

**TRICAN WELL SERVICE LTD.  
COMPENSATION COMMITTEE**

**MANDATE AND TERMS OF REFERENCE**

*Revised March 4, 2010*

**Role and Objectives**

The Compensation Committee (the "Committee") is a committee of the board of directors (the "Board") of Trican Well Service Ltd. (the "Corporation") to which the Board has delegated the responsibility for developing and overseeing the Corporation's policies and systems regarding human resources policies, compensation and performance management systems. The objective of the Committee is to assist the Board in fulfilling its responsibility by reviewing matters relating to the human resource policies and compensation of the directors, officers and employees of the Corporation and its subsidiaries in the context of the budget and business plan of the Corporation.

**Membership of the Committee**

1. The Committee shall be comprised of three members or such greater number as the Board may from time to time determine, of whom the majority shall be independent (in accordance with the definition of "independent" set out in section 1.4 of Multilateral Instrument 52-110 – Audit Committees) and such independent members should be free from any business or other relationship that could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.
2. The Board shall designate one of the members of the Committee, who shall be unrelated, to be the Chair of the Committee.
3. The Committee shall appoint a Secretary from amongst its members.

**Mandate and Responsibilities of the Committee**

4. In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:
  - (a) reviewing the compensation philosophy and remuneration policy for employees of the Corporation and recommending to the Board changes to improve the Corporation's ability to recruit, retain and motivate employees;
  - (b) reviewing and recommending to the Board the retainer and fees to be paid to members of the Board;
  - (c) reviewing and recommending to the Board performance objectives and the compensation package for the Chief Executive Officer ("CEO") and evaluating the CEO's performance in light of those objectives and making recommendations to the Board with respect to the CEO's compensation level based on this evaluation;

- (d) recommending to the Board, on the advice of the Chief Executive Officer, the compensation, including bonuses, and benefits package for senior management positions within the Corporation;
- (e) reviewing management's recommendations for proposed stock option or other equity-based compensation plans and making recommendations in respect thereof to the Board;
- (f) considering and if appropriate establishing targets or criteria for the payment of senior management bonuses;
- (g) reviewing director and executive compensation disclosure required by applicable securities laws to be made by the Corporation including the Statement of Executive Compensation required to be included in the information circular – proxy statement of the Corporation; and
- (h) retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice to assist in fulfilling their responsibilities at the expense of the Corporation and without any further approval of the Board.

### **Meetings and Administrative Matters**

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for the purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least one time per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Committee and to assist in the discussion and consideration of the matters being considered by the Committee.
7. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board. Minutes of the Committee will be recorded by the Secretary to the Committee and maintained by the Secretary to the Board, and shall be circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.

8. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
9. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board by the Committee Chair.