

**WESTERN ENERGY SERVICES CORP.
(THE "CORPORATION")**

**AUDIT COMMITTEE CHAIR
POSITION DESCRIPTION**

Appointment

1. The chair ("**Chair**") of the Audit Committee will be appointed, serve and be removed at the pleasure of the Board of Directors (the "**Board**") of the Corporation.
2. The Chair of the Audit Committee must be independent as defined in National Instrument 52-110 *Audit Committees*.

Duties of the Audit Committee Chair

3. In addition to fulfilling his or her duties as an individual director, the duties of the Audit Committee Chair are to:
 - (a) provide oversight for the Audit Committee's ethical and effective decision making;
 - (b) lead the Audit Committee in discharging all duties set out in the Audit Committee Charter (the "**Charter**");
 - (c) take reasonable steps to ensure that the Audit Committee members execute their duties pursuant to the Charter;
 - (d) manage the affairs of the Audit Committee to ensure that the Audit Committee is organized properly and functions effectively;
 - (e) ensure that notices of all meetings of the Audit Committee are provided to the Corporation's external auditor;
 - (f) preside at, and together with the members of the Audit Committee, management, external auditors and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Audit Committee;
 - (g) ensure that the Audit Committee meets at least once each quarter, including in closed sessions with the external auditors;
 - (h) coordinate with the Chief Financial Officer ("**CFO**"), Corporate Secretary, management and the external auditors to ensure that:
 - (i) documents are delivered to members in sufficient time in advance of Audit Committee meetings for a thorough review;
 - (ii) matters are properly presented for the Audit Committee's consideration at meetings;
 - (iii) members have an appropriate opportunity to discuss issues at each meeting;
 - (iv) members have an appropriate opportunity to meet with and question management, employees, the external auditors and advisors, as appropriate,

regarding financial results, internal controls, the collection of financial information and all other matters of importance to the Audit Committee; and

- (v) members work constructively towards their recommendations to the Board;
- (i) communicate with each Audit Committee member to ensure that:
 - (i) each member has the opportunity to be heard and participate in decision making; and
 - (ii) each member is accountable to the Audit Committee;
- (j) arrange for the preparation, accuracy and distribution of all minutes of the Audit Committee to:
 - (i) members of the Audit Committee;
 - (ii) each member of the Board;
 - (iii) the external auditor; and
 - (iv) the Chief Executive Officer ("**CEO**") and CFO;
- (k) ensure that the Audit Committee, following each meeting:
 - (i) reports to the Board regarding its activities, findings and recommendations; and
 - (ii) makes Committee information available to any director upon request; and
- (l) assist in maintaining effective working relationships between Committee members, the Board, the CEO and CFO, external auditors, advisors, executive officers and management.

Review

4. In conjunction with the Corporate Governance and Compensation Committee, the Committee will review this position description of the Chair at least annually and otherwise as it deems appropriate and recommend any changes to the Board.
5. In conjunction with the Corporate Governance and Compensation Committee, the Audit Committee will review and assess its member attendance, performance, size, composition and succession planning periodically and recommend and changes to the Board.

Approved by the Board of Directors March 22, 2010
Ratified by the Board of Directors March 7, 2012
Ratified by the Board of Directors February 27, 2013
Ratified by the Board of Directors October 30, 2014
Ratified by the Board of Directors October 29, 2015
Ratified by the Board of Directors October 25, 2016
Ratified by the Board of Directors October 25, 2017
Approved by the Board of Directors, as amended, October 24, 2018