

WESTERN ENERGY SERVICES CORP.

**CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE (“THE COMMITTEE”)
CHARTER**

Purpose

The purpose of the Committee is to:

- (a) assist the Board of Directors of the Corporation (“Board”) in the discharge of the Board’s duties with respect to adopting and ensuring compliance with the Code of Business and governance policies of the Corporation;
- (b) identify suitable Board candidates and recommend those candidates to the Board for nomination;
- (c) make recommendations as to members for the various committees of the Corporation;
- (d) assist the Board in discharging its responsibilities relating to compensation of the Corporation’s executives and directors; and
- (e) produce an annual report on executive compensation for inclusion in the Corporation’s information circular and proxy statement in accordance with applicable rules and regulations.

Structure and Authority

The Board shall elect annually from the members of the Board a Committee which shall be composed of not less than two members of the Board. Each member of the Committee shall be an independent director as defined in National Instrument 58-101-Disclosure of Corporate Governance Practices. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board.

Each member of the Committee shall serve at the pleasure of the Board and, in any event, only so long as he/she shall continue to be a Director. The Board may fill vacancies in the Committee by election from their number, subject to new members satisfying the above stated requirements. The Board shall appoint the Chair of the Committee to serve in that capacity at the pleasure of the Board.

The Committee shall have the power to fix its quorum at not less than a majority of its members and to determine its own rules of procedures subject to any regulations imposed by the Board from time to time.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant to the contribution in carrying out the mandate of the Committee.

The Committee shall have the sole authority to retain and terminate any advisors (legal, accounting or otherwise) to be used to assist in carrying out the Committee’s duties and responsibilities and shall have the sole authority to approve the consultant’s fees and other retention terms.

The Committee shall have the authority to delegate to committees of their own denomination, provided that the committees are composed entirely of independent directors. Any such committee must have a published committee charter.

Following each Committee meeting, the Chair of the Committee shall report to the Board on the activities, findings and recommendations of the Committee.

Responsibilities

The Committee shall:

- Set criteria for Board members, identify individuals qualified to become board members and, at the direction of the Board, either select or recommend that the Board select the director nominees for the next Annual General Meeting of Shareholders.

- Meet a minimum of two times per year.

- In making its recommendations to the Board for Board nominees, the Committee shall consider:
 - (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (b) the competencies and skills that the Board considers each existing director to possess;
 - (c) the competencies and skills each new nominee will bring to the Board; and
 - (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

- Develop and recommend a set of corporate governance principles applicable to the Corporation, including the implementation of a Code of Business Conduct and Ethics and the monitoring of the content of such code on an ongoing basis.

- Assess annually the size of the Board and the performance of the Board as a whole, the various committees of the Board (including the Committee) and the contribution of individual Directors, and make any necessary recommendations to the Board in relation thereto;

- Make recommendations to the Board as to the members of the various committees of the Board, taking into account the eligibility for membership on such committees based upon applicable laws, rules and regulations;

- Ensure the provision of appropriate orientation for new Directors and availability of continuing education programs for all Directors;

- Ensure that the Board can function independently of management and ensure that the Chairs of the various committees of the Board shall have unimpeded access to management;

- Ensure that there is an adequate process administered by the Corporation's Audit Committee to allow all levels of employees to bring "whistle blower" issues to such Committee which are not being adequately dealt with by management;

- Ensure that the Board is made aware of current and evolving legislation, regulations and guidelines relating to applicable corporate governance issues pertaining to the Corporation;

- prepare, review and approve the annual corporate governance report to be made in the proxy circular prepared in connection with the Annual Meeting and on the Corporation's website describing the corporate governance practices of the Corporation as may be required under applicable securities laws and the rules of any stock exchange on which the Corporation's shares are listed;

- Review and reassess, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval;

- To review and approve the Corporation's goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of these goals and objectives and to determine and recommend for approval by the Board the CEO's compensation level based on this evaluation;

- To review and recommend to the Board compensation, incentive plans and equity based plans for non-CEO officers and directors, and for other key employees as identified by the CEO and approved by the Committee, and in particular, review and recommend to the Board the annual bonus payments for the CEO and executive officers;

- To approve and recommend to the Board all incentive compensation and equity-based plans, including amendments to such plans and review and to monitor awards under such plans;
- To review with the CEO and comment upon: (a) the compensation plans for executive officers of the Corporation; and (b) recommendations for the appointment of executive officers prior to consideration by the Board;
- To annually review its own performance;
- To annually review, with the CEO, the position description for the CEO, and in the Committee's discretion, recommend any changes to the Board for consideration;
- To annually review the senior executive officer and CEO succession and development plans and, after consultation with the CEO and, make recommendations to the Board for consideration;
- To review executive compensation disclosure before the Corporation publicly discloses such information;
- To consider any other matter properly referred to the Committee by the Board or CEO, for review, decision or recommendation.

Approved by the board March 22, 2010

RATIFIED BY THE BOARD AUGUST 10, 2011