

**WESTERN ENERGY SERVICES CORP. (the "CORPORATION")**  
**AUDIT COMMITTEE CHARTER**

**Purpose**

1. The purpose of the Audit Committee (the "**Committee**") is to:
  - (a) review and recommend to the Board for acceptance, prior to their public release, all material financial information required to be gathered and disclosed to the public by the Corporation;
  - (b) oversee management designed and implemented accounting systems and internal controls; and
  - (c) recommend to the Board of Directors, engage and arrange for the compensation of the external auditor to the Corporation.

**Composition**

2. The Corporation, as a reporting issuer, must have a Committee that complies with National Instrument 52-110 ("**NI 52-110**"). The Committee must be comprised of at least three members of the Board to serve at the pleasure of the Board. Each member will at all times be independent and financially literate as those terms are defined in NI 52-110.

**Meetings**

3. The Committee is required to meet in person, or by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Committee.
4. The Chair of the Committee appointed by the Board will, in consultation with management, establish the agenda for meetings.
5. A quorum for a meeting of the Committee shall be a majority of members present in person or by telephone conference call.
6. Notice of the time and place of every meeting shall be given in writing, by email or facsimile to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided that a member may in any manner waive a notice of meeting.

**Responsibilities of the Committee**

7. The Committee's primary responsibilities are to:
  - (a) have a written charter that sets out its mandate and responsibilities;
  - (b) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of any disagreements between management and the external auditor regarding financial reporting.
  - (c) monitor the management of the principal risks that could impact the financial reporting of the Corporation;

- (d) monitor the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- (e) provide an avenue of communication among the external auditors, management and the Board;
- (f) ensure that the external auditor reports directly to the Committee.

#### **Authority of the Committee**

8. The Committee must have the authority to:
  - (a) inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
  - (b) engage independent counsel and other advisors as it determines necessary to carry out its duties;
  - (c) set and instruct the Corporation to pay the compensation for any advisors employed by the Committee;
  - (d) communicate directly with the internal and external auditors of the Corporation;
  - (e) annually recommend to the Board the appointment of the external auditor, and their compensation;
  - (f) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors', or the external auditors of the Corporation's subsidiary entities and the Committee may delegate to one or more independent members, the authority to pre-approve non-audit services which must then be presented to the Committee at its first scheduled meeting following such pre-approval;
  - (g) when there is to be a change of external auditors, review all issues and provide documentation related to the change, including the Change of Auditor Notice called for by National Instrument 51-102 and as required by other applicable securities regulation, and the planned steps for an orderly transition period
9. The Committee must establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee must review and approve the hiring of any partners, employees and former partners and employees of the present and former external auditors.
11. The Committee shall:
  - (a) review the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities

- (b) review the appointments of the Chief Financial Officer and any key financial managers who are involved in the financial reporting process.
- (c) establish a periodic review procedure to ensure that the external auditor complies with the Canadian Public Accountability Regime under National Instrument 52-108 – *Auditor Oversight*.
- (d) inquire into and determine the appropriate resolution of any conflict of interest in respect of audit or financial matters, which are directed to the Committee by any member of the Board, a shareholder of the Corporation, the external auditors, or senior management.
- (e) review the audit plan with the Corporation's external auditors and with management;
- (f) discuss with management and the external auditors any proposed changes in major accounting policies or principles, the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting;
- (g) review with management and with the external auditors significant financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues;
- (h) review any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
- (i) review audited annual financial statements and related documents in conjunction with the report of the external auditors;;
- (j) review the Corporation's financial statements, management's discussion and analysis and annual and interim earnings press releases and with financial management and the external auditors before release to the public, and recommend to the Board;
- (k) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and must periodically assess the adequacy of such procedures.
- (l) at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
- (m) assess, on an annual basis, the adequacy of this Charter.

Approved by the Board of Directors November 9, 2011  
Approved by the Board of Directors October 31, 2012