 for the Chair of the CGC Committee and \$10,000 for the Chair of the HSE Committee. All annual retainers are paid quarterly in arrears except for the Chairman of the Board retainer which is paid monthly in arrears. Directors are also entitled to be reimbursed for reasonable out-of-pocket expenses incurred in connection with the conduct of the Corporation's business.

The directors are eligible to participate in the CVCU Plan. The Board established a target annual long-term incentive of \$75,000 for the Chairman of the Board and \$30,000 for a director. During the year ended December 31, 2020, no awards were made under the CVCU Plan. A description of the CVCU Plan is contained in Schedule "C".

On June 19, 2019, the Board approved an annual grant under the CVCU Plan of 150 CVCUs for the Chairman of the Board and 60 CVCUs for each of the other directors, with such grants having a performance period of 2019-2021. Any amounts earned under the CVCU Plan at the end of the applicable performance period will be reported in the director compensation table as non-equity incentive plan compensation. Based on the financial model that forecasts value creation over the applicable three-year performance period, as at March 31, 2021, no amounts are forecast to be payable for CVCUs with a performance period of 2019-2021.

Looking Forward to 2021

On March 4, 2021, the Board determined that the directors should not be participants in the Performance Incentive Plan in order to maintain their independence. As a result, the director compensation program was amended effective January 1, 2021 to change the composition of the annual retainer from a cash retainer of \$90,000 (\$150,000 for the Chairman of the Board) plus an award under the long-term incentive with a target value of \$30,000 (\$75,000 for the Chairman of the Board) to a cash retainer of \$120,000 (\$225,000 for the Chairman of the Board).

Director Compensation Table

The following table sets forth information concerning the compensation paid to directors for the financial year ended December 31, 2020.

As a result of the impact of the Covid-19 pandemic on the Corporation's business, the annual retainers paid to the directors were reduced by 10% for the period from May 1, 2020 to July 31, 2020.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$) ⁽¹⁾	All Other Compensation (\$)	Total Compensation (\$)
Sean McMaster Chairman	146,250	Nil	Nil	Nil	Nil	Nil	146,250
Jordan L. Bitove ⁽²⁾	96,083	Nil	Nil	Nil	Nil	Nil	96,083
Herbert Fraser Clarke ⁽³⁾	102,750	Nil	Nil	Nil	Nil	Nil	102,750
Karl Johansson ⁽⁴⁾	99,417	Nil	Nil	Nil	Nil	Nil	99,417
Dean MacDonald ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) ClearStream does not have any defined benefit or defined contribution plans or any plans that provide for the payment of pension plan benefits.
- (2) Mr. Bitove served as Chair of the CGC Committee from January 1, 2020 to October 31, 2020. In this capacity, he was paid an additional annual fee of \$10,000, which was pro-rated for the period served.
- (3) In addition to the annual director retainer, Mr. Clarke was paid an annual fee of \$15,000 as Chair of the Audit Committee.
- (4) In addition to the annual director retainer, Mr. Johansson was paid an annual fee of \$10,000 as Chair of the HSE Committee. Mr. Johansson was appointed Chair of the CGC Committee effective November 1, 2020. In this capacity, he was paid an additional annual fee of \$10,000, which was pro-rated for the period served.
- (5) In January 2019, the Board approved a termination payment of \$1,500,000 payable over the next three years (2019-2021) to Mr. MacDonald in connection with his roles as President and Chief Executive Officer from December 2008 to June 2015, Executive Chairman from June 2015 to January 2019, and Interim Chief Executive Officer from June 2017 to August 2018. Such termination payments are conditional upon Mr. MacDonald continuing to serve as a director of the Corporation over the same period of time without director remuneration.

Director Incentive Plan Awards

As at December 31, 2020, there were no outstanding option-based awards or share-based awards for any of the directors, including awards granted before such date. The directors are eligible to participate in the CVCU Plan, a non-equity incentive compensation plan. During the year ended December 31, 2020, no awards were made under the CVCU Plan. See "*Director Compensation*" above.

Director Value Vested or Earned During the Year

No option-based awards or share-based awards vested during the year ended December 31, 2020 and there was no non-equity incentive plan compensation earned during the year ended December 31, 2020.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Canadian Securities Administrators have established National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"), which sets out a series of guidelines for effective corporate governance (the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires the disclosure by each public company of its approach to corporate governance with reference to the Guidelines.

The CGC Committee reports to the Board. The Board and senior management recognize the importance of corporate governance to the effective management of the Corporation and to the shareholders and other stakeholders of the Corporation. The Corporation's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Corporation are effectively managed so as to enhance the value of the Corporation.

The following sets out the Corporation's approach to corporate governance in accordance with NI 58-101 and NP 58-201.

Independence of Directors

Pursuant to NI 58-101 and NI 52-110, a director is independent if such director has no direct or indirect material relationship with the issuer, which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment. The Board is responsible for determining whether or not each director is "independent". To assist in making such determinations, the board assesses each member's independence against the definition of independence contained in NI 58-101 and NI 52-110.

The Board is currently comprised of Sean D. McMaster (Chair of the Board), Jordan L. Bitove, Herbert Fraser Clarke, Karl Johannson, Dean T. MacDonald and Yves Paletta, the majority of whom are considered independent (being Messrs. McMaster, Bitove, Clarke and Johannson). Mr. MacDonald acted as Interim Chief Executive Officer of the Corporation from June 2017 to August 2018 and as Executive Chairman from June 2015 to January 2019, and therefore is not considered independent. Mr. Yves Paletta currently serves as Chief Executive Officer of the Corporation and therefore is not considered independent. None of the directors currently holds directorships in other reporting issuers (or equivalent in foreign jurisdictions).

To facilitate open and candid discussion among its independent directors, at each meeting of the Board and its committees, an opportunity is provided for the independent members to meet independently of the non-independent members and members of management (commonly referred to as an "in camera session"). During the year ended December 31, 2020, a total of 20 in camera sessions were held by the Board and its committees. The Board further provides leadership for the exercise of independent judgement by directors in carrying out their responsibilities by encouraging members to bring forth agenda items, by providing access to members of management and information regarding the Corporation's activities, and by retaining outside advisors when necessary.

The following table sets forth the attendance record of each director for board meetings and committee meetings of the Corporation held during 2020:

Director	Independent	Board Meetings Attended	Audit Committee Meetings Attended	CGC Committee Meetings Attended	HSE Committee Meetings Attended	Overall Attendance
Jordan L. Bitove	Y	8/8	-	3/4	3/4	14/16 (87%)
Herbert Fraser Clarke	Y	8/8	4/4	4/4	-	16/16 (100%)
Karl Johannson ⁽¹⁾	Y	8/8	4/4	1/1	4/4	17/17 (100%)
Dean T. MacDonald	N	8/8	-	-	3/4	11/12 (91%)
Sean D. McMaster ⁽²⁾	Y	8/8	4/4	4/4	-	16/16 (100%)
Yves Paletta ⁽³⁾	N	8/8	4/4	4/4	4/4	20/20 (100%)

Notes:

- (1) Mr. Johannson was appointed as a member and Chair of the CGC Committee on November 1, 2020.
- (2) As Chairman of the Board of Directors of the Corporation, Mr. McMaster is invited to attend the meetings of any Committee that he is not a member of. During 2020, he attended four meetings of the HSE Committee as an invited guest.
- (3) As Chief Executive Officer of the Corporation, Mr. Paletta is typically invited to attend all Board and Committee meetings. We have reported his attendance at the meetings in that capacity.

Mandate of the Board

The Board, either directly or through its committees, is responsible for the stewardship of the Corporation. The mandate of the Board is attached to this Circular as Schedule "D".

The Board discusses and considers how the Corporation communicates with its shareholders, other stakeholders and the public. The Board has approved a Timely Disclosure, Confidentiality and Insider Trading Policy (the "**Disclosure Policy**") covering the timely disclosure of all material information. The Disclosure Policy establishes consistent guidance for determining what information is material, how it is to be disclosed and, to avoid making selective disclosure, making all material disclosures on a widely disseminated basis. The Corporation seeks to communicate with its shareholders and other stakeholders through a variety of channels, including its annual report, quarterly reports, annual information form, news releases and conference calls.

Position Descriptions

The Board has developed written position descriptions for the Chair of Board, the Chair of each Board committee and for the Chief Executive Officer.

The Chair of the Board is responsible for the overall management of the Board, including ensuring that the Board is organized properly, functions effectively and independent of management and meets its obligations and responsibilities. The Chair of the Board maintains a liaison and communication with (i) the other directors and the committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees and (ii) the Chief Executive Officer to ensure that the Board receives adequate and regular updates from the Chief Executive Officer, to discuss concerns of the Board, shareholders and other stakeholders, and to support effective relations with Board members. The Chair of the Board works with the Chief Executive Officer to ensure management succession plans are developed and implemented. The Chair of the Board also assists the CGC Committee with reviewing and assessing director performance and compensation, evaluating the size and composition of the Board and making recommendations for director nominees for election to the Board.

Orientation and Continuing Education

In accordance with its mandate, the Board ensures that new directors receive a comprehensive orientation, which includes written information about the role of the Board, its committees and its directors, the obligations of directors, the business and operations of the Corporation, documents from recent Board meetings, recent filings and financial information, governance documents and policies, important policies and procedures and opportunities for meetings and discussion with members of senior management and other directors. The Corporation is committed to providing all new directors with such information as he or she requires in order to become familiar with the nature and operation of the Corporation's business and the Board's procedures.

To foster the familiarity of the Board with the on-going operation of the Corporation's business, the Board from time to time invites senior management to attend at meetings of the Board to report on their respective business unit activities. In addition, as part of their continuing education, the Board receives presentations and materials from management and outside professional advisors with respect to business and industry risks and new developments, regulatory requirements, corporate governance and market conditions. Directors also attend an annual strategy session with management. Each director is responsible for ensuring that they maintain the skill and knowledge necessary to meet their obligations as a director. The directors are encouraged to participate in continuing education opportunities in order to keep current on developments in the Corporation's industry, various aspects of corporate governance and other matters relating to serving on the board of a public company.

Ethical Business Conduct

The Corporation has adopted a Code of Conduct and Ethics Policy (the "**Code**") that applies to all directors, officers, employees and service providers (each, a "**Covered Party**"). The principles of the Code encourage and promote a culture of ethical business conduct by establishing standards of conduct by which each Covered Party must abide. There have been no material change reports filed since the beginning of the Corporation's last financial year that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Each Covered Party has a responsibility to: (i) avoid apparent or actual conflicts of interest; (ii) avoid actions or behaviours that could create an uncomfortable or hostile work environment; (iii) protect the Corporation's assets; (iv) ensure confidential information remains confidential; (v) discharge their duties in compliance with applicable laws; and (vi) report violations of the Code of which such Covered Party becomes aware. The Board, through the Chief Financial Officer of the Corporation, is responsible for monitoring compliance with the Code. Upon accepting a position with the Corporation, a new director, officer, employee or service provider is required to provide an acknowledgement of his or her commitment to comply with the Code. In addition, all Covered Parties are required to acknowledge their compliance with the Code on an annual basis.

A copy of the Code is available under the Corporation's profile on SEDAR at www.sedar.com (filed on April 30, 2020).

Pursuant to both the OBCA and the ABCA, a director who is a party, directly or indirectly, to a material contract or transaction or proposed material contract or transaction with the Corporation is required to disclose to the Corporation the nature and extent of their interest and must abstain from voting on any resolution to approve the contract or transaction. Under the Code, directors are also obligated to conduct all business affairs in the best interests of the Corporation by dealing with various stakeholders in a manner that avoids real, perceived or potential conflicts of interest.

Compensation

The CGC Committee, which is composed entirely of independent directors, reviews and recommends to the Board for approval the compensation for the Corporation's directors and officers. This committee has

written terms of reference (as set out below in further detail) that clearly establish the committee's purpose, membership qualification, appointment and removal of members, structure and operations, and manner of reporting to the Board.

Nomination of Directors

The CGC Committee, which is composed entirely of independent directors, functions as the nominating committee of the Board and is responsible for making recommendations to the Board with respect to the appropriate size and composition of the Board and as to candidates for election or appointment as directors. From time to time, the Board may also form ad-hoc committees in order to retain search firms and other advisors as necessary in order to recommend to the Board new candidates for independent directors to join the Board.

In making recommendations respecting the nomination of a director, the CGC Committee considers, among other factors, the competencies and skills that the Board needs to possess as a whole (taking into account the corporate strategy), the competencies and skills of current Board members, the competencies and skills that a new director nominee will bring to the position, and whether or not a new nominee can devote sufficient time and resources to their duties as a Board member. The Board believes that it currently is an appropriate size to facilitate efficient and effective decision-making.

Diversity

In accordance with Canadian securities legislation, TSX-listed companies are required to disclose certain information in their management information circulars relating to their gender diversity policies and practices.

The Corporation does not have a written policy or target with respect to the identification and nomination of women directors as the Board does not believe that quotas, strict rules or targets necessarily result in the identification and selection of the best candidates. However, the Corporation believes that diversity in general benefits the Board and its performance.

Currently none of the Corporation's directors are women. As it becomes necessary to identify and nominate candidates for appointment to the Board, either to expand the Board or to replace an incumbent director, the Board intends that the search for such a replacement will include a search for and equal consideration of suitable female candidates with expertise and experience suited to the candidate's expected role on the Board.

The Corporation does not have a written policy or target regarding women in executive officer positions within the Corporation as the Board does not believe that quotas, strict rules or targets necessarily result in the identification and selection of the best candidates. Currently none of the Corporation's executive officers are women. The Corporation expects to consider the diversity of the workplace in the selection process for executive officers, in addition to the expertise and experience requirements of the position. The Corporation is committed to providing an environment in which all employees are treated with fairness and respect, and have equal access to opportunities for advancement based on skills and aptitude.

Assessments

The Board is responsible for ensuring that processes are in place and are utilized to assess the effectiveness of the Chairman of the Board, the Board as a whole, each committee of the Board, and each director.

In September 2020, the Board completed an evaluation process in conjunction with the annual strategy session. This process involved each director completing a written survey and meeting with an independent facilitator to discuss their survey responses and board effectiveness in advance of the strategy session. At the strategy session, the same independent facilitator reviewed the survey results with the Board and

facilitated a discussion on overall board effectiveness. Following completion of the surveys, the Chair of the Board discussed the survey results with each director individually.

Director Term Limits / Board Renewal Policies

The Corporation has not adopted term limits for members of the Board. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Corporation based on their experience with, and understanding of, the Corporation's history, policies and objectives. All of our directors are engaged and bring demonstrable skill to the Board, allowing the Board to operate efficiently and effectively. The Board believes that the imposition of director term limits on a board implicitly discounts the value of continuity amongst board members and runs the risk of excluding experienced and potentially valuable board members as a result of an arbitrary determination. On an ongoing basis, a balance must be struck between ensuring that there are fresh ideas and viewpoints while not losing the insight, experience and other benefits of continuity contributed by longer serving directors. In light of the foregoing, the Board regularly assesses the effectiveness of the Board as a whole, its committees and individual directors.

Audit Committee

Pursuant to NI 52-110, the Corporation is required to have an audit committee. The Audit Committee's responsibilities include: reviewing and recommending to the Board for approval the Corporation's financial statements, management's discussion and analysis, annual information forms and all public disclosure containing audited or unaudited information; ensuring adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, and periodically assessing the adequacy of such procedures; recommending to the Board the appointment and remuneration of the external auditor; overseeing the work of the external auditor, including meeting with the external auditor independently of management and resolving disagreements between the external auditor and management; reviewing the audit plans of the external auditor; pre-approving any non-audit services to be provided to the Corporation by the external auditor; reviewing the Corporation's internal control systems and procedures with management and the external auditor; reviewing management's plans regarding any changes in accounting practices or policies; establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, including violation of the Corporation's Code of Conduct and Ethics Policy; and reviewing and approving any proposed hiring by the Corporation of current or former partners or employees of the current and former external auditor. All of the members of the Audit Committee, being Messrs. Clarke (Chair), Johannson and McMaster, are "independent" and "financially literate" within the meaning of NI 52-110.

Further information concerning the Audit Committee, including the text of the charter of the Audit Committee, is contained in Section 8.2 as well as Appendix "A" in the Corporation's annual information form dated March 4, 2021 for the year ended December 31, 2020 (the "**2020 AIF**"). The 2020 AIF is available under the Corporation's profile on SEDAR at www.sedar.com (filed on March 4, 2021).

Corporate Governance and Compensation Committee

The Board has constituted the CGC Committee to assist the Board in fulfilling its responsibilities in regard to (i) the Corporation's overall approach to corporate governance, including corporate governance policies and practices and identifying candidates for election as directors; and (ii) the Corporation's compensation strategy, policies and programs.

With respect to corporate governance, the CGC Committee's responsibilities include: developing the Corporation's approach to corporate governance and keeping informed of developments in corporate governance and advising the Board and the committees of the Board on corporate governance issues; reviewing and recommending to the Board the statement of corporate governance practices (or similarly captioned) section of the Corporation's management information circular and any other disclosure required

under applicable law with respect to matters that are within its responsibilities before the Corporation publicly discloses this information; making recommendations to the Board with respect to the appropriate size and composition of the Board; recommending to the Board, as required, candidates suitable for election to the Board based on the Board's determination of the competencies, skills and personal qualities desired in new Board members; making recommendations to the Board with respect to the appointment of directors to Board committees and the selection of chairpersons of Board committees; monitoring the appropriateness of, and implementing structures from time to time, to facilitate the independence of the Board and the directors to function independently of management; responding to, and if appropriate, authorizing requests by individual directors to engage outside advisors at the expense of the Corporation; overseeing the Corporation's code of conduct and ethics policy, disclosure policy and whistleblower policy (collectively, the "**Governance Policies**"), and reviewing and recommending to the Board for approval, any applicable changes in or additions to the Governance Policies in the context of competitive, legal and operational considerations; receiving reports on the nature and extent of compliance or any non-compliance with the Governance Policies and applicable legislation, and plans to correct deficiencies, if any, and reporting to the Board on the status of such matters; and approving all transactions involving any "related party", as that term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (collectively, "**Related Party Transactions**"), that are not required to be dealt with by an independent committee of the Board and monitoring any Related Party Transactions and reporting to the Board on a regular basis regarding the nature and extent of the Related Party Transactions.

With respect to compensation strategy, policies and programs, the CGC Committee's responsibilities include: reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating the Chief Executive Officer's performance in light of those goals and objectives, and making recommendations to the Board with respect to the Chief Executive Officer's compensation level based on this evaluation; making recommendations to the Board with respect to non-CEO officer and director compensation; making recommendations to the Board with respect to the establishment of any incentive compensation plans and equity-based compensation plans established for directors, officers and employees of the Corporation and overseeing the administration of such plans; and reviewing and recommending to the Board the compensation discussion and analysis, statement of executive compensation and directors' compensation (or similarly captioned) sections of the Corporation's management information circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities before the Corporation publicly discloses such information.

The members of the CGC Committee are Messrs. Johannson (Chair), Bitove, Clarke and McMaster, all of whom are independent within the meaning of NI 52-110.

Health, Safety and Environment Committee

The Board has constituted the Health, Safety and Environment Committee (the "**HSE Committee**") to assist the Board in fulfilling its responsibilities in regard to the establishment of appropriate health, safety and environment policies and procedures and ensuring that the Corporation complies with applicable legal obligations in these areas. The HSE Committee's responsibilities include: reviewing internal control systems for health, safety and the environment and recommending to the Board for approval fundamental policies pertaining to health, safety and environment that have the potential to impact the Corporation's activities and strategies; monitoring the Corporation's existing health, safety and environmental practices and procedures for compliance with applicable laws and industry standards, and reporting to the Board on applicable laws, regulations, emerging trends and issues relevant to health, safety and environmental matters for the Corporation; investigating any activity that the HSE Committee deems appropriate and, if appropriate, report to the Board thereon; reviewing and investigating, as appropriate, the findings of any significant report by regulatory agencies, external health, safety and environmental consultants or auditors about the Corporation's performance in relation to health, safety and the environment; reviewing and reporting to the Board on the Corporation's performance with respect to health, safety and environmental matters; receiving regular reports from management regarding health, safety and environment matters; and receiving presentations from time to time from various management personnel within the Corporation's operations, regarding health, safety and environment issues and safety performance.

The members of the HSE Committee are Messrs. Johannson (Chair), Bitove and MacDonald, all of whom are independent within the meaning of NI 52-110 except Mr. MacDonald, who was previously an executive officer of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As at the date of this Circular, no director, executive officer or employee, and no former, director, executive officer or employee, of ClearStream, or any of its subsidiaries, is currently indebted to ClearStream or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No individual who is a director or executive officer of the Corporation, or who at any time during the most recently completed financial year was a director or executive officer of the Corporation, and no proposed nominee for election as a director, nor any associate of any of the foregoing, is currently, or was at any time during the financial year ended December 31, 2020, indebted to the Corporation or any of its subsidiaries, and no indebtedness of such persons is or has been the subject of a guarantee, support agreement, letter of credit or other similar agreement provided by the Corporation or any of its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at December 31, 2020 concerning the Corporation's equity compensation plans approved and not approved by securityholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (expressed as a percentage of outstanding Common Shares) ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (expressed as a percentage of outstanding Common Shares) (c)
Equity compensation plans approved by securityholders: Option Plan	1,630,000 (1.5%)	\$0.28	9,369,266 (8.5%) ⁽²⁾
Equity compensation plans not approved by securityholders: None	Nil	N/A	N/A
Total	1,630,000 (1.5%)	\$0.28	9,369,266 (8.5%) ⁽²⁾

Notes:

- (1) As at December 31, 2020 and as at the date of this Circular, there were 109,992,668 Common Shares outstanding.
- (2) The maximum number of Common Shares issuable under the Option Plan will in no event exceed 10% of the issued and outstanding number of Common Shares (10% of the issued and outstanding number of Common Shares as at December 31, 2020 was 10,999,266).

INTEREST OF MANAGEMENT AND OTHERS IN MATTERS TO BE ACTED UPON

Other than as described elsewhere in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed director of the Corporation, nor any associate or affiliate of the foregoing persons, has 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.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Circular, no director, executive officer or other insider, as applicable, nor any associate or affiliate thereof, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that has materially affected or would materially affect ClearStream or any of its subsidiaries.

On June 3, 2020, Canso, in its capacity as portfolio manager for and on behalf of certain accounts that it manages, and as sole holder of the Senior Secured Debentures, agreed to accept the issuance of an additional 3,956 Senior Secured Debentures on June 30, 2020 and 4,114 Senior Secured Debentures on December 31, 2020 at a principal amount of \$1,000 per Senior Secured Debenture in order to satisfy the interest that would otherwise become due and payable on such dates (the "**Payment in Kind Transactions**"). The Payment in Kind Transactions resulted in ClearStream saving approximately \$7.9 million in cash. Following the Payment in Kind Transactions, approximately \$107 million principal amount of Senior Secured Debentures would be outstanding at year-end 2020. The terms of the new Senior Secured Debentures issued pursuant to the Payment in Kind Transactions were the same as the existing Senior Secured Debentures in all material respects. In connection with the Payment in Kind Transactions, the Company entered into the Fifth Supplemental Senior Secured Indenture on June 2, 2020.

On May 29, 2020, the lenders and Canso agreed to amend the ABL Facility to, among other things: (a) provide the option to defer interest owing on amounts drawn on the revolving credit facility at the end of May, June and July 2020 (with any such deferred amounts to be paid on August 31, 2020); (b) provide for the deferral of interest payments on amounts drawn on the Term Facility from May 29, 2020 to March 31, 2021 (with such deferred amounts to be paid on March 31, 2021); (c) waive compliance with the fixed charge coverage ratio covenant for the fiscal quarter ending June 30, 2020; (d) defer the payment of certain fees (with any such deferred amounts to be paid on August 31, 2020); and (e) permit the Payment in Kind Transactions. As a result of these amendments, the potential interest payment deferral on the Term Facility from May 29, 2020 to March 31, 2021 totalled approximately \$3.0 million. As ClearStream had adequate liquidity, it terminated the interest deferral on the Term Facility early and paid the deferred interest owing on the Term Facility in November 2020. As no amounts were drawn on the revolving credit facility during the deferral period, no interest payments were deferred.

AUDITOR

The auditor of ClearStream is Ernst & Young LLP, located at Suite 2200, 215 – 2nd Street S.W., Calgary, Alberta T2P 1M4.

ADDITIONAL INFORMATION

A copy of this Circular has been sent to each director of the Corporation, each Shareholder entitled to receive notice of, and to vote at, the Meeting and to the auditor of the Corporation. Information contained in this Circular is given as of the date hereof, except as otherwise noted. Additional information relating to the Corporation can be found under the Corporation's profile on SEDAR at www.sedar.com. Financial information regarding the Corporation can be found in the Corporation's audited consolidated financial statements for the year ended December 31, 2020, together with the notes thereto and the auditor's report thereon, and accompanying management's discussion and analysis for the year ended

December 31, 2020. Copies of these documents, as well as copies of this Circular, are available to securityholders of the Corporation upon written request, free of charge, by contacting the Corporation at 1-855-891-8451 or investorrelations@clearstreamenergy.ca and are available under the Corporation's profile on SEDAR at www.sedar.com.

APPROVAL

The contents and mailing of this Circular have been approved by the board of directors of ClearStream.

DATED at Calgary, Alberta, this 6th day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF CLEARSTREAM ENERGY SERVICES INC.

Per: (signed) "Sean McMaster"
Sean McMaster
Chairman of the Board of Directors
ClearStream Energy Services Inc.

SCHEDULE "A"

NEW BY-LAWS

AMENDED AND RESTATED BY-LAW NO. 1

A by-law relating generally to the
transaction of the business and
affairs of

ClearStream Energy
Services Inc.

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION ONE INTERPRETATION

1.01 Definitions. In the by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Business Corporations Act* (Alberta), or any statute that may be substituted therefor, as from time to time amended;

"annual meeting of shareholders" means a meeting of all shareholders entitled to vote at which the following business is transacted (i) the consideration of the financial statements and auditor's report (if any), (ii) the election of directors, and (iii) the reappointment of the incumbent auditor;

"Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the written rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province and territory of Canada;

"appoint" includes "elect" and vice versa;

"articles" means the articles attached to the Certificate of Continuance of the Corporation as from time to time amended or restated;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"Corporation" means the corporation continued under the Act by the said certificate to which the articles are attached and named "CLEARSTREAM ENERGY SERVICES INC.";

"meeting of shareholders" includes an annual meeting of shareholders and a special meeting of shareholders;

"Nominating Shareholder" has the meaning set forth in section 4.04(a)(iii);

"Notice Date" has the meaning set forth in section 4.04(d)(i);

"Proposed Nominee" has the meaning set forth in section 4.04(e)(i);

"recorded address" has the meaning set forth in section 11.08; and

"special meeting of shareholders" means a meeting of all shareholders entitled to vote at any annual meeting of shareholders at which special business is to be transacted and includes a meeting of any class or classes of shareholders acting separately from any other class or classes of shareholders.

Save as aforesaid, words and expressions defined in the Act and the regulations thereunder, including "electronic means", "resident Albertan" and "unanimous shareholder agreement", have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

SECTION TWO
BUSINESS OF THE CORPORATION

2.01 Registered Office. The registered office of the Corporation shall be at the place within the Province of Alberta as is specified in the notice thereof filed with the articles and thereafter as the board may from time to time determine.

2.02 Agent for Service.

(a) The Corporation shall appoint an agent for service who is a resident Albertan as is specified in the notice thereof filed with the articles and thereafter as the board may from time to time determine, and may appoint an alternative agent for service in accordance with the Act.

(b) Upon the resignation, death or revocation of the appointment of the agent for service or any alternative agent for service, the Corporation shall comply with all notice requirements under the Act and, in the case of an agent for service, forthwith appoint a new agent for service.

2.03 Corporate Seal. The Corporation may, but need not have, one or more different corporate seals, which seals may be adopted or changed from time to time by the board.

2.04 Financial Year. The financial year of the Corporation shall end on such date as may be determined by the directors from time to time.

2.05 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, provided that each such person is either an officer or director of the Corporation. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same. The secretary or assistant secretary of the Corporation, acting alone, may certify the accuracy and subsisting nature of minutes (or extracts thereof) of any meetings of shareholders, other security holders, directors and committees of the board, or any written resolutions adopted in lieu of any such meeting.

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

2.07 Voting Rights in Other Bodies Corporate. The signing officers of the Corporation under section 2.05 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.08 Divisions. The board may cause the business and operations of the Corporation or any part thereof to be divided into one or more divisions upon such basis, including, without limitation, types of business or operations, geographical territories, product lines or goods or services, as may be considered appropriate in each case. In connection with any such division the board or, subject to any direction by the board, the chief executive officer may authorize from time to time, upon such basis as may be considered appropriate in each case:

- (a) Subdivision and Consolidation. the further division of the business and operations of any such division into sub-units and the consolidation of the business and operations of any such divisions and sub-units;
- (b) Name. the designation of any such division or sub-unit by, and the carrying on of the business and operations of any such division or sub-unit under, a name other than the name of the Corporation; provided that the Corporation shall set out its name in legible characters in all places required by law; and
- (c) Officers. the appointment of officers for any such division or sub-unit, the determination of their powers and duties, and the removal of any of such officers so appointed, provided that any such officers shall not, by reason of their being officers of a division or sub-unit, be officers of the Corporation.

SECTION THREE BORROWING AND SECURITY

3.01 Borrowing Power. Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the articles and any unanimous shareholder agreement, the board may from time to time on behalf of the Corporation, without authorization of the shareholders:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 Delegation. The board may from time to time delegate to a director, a committee of the board, or an officer of the Corporation, or any other person any or all of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board may determine at the time of such delegation.

SECTION FOUR DIRECTORS

4.01 Number of Directors. Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the articles.

4.02 Qualification. No person shall be qualified for election as a director if such person is less than 18 years of age; is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* (Alberta) or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act* (Alberta), is a formal patient as defined in *The Mental Health Act* (Alberta), is the subject of an order under *The Mentally Incapacitated Persons Act* (Alberta) appointing a committee of the person or estate or both, or has

been found to be a person of unsound mind by a court elsewhere than in Alberta; is not an individual; or has the status of a bankrupt. A director need not be a shareholder. The Corporation shall have not fewer than three directors, at least two of whom are not officers or employees of the Corporation or any of its affiliates.

4.03 Election and Term. The election of directors shall take place at each annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors otherwise determine. Where the shareholders adopt an amendment to the articles to increase the number or minimum number of directors, the shareholders may, at the meeting at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.04 Advance Notice of Nominations of Directors.

- (a) Nomination Procedures. Subject to the Act, Applicable Securities Laws and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any meeting of shareholders. If the election of directors is a matter specified in the notice of meeting, called:
- (i) by or at the direction of the board, including pursuant to a notice of meeting;
 - (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the Act, or a requisition of a shareholders' meeting by one or more of the shareholders made in accordance with the Act; or
 - (iii) by any person (each, a "Nominating Shareholder") who (A) at the close of business on the date of the giving of the notice provided for in this section 4.04 and on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who has beneficial ownership of shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and (B) complies with the notice procedures set forth below in this By-law.
- (b) Nominations for Election. For the avoidance of doubt, the procedures set forth in this section 4.04 shall be the exclusive means for any person to bring nominations for election to the board before any meeting of shareholders of the Corporation.
- (c) Timely Notice. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the secretary of the Corporation in accordance with this section 4.04.
- (d) Manner of Timely Notice. To be timely, a Nominating Shareholder's notice must be given:
- (i) in the case of an annual meeting (including an annual and special meeting) of shareholders, not less than thirty (30) days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the date on which the first Public Announcement of the date of the meeting was made (the "Notice Date"), notice by the Nominating Shareholder shall be made not later than the close of business on the tenth (10th) day following the Notice Date;

- (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the fifteenth (15th) day following the Notice Date; and
- (iii) in the case of an annual meeting (including an annual and special meeting) of shareholders or a special meeting of shareholders called for the purpose of electing directors (whether or not also called for other purposes) where notice-and-access is used for delivery of proxy-related materials, not less than forty (40) days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the Notice Date, notice by the Nominating Shareholder shall be made, in the case of an annual meeting of shareholders, not later than the close of business on the tenth (10th) day following the Notice Date and, in the case of a special meeting of shareholders, not later than the close of business on the fifteenth (15th) day following the Notice Date;

provided that in the event of an adjournment or postponement of any such meeting or announcement thereof, a new time period shall commence for the giving of timely notice in accordance with this section 4.04.

- (e) Proper Form of Notice. To be in proper written form, a Nominating Shareholder's notice must set forth or be accompanied by, as applicable:

- (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each, a "Proposed Nominee"):
 - (A) the name, age and residential address of the Proposed Nominee;
 - (B) the principal occupation, business or employment of the Proposed Nominee, both present and within the five years preceding the notice;
 - (C) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the Proposed Nominee, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (D) a description of any relationship, agreement, arrangement or understanding between the Nominating Shareholder and the Proposed Nominee, or any Affiliates or Associates of, or any person or entity acting jointly or in concert with the Nominating Shareholder or the Proposed Nominee, in connection with the Proposed Nominee's nomination and election as a director;
 - (E) whether the Proposed Nominee is party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor of the Corporation or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the Proposed Nominee; and

- (F) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and
- (ii) as to the Nominating Shareholder:
 - (A) the name, business and residential address of the Nominating Shareholder;
 - (B) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the Nominating Shareholder or any other person with whom such person is acting jointly or in concert with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (C) full particulars regarding any proxy, relationship, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or to direct or control the voting of any shares of the Corporation carrying the right to vote;
 - (D) whether such person intends to deliver a proxy circular and/or form of proxy to any shareholder of the Corporation in connection with such nomination or otherwise solicit proxies or votes from shareholders of the Corporation in support of such nominations;
 - (E) the Nominating Shareholder's interests in, or rights or obligations associated with, any relationship, agreement, arrangement or understanding the purpose or effect of which is to alter, directly or indirectly, the Nominating Shareholder's economic interest in any securities of the Corporation or the Nominating Shareholder's economic exposure to the Corporation; and
 - (F) any other information relating to the Nominating Shareholder that would be required to be made in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws;
- (iii) a written consent duly signed by each Proposed Nominee with respect to being named as a nominee for election to the board and to serve as a director of the Corporation, if elected;
- (iv) notwithstanding the foregoing, the Corporation may require any Proposed Nominee or Nominating Shareholder to furnish such other information as may be required by the Act or the regulations thereunder, Applicable Securities Laws or the rules of any stock exchange on which any of the Corporation's securities are

listed in order to determine the eligibility of such Proposed Nominee to serve as a director of the Corporation; and

- (v) references to "Nominating Shareholder" in this section 4.04(e) shall be deemed to refer to each shareholder that nominates or seeks to nominate a person for election as director in the case of a nomination proposal where more than one shareholder is involved in making such nomination proposal.
- (f) Notice to be Updated. In addition, to be considered timely and in proper written form, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting of shareholders.
- (g) Power of the Chair. The chair of the meeting of shareholders shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in section 4.04 and, if any proposed nomination is not in compliance with such procedures, to declare that such defective nomination shall be disregarded.
- (h) Delivery of Notice. Notwithstanding any other provision of this section 4.04, notice given to the secretary of the Corporation pursuant to this section 4.04 may only be given by personal delivery, facsimile transmission or by e-mail (at such email address as stipulated from time to time by the secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) or e-mail (at the address as aforesaid) to the secretary of the Corporation at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Calgary time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (i) Discussion of Matters. Nothing in this section 4.04 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the Act.
- (j) Board Discretion. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this section 4.04.
- (k) Definitions. For the purposes of this section 4.04,
 - (i) "Affiliate", when used to indicate a relationship with a specific person, means a person that, directly or indirectly, controls, is controlled by or is under common control with such specified person;
 - (ii) "Associate", when used to indicate a relationship with a specified person, means:
 - (A) any body corporate or trust of which such person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such body corporate or trust for the time being outstanding;
 - (B) any partner of that person;

- (C) any trust or estate in which such person has a substantial beneficial interest or in respect of such person serves as trustee or in a similar capacity;
- (D) a spouse or adult interdependent partner of such specified person;
- (E) any person of either sex with whom such specified person is living in conjugal relationship outside marriage; or
- (F) any relative of such specified person or of a person mentioned in paragraph (E) or (F) of this definition, if that relative has the same residence as the specified person;

(iii) "Public Announcement" means disclosure in a press release reported by a national news service in Canada or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

4.05 Removal of Directors. Subject to the Act or a unanimous shareholders agreement, the shareholders may by ordinary resolution passed at a special meeting of shareholders remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the board.

4.06 Vacation of Office. A director ceases to hold office on death, on removal from office by the shareholders, on ceasing to be qualified for election as a director, when a written resignation is sent to the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the board may appoint a qualified individual to fill a vacancy in the board.

4.07 Action by the Board. Subject to any unanimous shareholder agreement, the board shall manage or supervise the management of the business and affairs of the Corporation. The powers of the board may be exercised at a meeting (subject to section 4.08) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.08 Meeting by Electronic Means. Unless expressly provided otherwise in this by-law, the articles or other governing documents of the Corporation, a director may attend a meeting of directors by electronic means, a meeting of directors may be held entirely by electronic means, and a director attending such a meeting by electronic means is deemed to be present in person at that meeting.

4.09 Place of Meetings. Subject to section 4.08, meetings of the board may be held at any place in or outside Alberta and in any financial year of the Corporation a majority of the meetings need not be held in Canada.

4.10 Calling of Meetings. Meetings of the board shall be held from time to time at such time and at such place as the board, the chair of the board, the chief executive officer, the president or any two directors may determine.

4.11 Notice of Meeting. Notice of the date, time and location of each meeting of the board shall be given in the manner provided in Section Eleven to each director not less than forty-eight (48) hours before the time when the meeting is to be held. In the case of a meeting that is to be held, or that a director may attend, by electronic means, the notice shall specify the information required for attendees to access the meeting. No notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of such meeting, except where a director attends a meeting for the express purpose

of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business or the general nature thereof to be specified.

4.12 First Meeting of New Board. Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

4.13 Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the date, time and location of the adjourned meeting and, if applicable, the information for accessing the adjourned meeting by electronic means, is announced at the original meeting.

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

4.15 Chair. The chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chair of the board, the chief executive officer or president. If no such officer is present, the directors present shall choose one of their number to be chair. The secretary of the Corporation shall act as secretary at any meeting of the board, and if the secretary of the Corporation is absent, the chair of the meeting shall appoint a person, who need not be a director, to act as secretary of the meeting

4.16 Quorum. The quorum for the transaction of business at any meeting of the board shall be a majority of the directors then in office, or such greater number of directors as the board may from time to time determine.

4.17 Votes to Govern. At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote.

4.18 Conflict of Interest. A director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meetings of directors the nature and extent of that interest at the time and in the manner provided by the Act whether or not such material contract or material transaction or proposed material contract or proposed material transaction is one that, in the ordinary course the Corporation's business would require approval by directors or shareholders. Such a director shall not vote on any resolution to approve any such contract or transaction or proposed contract or transaction except as permitted by the Act.

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

SECTION FIVE COMMITTEES

5.01 Committees of the Board. The board may appoint one or more committees of the board, however designated, and delegate to any such committee any of the powers of the board except those which pertain to items which, under the Act, a committee of the board has no authority to exercise.

5.02 Transaction of Business. The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Subject to section 4.08, meetings of such committee may be held at any place in or outside Canada.

5.03 Advisory Bodies. The board may from time to time appoint such advisory bodies as it may deem advisable.

5.04 Procedure. Unless otherwise determined by the board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

SECTION SIX OFFICERS

6.01 Appointment. Subject to any unanimous shareholder agreement, the board may from time to time appoint a chief executive officer, president, chief operating officer, chief financial officer, one or more vice presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to section 6.02, an officer may but need not be a director.

6.02 Chair of the Board. The board may from time to time also appoint a chair of the board who shall be a director. If appointed, the board may assign to the Chair any of the powers and duties as the board may specify.

6.03 Chief Executive Officer. The chief executive officer, subject to the authority of the board, shall have general supervision, management, direction and control of the business, affairs and policies of the Corporation and shall see that all orders and resolutions of the board are carried into effect. The chief executive officer shall have the general powers and duties of management usually vested in the office of chief executive officer of a corporation and shall perform such other duties and possess such other authority and powers as the board may from time to time specify.

6.04 President. The president, subject to the authority of the board and the chief executive officer, shall have the general powers and duties of management usually vested in the office of president of a corporation (in circumstances where such corporation also maintains the office of chief executive officer) and shall perform such other duties and possess such other authority and powers as the board, the chair of the board or the chief executive officer may from time to time specify.

6.05 Chief Financial Officer. The chief financial officer, subject to the authority of the board and the chief executive officer, shall have general financial supervision, management, direction and control of the business and affairs of the Corporation and shall see that all financial orders and resolutions of the board are carried into effect. The chief financial officer shall have the general financial powers and duties of management usually vested in the office of chief financial officer of a corporation and shall perform such other duties and possess such other authority and powers as the board, the chair of the board, the chief executive officer or the president may from time to time specify.

6.06 Secretary. Unless otherwise determined by the board, the secretary shall be the secretary of all meetings of the board, shareholders and committees of the board that the secretary attends. The secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the board, shareholders and committees of the board, whether or not in attendance at such meetings. The secretary shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board. The secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and have such other powers and duties as otherwise may be specified.

6.07 Treasurer. The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions and of the financial position of the Corporation and shall perform such other duties and possess such other authority and powers as the board, the chair of the board, the chief executive officer, the president or the chief financial officer may from time to time specify.

6.08 Powers and Duties of Officers. The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the chief executive officer may specify and, in the absence of such determination, shall be those usually incidental to the office held. The board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

6.09 Term of Office. The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until his or her successor is appointed or until the earlier resignation of such officer.

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

6.11 Conflict of Interest. An officer shall disclose any interest in a material contract or transaction or proposed material contract or transaction with the Corporation in accordance with section 4.18.

SECTION SEVEN PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability. All directors and officers of the Corporation in exercising their powers and discharging their duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of such director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of office or in relation thereto; provided that nothing herein shall relieve

any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity.

(1) Subject to the Act and to section 7.02(2), the Corporation shall:

- (a) indemnify any individual who is or was a director or officer of the Corporation and any individual who acts or acted at the Corporation's request as a director or officer (or any individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including, without limitation, an amount paid to settle an action or satisfy a judgment, reasonably incurred by any such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which such individual is involved because of that association with the Corporation or other entity; and
- (b) advance moneys to a director, officer or other individual for the costs, charges, and expenses of a proceeding referred to in section 7.02(1)(a). The individual shall repay the moneys if such individual does not fulfil the conditions of section 7.02(2).

(2) The Corporation shall not indemnify an individual under section 7.02(1) unless such individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which such individual acted as a director or officer (or in a similar capacity) at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such individual's conduct was lawful.

(3) The Corporation shall also indemnify any individuals referred to in section 7.02(1)(a) in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

7.03 Insurance. Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in section 7.02 hereof as the board may from time to time determine.

SECTION EIGHT SHARES

8.01 Allotment of Shares. Subject to the Act, the articles and any unanimous shareholder agreement, the board may from time to time authorize the issuance of shares of the Corporation, and may allot or grant options or other rights or instruments to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

8.02 Commissions. The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

8.03 Registration of Transfers. Subject to the Act and other laws, rules and regulations that may be applicable from time to time, no transfer of a share shall be registered in a securities register except upon compliance with the reasonable requirements of the Corporation and its transfer agent(s) and with such restrictions on issue, transfer or ownership as are authorized by the articles.

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

8.05 Security Certificates. Every holder of one or more securities of the Corporation shall be entitled, at the holder's option, to a security certificate that complies with the Act, or to a non-transferable written acknowledgement of such right to obtain a security certificate in accordance with the Act. Any such certificates shall be in such form as the board may from time to time approve. Any such certificate shall be signed in accordance with section 2.05 and need not be under the corporate seal. Notwithstanding the foregoing, unless the board otherwise determines, certificates in respect of which a registrar, transfer agent, branch transfer agent or issuing or other authenticating agent has been appointed shall not be valid unless countersigned by or on behalf of such registrar, transfer agent, branch transfer agent or issuing or other authenticating agent. The signature of one of the signing officers under section 2.05 (or, in the case of a certificate which is not valid unless countersigned by or on behalf of a registrar, transfer agent, branch transfer agent or issuing or other authenticating agent, the signatures of both signing officers under section 2.05) may be printed or otherwise mechanically reproduced thereon. Every such printed or mechanically reproduced signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose printed or mechanically reproduced signature appears thereon no longer holds office at the date of issue of the certificate.

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

8.07 Joint Shareholders. If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate or other evidence of ownership in respect thereof, and delivery of such certificate or other evidence of ownership to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate or other evidence of ownership issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

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

8.09 Transfer Agents and Registrars. The Corporation may from time to time, in respect of each class of securities issued by it, appoint a trustee, transfer or other agent to keep the securities register and the register of transfers and a registrar, trustee or agent to maintain a record of issued security certificates and may appoint one or more persons or agents to keep branch registers, and, subject to the Act, one person may be appointed to keep the securities register, register of transfers and the records of issued security certificates. Such appointment may be terminated at any time by the board.

8.10 Electronic, Book-Based or Other Non-Certificated Registered Positions. For greater certainty but subject to section 8.05, a registered shareholder may have their holdings of securities of the Corporation evidenced by an electronic, book-based, direct registration system or account or other non-certificated entry or position on the register of securityholders to be kept by the Corporation in place of a physical security certificate pursuant to a registration system that may be adopted by the Corporation, in conjunction with its transfer agent. This by-law shall be read such that a registered holder of securities of the Corporation pursuant to any such electronic, book-based, direct registration system or account or other

non-certificated entry or position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of securities evidenced by a physical security certificate. The Corporation and its transfer agent may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a security registration system by electronic, book-based, direct registration system or account or other non-certificated means.

SECTION NINE DIVIDENDS AND RIGHTS

9.01 Dividends. Subject to the Act and the articles, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation. Any dividend unclaimed after a period of 6 years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

9.02 Dividend Cheques. A dividend payable in money shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at the holder's recorded address, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold. In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

9.03 Record Date for Dividends and Rights. The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of the right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, and notice of any such record date shall be given not less than 7 days before such record date in the manner provided by the Act. If no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

SECTION TEN MEETINGS OF SHAREHOLDERS

10.01 Annual Meetings. The annual meeting of shareholders shall be held at such time in each year and, subject to section 10.03, at such place as the board, the chair of the board, the chief executive officer or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

10.02 Special Meetings. The board, the chair of the board, the chief executive officer or the president shall have power to call a special meeting of shareholders at any time.

10.03 Meetings and Participation by Electronic Means. Unless expressly provided otherwise in this by-law, the articles or other governing documents of the Corporation:

- (a) a shareholder or any other person entitled to attend a meeting of shareholders may attend the meeting by electronic means;
- (b) a shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Act, by any electronic, telephonic or other method that the Corporation has made available for that purpose and a person participating in a meeting by electronic means is deemed for the purposes of the Act to be present at the meeting; and
- (c) a meeting of shareholders may be held entirely by electronic means, and such persons attending such a meeting by electronic means are deemed to be present in person at that meeting.

10.04 Place of Meetings. Subject to section 10.03, meetings of shareholders may be held at any place in or outside Alberta.

10.05 Notice of Meetings. Notice of the time and location, or information required to access the meeting in the case of a meeting held by electronic means, of each meeting of shareholders shall be given in the manner provided in Section Eleven not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor, and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

10.06 List of Shareholders Entitled to Notice. For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each shareholder entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to section 10.07, the shareholders listed shall be those registered at the close of business on such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office or records office of the Corporation or at the place where the central securities register is maintained and at the meeting for which the list was prepared. Where a separate list of shareholders has not been prepared, the names of persons appearing in the securities register at the requisite time as the holder of one or more shares carrying the right to vote at such meeting shall be deemed to be a list of shareholders.

10.07 Record Date for Notice. The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than 50 days and not less than 21 days, as a record date for the determination of the shareholders entitled to receive notice of the meeting, and notice of any such record date shall be given not less than seven days before such record date, by newspaper advertisement in the manner provided in the Act and by written notice to each stock exchange in Canada on which the shares of the Corporation are listed for trading. If no such record date is so fixed, the record date for the determination of the shareholders entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, shall be the day on which the meeting is held.

10.08 Meetings Without Notice. A meeting of shareholders may be held without notice at any time and place permitted by the Act (a) if all the shareholders entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such

meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held; so long as such shareholders, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact.

10.09 Chair, Secretary and Scrutineers. The chair of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chair of the board, chief executive officer, president, or a vice president who is a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair with the consent of the meeting.

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

10.11 Quorum. A quorum for the transaction of business at any meeting of shareholders shall be two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder or representative for a shareholder so entitled, and together holding or representing shares of the Corporation having not less than 25% of the outstanding votes entitled to be cast at the meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholder or shareholders present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of the meeting, the shareholders present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

10.12 Right to Vote. Every person named in the list referred to in section 10.06 shall be entitled to vote the shares shown thereon opposite such person's name at the meeting to which such list relates, except to the extent that: (a) where the Corporation has fixed a record date in respect of such meeting, such person has transferred any of the person's shares after such record date or, where the Corporation has not fixed a record date in respect of such meeting, such person has transferred any of the person's shares after the date on which such list is prepared, and (b) the transferee, having produced properly endorsed certificates or other evidence of registered ownership evidencing such shares or having otherwise established that the transferee owns such shares, has demanded not later than ten (10) days before the meeting, or any shorter period that the chair of the meeting may permit, that the transferee's name be included in such list before the meeting. In any such excepted case, the transferee shall be entitled to vote the transferred shares at such meeting.

10.13 Proxyholders and Representatives. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, as nominee of such shareholder to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy must be signed in writing or by electronic signature by the shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature or, if the shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized and shall conform with the requirements of the Act. Alternatively, every such shareholder which is a body corporate or association may authorize by resolution of its directors or governing body an individual to represent it at a meeting of shareholders of the Corporation and such individual may exercise on the shareholder's behalf all the powers it could exercise if it were an individual shareholder. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chair of the meeting. Any such proxyholder or representative need not be a shareholder. A proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

10.14 Time for Deposit of Proxies. The board may fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at the meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting. Notwithstanding the foregoing, the chair of a meeting of shareholders may, in his or her sole discretion, determine to accept all, but not less than all, proxies which have been deposited following the time so specified.

10.15 Joint Shareholders. If two or more persons hold shares jointly, any one of them present in person or duly represented at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented and vote, they shall vote as one the shares jointly held by them.

10.16 Votes to Govern. At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to a second or casting vote.

10.17 Show of Hands. Subject to the Act, any question at a meeting of shareholders shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided, and upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question. Unless expressly provided otherwise in this by-law, the articles or a unanimous shareholder agreement (a) any vote referred to in this section 10.17 may be held, in accordance with the Act and the regulations thereunder, if any, entirely by electronic, telephonic or other method that the Corporation has made available for that purpose; and any person attending a meeting of shareholders under section 10.03 and entitled to vote at the meeting may vote, in accordance with the Act and the regulations thereunder, if any, by electronic, telephonic or other method that the Corporation has made available for that purpose.

10.18 Ballots. On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, the chair may require a ballot or any person who is present and entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

10.19 Termination, Adjournment or Postponement. The chair of a meeting of shareholders may terminate the meeting following the conclusion of all business which may properly come before the meeting. The chair at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting. The directors may postpone any meeting of shareholders previously called by the directors.

SECTION ELEVEN NOTICES

11.01 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given, if mailed to such person at the person's recorded address by prepaid mail, or if transmitted to such person by electronic means in accordance with the provisions of applicable laws relating to the sending of such documents by electronic means. A notice so delivered shall be deemed to have been given when it is delivered personally; a notice so mailed shall be deemed to have been given, with the exception of any notice given pursuant to section 10.05, when deposited in a post office or public letter box; and a notice so transmitted by electronic means shall be deemed to have been given when dispatched or delivered for dispatch. A notice so delivered shall be deemed to have been received when it is delivered personally, a notice so mailed shall be deemed to have been received by such person at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the person did not receive the notice at that time or at all, and a notice so transmitted by electronic transmission shall be deemed to have been received on the day it is transmitted. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

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

11.03 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of clear days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included, unless the computation of time is required by law to be performed differently.

11.04 Undelivered Notices. If any notice given to a shareholder pursuant to section 11.01 is returned on two consecutive occasions because the shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until informed in writing by the shareholder of a new address.

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

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

11.07 Waiver of Notice. Any shareholder, proxyholder or other person entitled to attend a meeting of shareholders, director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, the articles, the by-laws or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement

shall be in writing except a waiver of notice of a meeting of shareholders or of the board or a committee of the board which may be given in any manner.

11.08 Interpretation. In this by-law, "recorded address" means in the case of a shareholder the address as recorded in the securities register; and in the case of joint shareholders the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; in the case of an officer, auditor or member of a committee of the board, the latest address as recorded in the records of the Corporation; and in the case of a director, the latest address as shown in the records of the corporation or in the most recent notice filed under the Act, whichever is the more current.

SECTION TWELVE EFFECTIVE DATE AND REPEAL

12.01 Effective Date. This by-law shall come into force when made by the board in accordance with the Act.

12.02 Repeal. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

The foregoing by-law was made by the directors of the Corporation on the 6th day of May, 2021, and was confirmed without variation by the shareholders of the Corporation on the ____ day of _____, 2021.

[Authorized Director/Officer]

SCHEDULE "B"

OBCA SECTION 185 RIGHTS OF DISSENTING SHAREHOLDERS

185 (1) Subject to subsection (3) and to sections 186 and 248, if a corporation resolves to,

- (a) amend its articles under section 168 to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;
- (b) amend its articles under section 168 to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;
- (c) amalgamate with another corporation under sections 175 and 176;
- (d) be continued under the laws of another jurisdiction under section 181; or
- (e) sell, lease or exchange all or substantially all its property under subsection 184 (3),

a holder of shares of any class or series entitled to vote on the resolution may dissent. R.S.O. 1990, c. B.16, s. 185 (1).

Idem

(2) If a corporation resolves to amend its articles in a manner referred to in subsection 170 (1), a holder of shares of any class or series entitled to vote on the amendment under section 168 or 170 may dissent, except in respect of an amendment referred to in,

- (a) clause 170 (1) (a), (b) or (e) where the articles provide that the holders of shares of such class or series are not entitled to dissent; or
- (b) subsection 170 (5) or (6). R.S.O. 1990, c. B.16, s. 185 (2).

One class of shares

(2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares. 2006, c. 34, Sched. B, s. 35.

Exception

(3) A shareholder of a corporation incorporated before the 29th day of July, 1983 is not entitled to dissent under this section in respect of an amendment of the articles of the corporation to the extent that the amendment,

- (a) amends the express terms of any provision of the articles of the corporation to conform to the terms of the provision as deemed to be amended by section 277; or
- (b) deletes from the articles of the corporation all of the objects of the corporation set out in its articles, provided that the deletion is made by the 29th day of July, 1986. R.S.O. 1990, c. B.16, s. 185 (3).

Shareholder's right to be paid fair value

(4) In addition to any other right the shareholder may have, but subject to subsection (30), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents becomes effective, to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted. R.S.O. 1990, c. B.16, s. 185 (4).

No partial dissent

(5) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the dissenting shareholder on behalf of any one beneficial owner and registered in the name of the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (5).

Objection

(6) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent. R.S.O. 1990, c. B.16, s. 185 (6).

Idem

(7) The execution or exercise of a proxy does not constitute a written objection for purposes of subsection (6). R.S.O. 1990, c. B.16, s. 185 (7).

Notice of adoption of resolution

(8) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (6) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn the objection. R.S.O. 1990, c. B.16, s. 185 (8).

Idem

(9) A notice sent under subsection (8) shall set out the rights of the dissenting shareholder and the procedures to be followed to exercise those rights. R.S.O. 1990, c. B.16, s. 185 (9).

Demand for payment of fair value

(10) A dissenting shareholder entitled to receive notice under subsection (8) shall, within twenty days after receiving such notice, or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing,

- (a) the shareholder's name and address;
- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares. R.S.O. 1990, c. B.16, s. 185 (10).

Certificates to be sent in

(11) Not later than the thirtieth day after the sending of a notice under subsection (10), a dissenting shareholder shall send the certificates, if any, representing the shares in respect of which the shareholder

dissents to the corporation or its transfer agent. R.S.O. 1990, c. B.16, s. 185 (11); 2011, c. 1, Sched. 2, s. 1 (9).

Idem

(12) A dissenting shareholder who fails to comply with subsections (6), (10) and (11) has no right to make a claim under this section. R.S.O. 1990, c. B.16, s. 185 (12).

Endorsement on certificate

(13) A corporation or its transfer agent shall endorse on any share certificate received under subsection (11) a notice that the holder is a dissenting shareholder under this section and shall return forthwith the share certificates to the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (13).

Rights of dissenting shareholder

(14) On sending a notice under subsection (10), a dissenting shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shares as determined under this section except where,

- (a) the dissenting shareholder withdraws notice before the corporation makes an offer under subsection (15);
- (b) the corporation fails to make an offer in accordance with subsection (15) and the dissenting shareholder withdraws notice; or
- (c) the directors revoke a resolution to amend the articles under subsection 168 (3), terminate an amalgamation agreement under subsection 176 (5) or an application for continuance under subsection 181 (5), or abandon a sale, lease or exchange under subsection 184 (8),

in which case the dissenting shareholder's rights are reinstated as of the date the dissenting shareholder sent the notice referred to in subsection (10). R.S.O. 1990, c. B.16, s. 185 (14); 2011, c. 1, Sched. 2, s. 1 (10).

Same

(14.1) A dissenting shareholder whose rights are reinstated under subsection (14) is entitled, upon presentation and surrender to the corporation or its transfer agent of any share certificate that has been endorsed in accordance with subsection (13),

- (a) to be issued, without payment of any fee, a new certificate representing the same number, class and series of shares as the certificate so surrendered; or
- (b) if a resolution is passed by the directors under subsection 54 (2) with respect to that class and series of shares,
 - (i) to be issued the same number, class and series of uncertificated shares as represented by the certificate so surrendered, and
 - (ii) to be sent the notice referred to in subsection 54 (3). 2011, c. 1, Sched. 2, s. 1 (11).

Same

(14.2) A dissenting shareholder whose rights are reinstated under subsection (14) and who held uncertificated shares at the time of sending a notice to the corporation under subsection (10) is entitled,

- (a) to be issued the same number, class and series of uncertificated shares as those held by the dissenting shareholder at the time of sending the notice under subsection (10); and
- (b) to be sent the notice referred to in subsection 54 (3). 2011, c. 1, Sched. 2, s. 1 (11).

Offer to pay

(15) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (10), send to each dissenting shareholder who has sent such notice,

- (a) a written offer to pay for the dissenting shareholder's shares in an amount considered by the directors of the corporation to be the fair value thereof, accompanied by a statement showing how the fair value was determined; or
- (b) if subsection (30) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (15).

Idem

(16) Every offer made under subsection (15) for shares of the same class or series shall be on the same terms. R.S.O. 1990, c. B.16, s. 185 (16).

Idem

(17) Subject to subsection (30), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (15) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made. R.S.O. 1990, c. B.16, s. 185 (17).

Application to court to fix fair value

(18) Where a corporation fails to make an offer under subsection (15) or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as the court may allow, apply to the court to fix a fair value for the shares of any dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (18).

Idem

(19) If a corporation fails to apply to the court under subsection (18), a dissenting shareholder may apply to the court for the same purpose within a further period of twenty days or within such further period as the court may allow. R.S.O. 1990, c. B.16, s. 185 (19).

Idem

(20) A dissenting shareholder is not required to give security for costs in an application made under subsection (18) or (19). R.S.O. 1990, c. B.16, s. 185 (20).

Costs

(21) If a corporation fails to comply with subsection (15), then the costs of a shareholder application under subsection (19) are to be borne by the corporation unless the court otherwise orders. R.S.O. 1990, c. B.16, s. 185 (21).

Notice to shareholders

(22) Before making application to the court under subsection (18) or not later than seven days after receiving notice of an application to the court under subsection (19), as the case may be, a corporation shall give notice to each dissenting shareholder who, at the date upon which the notice is given,

- (a) has sent to the corporation the notice referred to in subsection (10); and
- (b) has not accepted an offer made by the corporation under subsection (15), if such an offer was made,

of the date, place and consequences of the application and of the dissenting shareholder's right to appear and be heard in person or by counsel, and a similar notice shall be given to each dissenting shareholder who, after the date of such first mentioned notice and before termination of the proceedings commenced by the application, satisfies the conditions set out in clauses (a) and (b) within three days after the dissenting shareholder satisfies such conditions. R.S.O. 1990, c. B.16, s. 185 (22).

Parties joined

(23) All dissenting shareholders who satisfy the conditions set out in clauses (22) (a) and (b) shall be deemed to be joined as parties to an application under subsection (18) or (19) on the later of the date upon which the application is brought and the date upon which they satisfy the conditions, and shall be bound by the decision rendered by the court in the proceedings commenced by the application. R.S.O. 1990, c. B.16, s. 185 (23).

Idem

(24) Upon an application to the court under subsection (18) or (19), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall fix a fair value for the shares of all dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (24).

Appraisers

(25) The court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (25).

Final order

(26) The final order of the court in the proceedings commenced by an application under subsection (18) or (19) shall be rendered against the corporation and in favour of each dissenting shareholder who, whether before or after the date of the order, complies with the conditions set out in clauses (22) (a) and (b). R.S.O. 1990, c. B.16, s. 185 (26).

Interest

(27) The court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment. R.S.O. 1990, c. B.16, s. 185 (27).

Where corporation unable to pay

(28) Where subsection (30) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (26), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (28).

Idem

(29) Where subsection (30) applies, a dissenting shareholder, by written notice sent to the corporation within thirty days after receiving a notice under subsection (28), may,

- (a) withdraw a notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder's full rights are reinstated; or
- (b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders. R.S.O. 1990, c. B.16, s. 185 (29).

Idem

(30) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that,

- (a) the corporation is or, after the payment, would be unable to pay its liabilities as they become due; or
- (b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities. R.S.O. 1990, c. B.16, s. 185 (30).

Court order

(31) Upon application by a corporation that proposes to take any of the actions referred to in subsection (1) or (2), the court may, if satisfied that the proposed action is not in all the circumstances one that should give rise to the rights arising under subsection (4), by order declare that those rights will not arise upon the taking of the proposed action, and the order may be subject to compliance upon such terms and conditions as the court thinks fit and, if the corporation is an offering corporation, notice of any such application and a copy of any order made by the court upon such application shall be served upon the Commission. 1994, c. 27, s. 71 (24).

Commission may appear

(32) The Commission may appoint counsel to assist the court upon the hearing of an application under subsection (31), if the corporation is an offering corporation. 1994, c. 27, s. 71 (24).

SCHEDULE "C"

SUMMARY OF LEGACY LONG-TERM INCENTIVE PLANS

Summary of Cumulative Value Creation Unit Plan

During the year ended December 31, 2020, no new awards were made under the CVCU Plan. With the adoption on March 4, 2021 of the Performance Incentive Plan as the Corporation's new long-term incentive plan, no further awards will be granted under the CVCU Plan.

The CVCU Plan provides eligible participants (directors, officers, employees and other personnel) with an opportunity to share in 10% of the cumulative "value creation" over a specified performance period (typically three years) through the grant of units ("**CVCUs**"). Value creation is calculated for such performance period as enterprise value (calculated as 5x Adjusted EBITDA) less new equity investments over such period less net debt at the end of such period.

Under the CVCU Plan, payouts can range from 0-200% of the target long-term incentive for the participant. At the time of grant, participants are told what their individual share of the Value Creation will be (this is a function of the number of CVCUs granted to all participants). To facilitate the potential maximum payout, participants are granted CVCUs in an amount equal to 2x their target annual long-term incentive (6x for participants receiving a triennial grant (i.e., once every three years)). At the end of the performance period, the number of CVCUs that vest is equal to the participant's share of the Value Creation over the performance period. CVCUs are settled in cash upon vesting and payable within one month following Board approval of the Corporation's annual financial statements in respect of the final fiscal year of the performance period.

The following is a summary of the material features of the CVCU Plan.

- The purpose of the CVCU Plan is to provide an incentive to the directors, officers, employees, and other personnel of the Corporation or any of its subsidiaries ("**CVCU Participants**") to achieve the long-term value creation objectives of the Corporation; to give suitable recognition to the ability of such persons who contribute materially to the success of the Corporation and its business; and to attract and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability.
- The CVCU Plan is designed for CVCU Participants to share in 10% of the Value Creation of the Corporation over such periods of time and at such percentage participation levels as determined and allocated upon grant by the CGC Committee.
- The CVCU Plan provides for the issuance of CVCUs entitling the holder to receive a cash payment upon vesting calculated according to the percentage of Value Creation allocated upon grant by the CGC Committee to the CVCU Participant, subject to the terms and conditions of the CVCU Plan.
- Other than in the event of a change of control or a change in the status of the CVCU Participant and subject to the discretion of the CGC Committee, CVCUs vest at the end of the three-year performance period applicable to such CVCUs, as determined by the CGC Committee upon grant. Such performance period, unless otherwise determined by the CGC Committee, commences on January 1 of the calendar year in which the CVCU is granted and ends on the most recently completed financial period immediately prior to the third anniversary of the grant date of such CVCU; and the performance period shall not extend beyond December 31 of the third calendar year commencing after the year in which the CVCU is granted. If vesting is accelerated due to a change of control or a change in the status of the CVCU Participant, the CGC Committee may determine, in its discretion, the applicable performance period.

- Vested CVCUs are settled in cash one month following the date of the approval by the Board of the Corporation's audited annual financial statements for the final fiscal year of the performance period of such vested CVCUs. Unvested CVCUs are cancelled at the end of the applicable three-year performance period.
- For purposes of the CVCU Plan, and as defined therein:
 - "Value Creation" means, for a particular period, five times Adjusted EBITDAS minus New Investment over such period minus Net Debt at the end of such period;
 - "Adjusted EBITDAS" means, for a particular period, EBITDA excluding income from equity investments, gain (loss) on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring costs and gain (loss) on sale of property, plant and equipment;
 - "EBITDAS" means, for a particular period, the Corporation's net earnings before depreciation and amortization, interest expense, income tax expense (recovery) and incentive-based compensation;
 - "New Investment" means, for a particular period, any issuance(s) of equity securities of the Corporation, including any Common Shares or Preferred Shares, for valuable consideration by way of a prospectus offering, private placement or rights offering, other than pursuant to the Option Plan, the PSU and RSU Plan or upon the conversion of any Preferred Shares; and
 - "Net Debt" means, at a particular date, the sum of the amount outstanding under the Corporation's asset-based revolving credit facility, its 8.00% senior secured debentures due March 23, 2026 and other long-term debt, less cash and cash equivalents.
- Except in certain limited circumstances related to the death of a CVCU Participant, CVCUs are non-transferable.
- The Corporation retains the right to suspend, discontinue or amend the CVCU Plan and CVCUs granted thereunder and any such suspension, discontinuance or amendment shall apply only in respect of CVCUs granted on or after the date of such suspension, discontinuance or amendment; provided that the Corporation may not suspend, discontinue or amend the CVCU Plan or amend any outstanding CVCU in a manner that would adversely alter or impair any CVCU previously granted, unless the grantee agrees. No suspension, discontinuance or amendment of the CVCU Plan or amendment of a CVCU may contravene applicable laws to which the CVCU Plan, the CVCUs or the Corporation is now or may hereafter be subject.
- In the event of resignation or termination for cause of a CVCU Participant, any unvested CVCUs terminate and are extinguished. In the event of death or termination without cause of a Participant, the number of CVCUs held by the Participant at the date of death or termination will be pro-rated to reflect the period worked during the applicable performance period and, at the end of the performance period, the number of such pro-rated CVCUs that vest will be equal to the Participant's share of the Value Creation over the performance period.
- Upon the Corporation entering into a transaction which upon completion shall or is likely to result in a change of control, the Board may, in its sole discretion, accelerate the vesting of all outstanding CVCUs and determine the Value Creation for the purpose of determining the vesting level in respect of such CVCUs. All vested CVCUs shall be settled by the Corporation upon (or immediately prior to) completion of the change of control or such other time as the Board may determine.

Summary of Option Plan

The Option Plan is no longer active, with no grants having been made thereunder since 2017.

The Option Plan is a conventional stock option plan with three-year vesting and a maximum five-year term for options to purchase Common Shares granted thereunder. The Option Plan was designed in 2010 to attract and retain personnel with a competitive compensation mechanism, to provide directors, officers, employees, consultants and third party service providers ("**Option Plan Participants**") with an incentive to grow and develop the business of the Corporation by providing such persons with the opportunity to acquire a proprietary interest in the Corporation, and to align Option Plan Participants' interests with the long-term interests of Shareholders.

The following is a summary of the material features of the Option Plan.

- The Option Plan, under which options were granted based on individual contribution and performance, was put in place to attract, motivate and retain qualified employees, directors, consultants and third party service providers (the "**Option Plan Participants**").
- The Option Plan provides that the aggregate number of Common Shares issuable pursuant to options granted under the Option Plan shall not exceed 10% of the aggregate number of Common Shares outstanding from time to time calculated on a non-diluted basis.
- The exercise price of each option granted under the Option Plan shall be equal to the five-day volume weighted average trading price of the Common Shares on the TSX as of the trading day immediately preceding the date of grant of such option. The Board may adjust the number of options granted under the Option Plan and the exercise price upon the occurrence of certain dilutive events. The Option Plan prohibits financial assistance of any kind being provided to a holder for the purpose of exercising any options granted under the Option Plan. The Option Plan does, however, provide for a cashless exercise of options, where the holder can elect to receive either a cash payment equal to the in-the-money amount of an option or Common Shares issued from treasury equal to the in-the-money amount of the option divided by the market price of the Common Shares on the TSX, calculated in accordance with the Option Plan.
- Options under the Option Plan have a term not exceeding five years from the grant date and may be subject to such vesting schedule as determined by the CGC Committee subject to acceleration upon the occurrence of certain change of control events.
- If the expiry date of an option granted under the Option Plan occurs during a period when the Option Plan Participant is prohibited from exercising such option due to trading restrictions imposed by the Corporation in accordance with its insider trading policies or within ten business days after the expiry of a blackout period, then the expiry date of such option is automatically extended to the date that is the tenth business day after the last day of the relevant blackout period.
- Options granted under the Option Plan may not be assigned or transferred other than by will or the laws of descent and, subject to prior approval of the CGC Committee, to an entity or trust controlled by the holder thereof to benefit from advantageous tax treatment.
- The Option Plan and any options granted thereunder may be amended, modified or terminated by the Board and the CGC Committee without Shareholder approval, unless Shareholder approval is required by the rules and policies of the TSX. Changes which may be made without Shareholder approval include, without limitation: (i) minor changes of a "housekeeping" nature; (ii) amending options granted under the Option Plan, including with respect to the expiry date (provided that the expiry date is not more than ten years from the grant date and that such option is not held by an insider), vesting period, exercise method and frequency and effect of termination of an Option Plan Participant's employment or cessation as a member of the Board; and (iii) advancing the date on

which any option granted under the Option Plan may be exercised or extending the expiry date of any option, provided that the period during which an option is exercisable does not exceed ten years from the grant date.

- Shareholder approval is required to: (i) increase the maximum aggregate number of Common Shares issuable pursuant to options granted under the Option Plan; (ii) reduce the exercise price or extend the expiry date of any option benefiting an insider; (iii) amend or modify the provisions of options or the Option Plan in any manner which would permit options, including those previously granted, to be transferable or assignable, other than by will or the laws of descent or to an entity or trust controlled by the holder thereof as described above; or (iv) amend the amendment provisions of the Option Plan.
- Notwithstanding the foregoing, the Board may not amend or modify the provisions of the Option Plan or the options granted thereunder or terminate the Option Plan if: (i) such amendment or modification would materially and adversely impair the rights of the holder in respect of any option previously granted to such holder, except with the written consent of the holder; or (ii) termination of the Option Plan would derogate from the rights of the holder in respect of any option previously granted to such holder, except with the written consent of the holder.

SCHEDULE "D"

CHARTER OF THE BOARD OF DIRECTORS

I. Purpose and Authority

The Board of Directors (the "**Board**") of ClearStream Energy Services Inc. (the "**Company**") is responsible for the overall stewardship of the Company and any subsidiary entities of the Company. The role of the Board is one of supervision, leadership and oversight. The primary functions of the Board are to: (i) adopt a strategic planning process designed to achieve the Company's principal objectives; (ii) supervise the management of the business and affairs of the Company with the goal of achieving the Company's principal objectives; and (iii) discharge the duties of the Board imposed by applicable laws.

The Board will primarily fulfill its responsibilities by carrying out the activities outlined in this Charter. The Board is given full access to management of the Company and its records as necessary to carry out these responsibilities.

The Board has the authority, at the Company's expense, to retain, instruct, compensate and terminate independent counsel and/or other advisors as it determines necessary to carry out its duties.

II. Composition and Qualification

The Board will be comprised of three (3) or more directors, a majority of whom shall be "independent" directors, as determined by the Board in accordance with applicable securities laws and stock exchange rules.

The shareholders of the Company are entitled to nominate for election all of the members of the Board, to hold office until the close of the next annual meeting, by a vote at a meeting of shareholders. The Board may fill vacancies in the Board by appointment, and if and whenever a vacancy shall exist in the Board, the remaining members may exercise all of its powers so long as a quorum remains in office.

III. Responsibilities and Duties

The Board shall have the following responsibilities and duties:

Strategic Plans and Oversight

- (a) Adopt a strategic planning process, approve a strategic plan for achieving the Company's principal objectives, and approve capital and operating plans to implement the strategic plan.
- (b) Monitor the Company's performance against its strategic plan, conduct periodic reviews of the Company's resources, risks, regulatory constraints and opportunities to facilitate the strategic plan, and, if the Board deems necessary, adjust the strategic plan for changing circumstances.
- (c) Approve in advance significant acquisitions, capital expenditures, dispositions, investments and other financial commitments that exceed authorized expenditure limits established by the Board.
- (d) Monitor the Company's capital structure and approve significant changes thereto.
- (e) Approve dividends and distributions, significant financings and transactions affecting the debt capitalization and authorized capital of the Company, including the issue and repurchase of shares and debt securities.

Controls and Finances

- (f) Adopt a process to identify the principal risks to the Company's business and ensure that appropriate systems are in place to effectively monitor and manage such risks, and periodically evaluate the appropriateness of such systems.
- (g) Ensure that appropriate systems are in place for the implementation and maintenance of the integrity of the Company's disclosure controls and procedures, internal controls and information systems, including maintenance of all required records and documentation.
- (h) Adopt a disclosure policy that provides for the Company's disclosure and communications practices.
- (i) Ensure that the financial performance of the Company is properly reported to shareholders, other security holders and regulators on a timely and regular basis and in accordance with applicable laws.
- (j) Approve a code of conduct and ethics policy that establishes ethical standards to be observed by all officers, employees and Company personnel and ensure that a process is in place to monitor compliance therewith.

Supervision of Management

- (k) Select and appoint the Chief Executive Officer, determine the goals and objectives for the Chief Executive Officer, and evaluate the Chief Executive Officer's performance in relation to such goals and objectives.
- (l) In consultation with the Chief Executive Officer, appoint all executive officers, approve their goals and objectives, and monitor their performance.
- (m) Review matters of succession and succession planning for both directors and officers, including appointment, training and monitoring.

Governance

- (n) Review annually the composition of the Board and its committees.
- (o) Select nominees for election to the Board.
- (p) Ensure that all new directors receive a comprehensive orientation in order to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, including the commitment of time and resources.
- (q) Review annually the adequacy and form of the compensation of directors.
- (r) Appoint from amongst the directors an audit committee and such other committees of the Board as the Board deems appropriate, appoint a chair of each committee, and establish a charter for each committee of the Board that outlines its purpose and authority, composition and qualification, and responsibilities and duties.
- (s) Facilitate the continuity, effectiveness and independence of the Board by, amongst other things:
 - (i) ensuring that processes are in place and are utilized to assess the effectiveness of the Chairman of the Board, the Board as a whole, each committee of the Board, and each director; and
 - (ii) establishing a system to enable any director, the Board and any committees of the Board to engage independent counsel and/or other advisors to assist in fulfilling their respective responsibilities, at the expense of the Company.

- (t) Develop measures for receiving shareholder feedback, including establishing a process for direct communication between shareholders and the independent directors.
- (u) Review and assess the adequacy of this Charter and the charter of each committee of the Board from time to time based on its assessment of the Company's needs, legal and regulatory developments and applicable best practices and, where appropriate, approve revisions thereto.

IV. Meetings

A quorum for the transaction of business of the Board shall consist of a majority of the members of the Board. No business may be transacted by the Board except at a meeting at which quorum is present. Alternatively, business may be transacted by the Board by a resolution in writing signed by all members of the Board who would have been entitled to vote on that resolution at a meeting of the Board.

The time and place for meetings of the Board and procedures at such meetings shall be determined from time to time by the Board. The Secretary of the Company shall, upon the request of the Chairman of the Board, any member of the Board or the Chief Executive Officer of the Company, call a meeting of the Board by giving at least 48 hours' advance notice to each member; provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting. The Board expects that written materials will be received from management in advance of meeting dates.

Any member of the Board may participate in a meeting of the Board by means of a conference telephone or other communication equipment, and the member participating in a meeting in such manner shall be deemed, for purposes hereof, to be present in person at the meeting.

The Board shall keep minutes of its meetings.

One of the members of the Board shall be elected as its Chairman by the Board and the Board may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

The Board may invite such officers and employees of the Company as it may see fit, from time to time, to attend meetings of the Board.

The Board will hold meetings of the independent directors without management and non-independent directors present.

This Charter was approved by the Board of Directors on December 3, 2019.

ClearStream 