

Information Circular

For the Annual General Meeting of Shareholders on June 19, 2018

Critical Control Energy Services Corp.

May 9, 2018

TABLE OF CONTENTS

NOTICE	1
PROXIES.....	2
INFORMATION CONCERNING THE CORPORATION.....	4
STATEMENT OF EXECUTIVE COMPENSATION.....	5
COMPENSATION OF DIRECTORS	12
EQUITY COMPENSATION PLAN INFORMATION	14
INDEBTEDNESS OF DIRECTORS AND OFFICERS.....	15
INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS	15
INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON	15
STATEMENT OF CORPORATE GOVERNANCE PRACTICES	15
ADDITIONAL INFORMATION.....	19
PARTICULARS OF MATTERS TO BE ACTED UPON AT MEETING.....	20
SCHEDULE A - MANDATE OF THE AUDIT COMMITTEE	
SCHEDULE B - MANDATE OF THE BOARD OF DIRECTORS	

NOTICE
OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 19, 2018

To: The Shareholders of Critical Control Energy Services Corp.

TAKE NOTICE that an Annual General Meeting (the “Meeting”) of the holders of common shares (“Common Shares”) of Critical Control Energy Services Corp. (the “Corporation”) will be held at the Palliser Conference Centre, Suite 298, 115 – 9 Avenue SE, Calgary, Alberta, on June 19, 2018 at 9:00 a.m. (Calgary time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2017 and the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at not more than five;
3. to elect directors of the Corporation for the ensuing year;
4. to re-appoint KPMG LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditors;
5. to approve amendments to the Deferred Annual Bonus and Share Purchase Plan of the Corporation to replenish the deferred Common Shares previously granted under such plan and increase the maximum number of Common Shares issuable under such plan; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on May 10, 2018 (the “Record Date”). Only shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record as at the Record Date will be entitled to vote those Common Shares owned as at the Record Date, unless any such shareholder transfers such Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

The accompanying management information circular provides instructions on the various methods that a shareholder can use to have vote their Common Shares at the Meeting, including instructions regarding voting in person, by mail, by internet, or by phone.

DATED at Calgary, Alberta on May 9, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Gary Bentham”

Gary Bentham, Director

INFORMATION CIRCULAR
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 19, 2018

PROXIES

Solicitation of Proxies

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of Critical Control Energy Services Corp. (the "Corporation") for use at the Annual General Meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Common Shares") of the Corporation to be held on June 19, 2018 (the "Meeting Date"), at 9:00 a.m. (Calgary time), at the Palliser Conference Centre, Suite 298, 115 – 9 Avenue SE, Calgary, Alberta, and at any adjournment thereof, for the purposes set forth in the Notice of Annual General Meeting.

The board of directors of the Corporation (the "Board") has fixed the record date for the Meeting at the close of business on May 10, 2018 (the "Record Date"). Only Shareholders of record as at the Record Date ("Registered Shareholders") are entitled to receive notice of the Meeting. Registered Shareholders will be entitled to vote those Common Shares owned as at the Record Date, unless any such Registered Shareholder transfers such Registered Shareholder's Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten days before the Meeting, that the transferee's name be included in the list of Registered Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Notice and Access

The Corporation has chosen to use the notice and access model for delivery of materials to Shareholders for the Meeting. Under notice and access, Shareholders still receive a form of proxy or voting instruction form enabling them to vote at the Meeting. However, instead of receiving a paper copy of this Information Circular and Notice of Annual General Meeting (the "Meeting Materials"), Shareholders receive a notice (a) stating the date, time, and location of the Meeting, (b) identifying the matters to be acted upon at the Meeting, and (c) explaining how to access such Meeting Materials online. This is more environmentally friendly as it reduces paper use and the cost to Shareholders of printing and mailing the Meeting Materials.

Shareholders may request that a paper copy of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date that this Information Circular was filed on SEDAR at www.sedar.com by:

1. Calling toll free at 1-855-426-6380; or
2. Sending an email to legal.notices@criticalcontrol.com

Requests should be received at least ten (10) business days in advance of the proxy deposit date set out in the accompanying proxy or voting instruction form in order to receive the Meeting Materials in advance of such date and the Meeting Date.

The Corporation has determined that only those Shareholders with existing instructions on their account to receive paper material will receive a paper copy of the Meeting Materials with this notification.

Shareholders with questions about notice and access can call the above referenced toll free number.

The notice and access notification document for the Meeting is being sent to both Registered Shareholders and Shareholders who do not hold their Common Shares in their own name ("Beneficial Shareholders"). If a Beneficial Shareholder receives that notice and access notification document from the Corporation or its agent, that Beneficial Shareholder's name and address and information about his or her holdings of securities has been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Beneficial Shareholder's Common Shares on the Beneficial Shareholder's behalf. By choosing to send the notice and access notification document to the Beneficial Shareholder directly, the Corporation (and not the intermediary holding on the Beneficial Shareholder's behalf) has assumed responsibility for (a) delivering the notice and access notification document to the Beneficial Shareholder, and (b) executing the Beneficial Shareholder's proper voting instructions. Beneficial Shareholders are kindly asked to return their voting instructions as specified in the form of proxy or voting instruction form accompanying the notice and access notification document.

Methods of Voting

Registered Shareholders	Beneficial Shareholders
<p>You are a Registered Shareholder if your Common Shares are in your name and you have a physical share certificate in your possession or you have a book entry only statement indicating that the Common Shares are registered in your name.</p> <p><u>Voting Options</u></p> <ol style="list-style-type: none"> 1. In person at the Meeting (see below) 2. By proxy (see below) 3. By telephone (see enclosed proxy form) 4. By internet (see enclosed proxy form) <p><u>Voting in Person</u></p> <p>If you plan to attend the shareholder meeting <i>and want to vote your Common Shares in person</i>, do not complete or return the enclosed form of proxy. Your vote will be taken and counted at the meeting. Please register with our transfer agent, Computershare Trust Company of Canada, when you arrive at the Meeting to ensure that your vote will be counted.</p> <p><u>Voting by Proxy</u></p> <p>Whether or not you attend the Meeting, you can appoint someone else to attend and vote as your proxy holder. Use the enclosed form of proxy to do this. The people named in the form of proxy are members of management or the Board. <i>You have the right to choose another person to be your proxy holder by printing that person's name in the space provided.</i> Then complete the rest of the form of proxy, sign it and return it. Your votes can only be counted if the person you appointed attends the meeting and votes on your behalf. <i>If you have voted by proxy, you may not vote in person at the Meeting, unless you properly revoke your proxy.</i></p> <p>Return your completed proxy in the envelope provided so that it arrives not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment of the Meeting.</p> <p><u>Revoking your Proxy</u></p> <p><i>You may revoke your proxy at any time before it is acted on.</i> To do so, you can deliver a written statement that you want to revoke your proxy (which includes another proper form of proxy with a later date) to our transfer agent, Computershare Trust Company of Canada, in accordance with the instructions set out in the form of proxy provided not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment of the Meeting.</p> <p>Alternatively, you can revoke your proxy by delivering a properly executed instrument in writing at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, or with the Chairperson of the Meeting on the day of the Meeting, or any adjournment of the Meeting, and upon either of such deposits, the proxy is revoked.</p>	<p>You are a Beneficial Shareholder if your Common Shares are held in the name of a nominee. That is, your share certificate was deposited with, or you purchased and continue to hold your Common Shares through, a bank, trust company, securities broker, trustee or other institution.</p> <p><u>Voting Options</u></p> <ol style="list-style-type: none"> 1. In person at the Meeting (see below) 2. By voting instruction form (see below) 3. By telephone (see enclosed voting instruction form) 4. By internet (see enclosed voting instruction form) <p><u>Voting in Person</u></p> <p>If you plan to attend the Meeting <i>and wish to vote your Common Shares in person</i>, insert your own name in the space on the voting instruction form. Then follow the signing and return instructions provided in that form. Your vote will be taken and counted at the meeting, so do not indicate your votes on the form. Please register with our transfer agent, Computershare Trust Company of Canada, when you arrive at the Meeting to ensure that your vote will be counted.</p> <p><u>Voting by Voting Instruction Form</u></p> <p>Whether or not you attend the Meeting, you can appoint someone else to attend and vote as your proxy holder. Use the enclosed voting instruction form to do this. The people named in the enclosed voting instruction form are members of management or the Board. <i>You have the right to choose another person to be your proxy holder by printing that person's name in the space provided.</i> Then complete the rest of the form, sign it and return it. Your votes can only be counted if the person you appointed attends the Meeting and votes on your behalf. <i>If you have voted on the voting instruction form, neither you nor your proxy holder may vote in person at the Meeting, unless you properly revoke your proxy.</i></p> <p>Return your completed voting instruction form in the envelope provided so that it arrives not less than 72 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment of the Meeting so that your nominee has time to deliver your instructions.</p> <p><u>Revoking your Proxy</u></p> <p><i>You may revoke your proxy before is it acted on.</i></p> <p>Follow the procedures provided by your nominee. Your nominee will likely need to receive your request to revoke your instructions not less than 72 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment of the Meeting in order for your nominee to have time to deliver your instructions to our transfer agent.</p>

Persons making the Solicitation

This solicitation of proxies for the Meeting is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the form of proxy, Notice of Annual General Meeting and this Information Circular will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefor.

Exercise of Discretion by Proxy

The Common Shares represented by the enclosed form of proxy will be voted for or against fixing the number of directors to be elected at the Meeting; for or withheld from electing directors; for or withheld from re-appointing the auditors; and for or against the amendments to the Deferred Annual Bonus and Share Purchase Plan of the Corporation to replenish the deferred Common Shares previously granted under such plan and increase the maximum number of Common Shares issuable under such plan, all in accordance with the instructions of the Shareholder. **The persons appointed under the enclosed form of proxy are conferred with discretionary authority with respect to amendments or variations of those matters specified in the form of proxy and Notice of Annual General Meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof, in accordance with their best judgment.** At the time of printing this Information Circular, management of the Corporation knew of no such amendment, variation, or other matter.

Unless otherwise specified, proxies will be voted in favour of:

1. fixing the number of directors to be elected at the Meeting at not more than five;
2. the election of the nominees, hereinafter set forth, as directors (provided that in the event a vacancy among such nominees occurs because of death or for any other reason prior to the Meeting, proxies shall not be voted with respect to such vacancy);
3. re-appointing KPMG LLP, as auditors of the Corporation;
4. approve amendments to the Deferred Annual Bonus and Share Purchase Plan of the Corporation to replenish the deferred Common Shares previously granted under such plan and increase the maximum number of Common Shares issuable under such plan; and
5. transacting such other business as may properly be brought before the Meeting or any adjournment of the Meeting.

INFORMATION CONCERNING THE CORPORATION

The information in this Information Circular is given as of May 9, 2018, unless otherwise specified.

Voting Shares and Principal Holders thereof

As at the date of this Information Circular, 44,162,216 Common Shares were issued and outstanding, each such Common Share carrying the right to one vote on a ballot at the Meeting. The close of business on May 10, 2018 is the Record Date. Any transferee or person acquiring Common Shares after such date may, on proof of ownership of Common Shares, demand not later than ten days before the Meeting that such transferees name be included in the list of persons entitled to attend and vote at the Meeting. A quorum for the transaction of business at the Meeting is not less than two persons present holding or representing not less than 5% of the Common Shares entitled to be voted at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, the date of this Information Circular, no person or company beneficially owned, or controlled or directed, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation except as disclosed below.

Security Holder	Number of Securities	Percentage of Securities
Boeckh Investments Inc.	7,991,850 ⁽¹⁾	13.6%
Franklin Resources, Inc.	4,947,182	11.2%
PenderFund Capital Management Ltd.	5,444,700	12.4%
Alykhan Mamdani	4,873,537 ⁽²⁾	11.1%

⁽¹⁾ Includes (i) 7,591,850 Common Shares owned by Boeckh Investments Inc.; (ii) 50,000 Common Shares owned by the J. George Boeckh Trust; (iii) 100,000 Common Shares owned by Raymonde (Boeckh) Dana; (iv) 175,000 Common Shares owned by J. Anthony Boeckh; and (v) 75,000 Common Shares owned by Robert Boeckh.

⁽²⁾ Includes (i) 4,733,871 Common Shares owned by Alykhan Mamdani; (ii) 25,000 Common share purchase warrants; and (iii) 139,666 Common Shares owned by Growth Technologies '98 Limited Partnership. Mr. Mamdani is an officer and director of the general partner for Growth Technologies '98 Limited Partnership, and has a 19.57% partnership interest in the Limited Partnership.

STATEMENT OF EXECUTIVE COMPENSATION

This section of the Information Circular describes and explains all significant elements of compensation awarded to, earned by, paid to, or payable to the Corporation's President & Chief Executive Officer; Chief Financial Officer; and Vice President, Operations (collectively, the "Named Executive Officers" or "NEOs").

Compensation Discussion and Analysis

Objective and Attributes

The Corporation is committed to creating long term shareholder value. The objective of the Corporation's executive compensation program is to attract, retain and motivate qualified individuals who possess the capacity to drive business performance and increase shareholder value. The Corporation is committed to a compensation policy that is competitive and recognizes and rewards the services of the Named Executive Officers and other senior members of management.

The Corporation's executive compensation plan is designed to:

- be competitive with other publicly traded companies conducting business in similar industries, comparable in size and revenue;
- provide adequate reward for services rendered;
- attract and retain qualified and experienced individuals;
- support and develop commitment to the Corporation's core values;
- motivate, reward and acknowledge performance, competencies and skills; and
- ensure that executive compensation is explicitly linked to specific performance targets.

The performance targets for the NEOs and most of the senior management team focus on earnings before interest, tax, depreciation, and amortization ("EBITDA").

Management believes that EBITDA is a useful indicator of the success of the Corporation's growth objectives and intends to rely on such metric for 2018 executive compensation.

"EBITDA" and "Gross margin" are non-GAAP and additional GAAP measures. Readers are cautioned that these measures may not be comparable to similar measures used by other companies. Readers are also cautioned not to view these non-GAAP measures as an alternative to financial measures calculated in accordance with IFRS.

Components of Compensation

The most significant components of the Corporation's executive compensation plan are base salary and an annual incentive bonus. These components are based upon:

- achievement of specific corporate or segment performance targets;
- a performance evaluation process, taking into consideration comparative levels of compensation with comparable entities in the Corporation's industry;
- alignment of the compensation level of each individual to that individual's level of responsibility;
- the individual's performance, competencies, skills and achievements;
- alignment with corporate strategy; and
- contributions to corporate or segment performance.

Other components of the Corporation's executive compensation plan include share based awards and perquisites and benefits. Further details on these components and the annual incentive bonus are provided later in this document.

Executive Compensation Clawback Policy

The Corporation's Bonus Policy contains provisions relating to the clawback of executive performance-based compensation. Under these provisions, which apply to all executive officers, the Board may, in its sole discretion, to the full extent permitted by governing laws and to the extent it determines that it is in the best interests of the Corporation to do so, attempt to recover all or a portion of performance-based compensation received by an executive officer or former executive officer. The Board may seek recovery of full or partial compensation from an executive officer or former executive officer in situations where:

- the performance-based incentive compensation was based on the achievement of certain financial results that were subsequently restated; and
- the amount of performance-based incentive compensation that would have been awarded to the executive officer would have been lower had the financial results been properly reported.

Recovery of compensation under this amendment shall normally be accomplished through reductions of future performance-based compensation over a period of not more than three years, except in those circumstances where the executive officer has left the employ of the Corporation.

Risks Associated with Compensation Policies

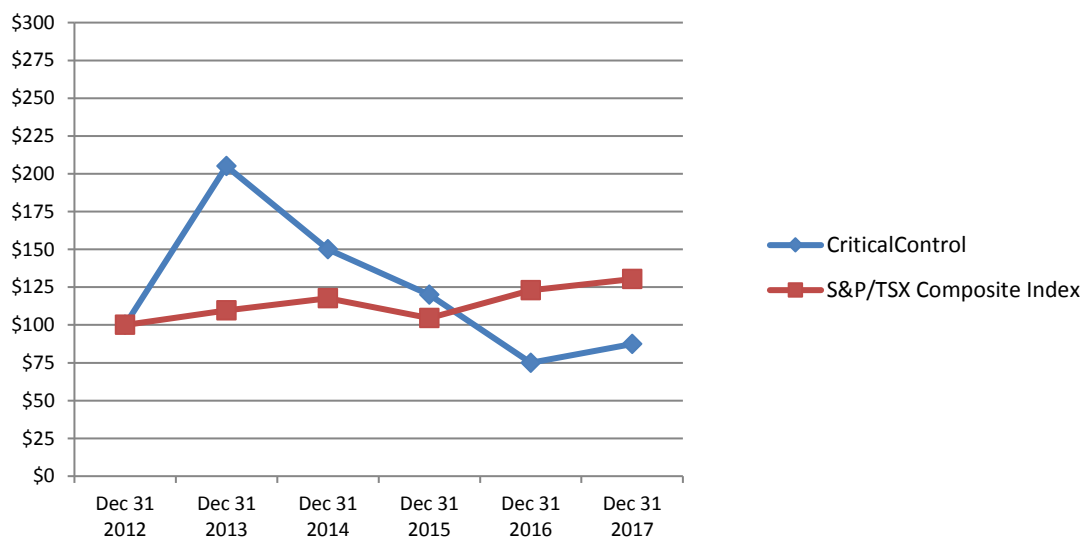
The Board's compensation committee (the "Compensation Committee") reviews the risks associated with the Corporation's compensation policies. During each annual review and assessment by the Compensation Committee of the Corporation's executive compensation program, the Compensation Committee also explicitly and implicitly takes into consideration any risks associated therewith. At the present time, the Compensation 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. The risks and uncertainties facing the Corporation that are likely to have a material adverse effect on the Corporation are disclosed quarterly in the Corporation's management discussion and analysis. For the most recently completed quarter, no such risks related to the Corporation's compensation policies and practices were considered significant enough to disclose.

Financial Instruments

There are no provisions in any agreements or any policies of the Corporation or the Board that would restrict the directors or Named 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 Named Executive Officers.

Performance Graph

The following graph compares the total value of an investment in the Common Shares of the Corporation with the total value of an investment in the S&P/TSX Composite Index for the five-year period ending December 31, 2017, assuming that the initial value of each investment was \$100 at the close of trading on December 31, 2012.



The Corporation is a sub-microcap company with limited liquidity. Consequently, its market price and resulting capitalization are based upon external factors over which management and the Corporation have limited control. As set out below in the "Non-Equity Incentive Plan Compensation" section, the compensation structure of the Corporation is designed to reward contribution in relation to targeted revenue, gross margin and earnings. Notwithstanding the volatility and trend associated with the above graph, compensation of the NEOs in 2017 and earlier reflected their contribution in meeting financial and key strategic performance targets of the Corporation. It is the view of the Board that the contribution of the NEOs in meeting the key performance targets of the Corporation going forward will positively influence increased liquidity and a share price reflective of industry multiples.

Share Based and Option Based Awards

The Board has determined that the total number of Common Shares that may be reserved for issuance to directors, officers, employees or other insiders under any security based compensation arrangement, in aggregate, during any one year period, should not exceed 10% of the Corporation's total issued and outstanding Common Shares (the "10% Cap"). However, the Board may, without prior notice to, or the approval of, the Shareholders, amend or revoke 10% Cap at any time. If any security based award expires without having been exercised or is terminated/forfeited for any reason under any security based compensation arrangement then, subject to the terms of that particular security based compensation arrangement, the Common Shares underlying such award shall again be available for issuance in connection with any future awards that the Corporation may grant.

Deferred Annual Bonus and Share Purchase Plan

The directors, officers and employees of the Corporation are eligible to participate in the Corporation's Deferred Annual Bonus and Share Purchase Plan (the "DSP"). The purpose of the DSP is to promote a greater alignment of interests between the directors, officers and employees of the Corporation and/or its subsidiaries (collectively referred to as "Eligible Persons") and the Shareholders. Each Eligible Person is given the right to elect to be a participant (a "Participant") of the Plan. An Eligible Person who elects to be a Participant shall be paid: (i) in respect of an officer or employee, between 10% and 100% of any annual bonus paid by the Corporation to that officer or employee in a calendar year; and/or (ii) in respect of an officer or employee, between 1% and 10% of any annual salary paid by the Corporation to that officer or employee in a calendar year (the "Elected Amount") in the form of deferred Common Shares ("Deferred Shares") in lieu of cash provided that the Corporation matches the Elected Amount for annual salary for each Participant, up to a maximum of \$125 per quarter. The Deferred Shares credited to Participants pursuant to the matching program vest on the first anniversary of the grant. All other Deferred Shares vest on the date of the grant, unless another vesting period is prescribed by the Compensation Committee and the Board. The Deferred Shares credited to a Participant's Deferred Share account shall be redeemable by the Participant (or, where the Participant has died, his or her estate) following an event, including termination other than for cause, retirement or death, causing the Participant to be no longer an Eligible Person (the "Termination Date"). The rights or interests of a Participant under the Plan may not be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that certain rights may pass to a beneficiary or legal representative upon death of a Participant, by will or by the laws of succession and distribution.

At no time may the number of Common Shares reserved for issuance to insiders of the Corporation as a group pursuant to outstanding Deferred Shares, together with the number of Common Shares reserved for issuance to such persons pursuant to any other security based compensation arrangements, exceed 10% of the then outstanding Common Shares, as calculated immediately prior to the issuance in question; the number of Common Shares issued to insiders of the Corporation as a group pursuant to outstanding Deferred Shares together with the number of Common Shares issued to such persons pursuant to any other security based compensation arrangements, within any one year period, may not exceed 10% of the then outstanding Common Shares; at no time may the number of Common Shares reserved for issuance to any one insider of the Corporation pursuant to outstanding Deferred Shares, together with the number of Common Shares reserved for issuance pursuant to any other security based compensation arrangements, exceed 5% of the then outstanding Common Shares, as calculated immediately prior to the issuance in question; and the number of Common Shares issued to any one insider of the Corporation pursuant to outstanding Deferred Shares together with the issuance upon any other security based compensation arrangements, within any one year period, may not exceed 5% of the then outstanding Common Shares.

The Board may amend, suspend or terminate the DSP, or any portion thereof, at any time, subject to those provisions of applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange ("TSX"), if any, that require the approval of shareholders or any governmental or regulatory body. These rights include that the Board may make the following amendments: (a) add, delete or amend a provision that is necessary to comply with the governing laws or requirements of the securities regulatory authorities; (b) correct or rectify an ambiguity, an inapplicable provision, or an error or omission in the DSP; (c) increase the number of Deferred Shares in the event of certain fundamental changes to the Corporation or its securities; or (d) amendments not requiring the approval of the Shareholders, as determined by the TSX or any other regulatory authority having jurisdiction over the securities of the Corporation.

Shareholder approval is required for changes to the DSP where such changes are required by applicable law (including, without limitation, the rules, regulations and policies of the TSX). Such changes would include the following amendments: (a) increase the number of Common Shares that may be issued or reserved for issuance under the DSP; (b) increase the number of Common Shares that may be issued or reserved for issuance pursuant to the DSP to insiders of the Corporation; (c) extend eligibility to participate in the DSP to persons not currently eligible to participate; (d) permit rights to acquire Deferred Shares to be transferred or assigned other than for normal estate settlement purposes; (e) cancel and reissue rights to acquire Deferred Shares; (f) grant additional powers to the Board to amend the DSP or entitlements under the DSP without obtaining Shareholder approval; (g) amend the amendment provisions of the DSP, except as set out in the DSP; or (h) amendments that the TSX otherwise determines require Shareholder or disinterested Shareholder approval.

The DSP provides that the aggregate number of Common Shares issued under the DSP must not exceed 2,500,000 Common Shares (representing approximately 5.66% of the issued and outstanding Common Shares). As at the date of this Information Circular, 2,422,187 Deferred Shares have been granted under the DSP, of which 745,552 Deferred Shares have been redeemed for Common Shares under the DSP since its adoption (representing approximately 1.69% of the issued and outstanding Common Shares). This leaves 1,676,635 Deferred Shares outstanding (representing approximately 3.80% of the issued and outstanding Common Shares) and 77,813 Deferred Shares available for future grants (representing approximately 0.18% of the issued and outstanding Common Shares). At the Meeting, a motion will be made to replenish 745,552 previously granted Deferred Shares that have been redeemed for Common Shares, and increase the aggregate number of Common Shares authorized for issuance upon the redemption of Deferred Shares granted under the DSP from 2,500,000 Common Shares to 3,250,000 Common Shares. See "Particulars of Matters to be Acted Upon at Meeting – Amendment to DSP".

Employee Share Purchase Plan

The purpose of the Employee Share Purchase Plan (the "ESPP") is to advance the interests of the Corporation through the motivation, attraction and retention of directors, officers and employees.

Each participant in the ESPP is permitted to contribute a portion of his or her salary to the ESPP. At the end of each month in which the participant made the contribution (the "Monthly Entitlement Date"), the ESPP credits the contribution as an equivalent of Common Shares to be issued from treasury during the quarter following 12 months from the Monthly Entitlement Date (the "Purchased Shares"). The deemed issue price of Common Shares so credited is the volume weighted average trading price of the Corporation's Common Shares on the TSX for the five trading days preceding the date on which the Common Shares are being credited.

The Corporation is required to release the Purchased Shares to a participant upon the earlier of a written request from the Participant or during the quarter following the 12 month anniversary of the Monthly Entitlement Date.

In addition to the Purchased Shares, the ESPP matches the participant's contribution (to an annual maximum of the lower of \$5,000 and 5% of the participant's annual base salary) using the same deemed issue price to determine the equivalent of Common Shares to be issued from treasury during the quarter following 24 months from the original Monthly Entitlement Date (the "Matched Shares") if, during the 12 month vesting period following the Monthly Entitlement Date:

1. The Purchased Shares have not been withdrawn as Common Shares; and
2. The participant remains an employee of the Corporation (or maintained continuous service on the Board in the case of a director).

Should a participant in the ESPP cease to be an employee of the Corporation or its affiliates, such participant automatically ceases to be entitled to participate in the ESPP. If the participant ceases to be an employee prior to the vesting of any Matched Shares, any funds held in relation to Purchased Shares that have not been released are returned to the employee and the Matched Shares are forfeited.

The Board may amend, suspend or terminate the ESPP, or any portion thereof, at any time, subject to those provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX), if any, that require the approval of shareholders or any governmental or regulatory body. These rights include that the Board may make the following amendments: (a) add, delete or amend a provision that is necessary to comply with the governing laws or requirements of the securities regulatory authorities; (b) correct or rectify an ambiguity, an inapplicable provision, or an error or omission in the ESPP; (c) increase the number of Common Shares in the event of certain fundamental changes to the Corporation or its securities; or (d) amendments not requiring the approval of the Shareholders, as determined by the TSX or any other regulatory authority having jurisdiction over the securities of the Corporation.

Shareholder approval will be required for changes to the ESPP where such changes are required by applicable law (including, without limitation, the rules, regulations and policies of the TSX). Such changes would include the following amendments: (a) increase the number of Common Shares that may be issued or reserved for issuance under the ESPP; (b) increase the number of Common Shares that may be issued or reserved for issuance pursuant to the ESPP to insiders of the Corporation; (c) extend eligibility to participate in the ESPP to persons not currently eligible to participate; (d) permit rights to acquire Purchased Shares or Matched Shares to be transferred or assigned other than for normal estate settlement purposes; (e) cancel and reissue rights to acquire Purchased Shares or Matched Shares; (f) grant additional powers to the Board to amend the ESPP or entitlements under the ESPP without obtaining Shareholder approval; (g) amend the amendment provisions of the ESPP, except as set out in the ESPP; or (h) amendments that the TSX otherwise determines require Shareholder or disinterested Shareholder approval.

The ESPP provides that the maximum number of Common Shares that can be issued under the ESPP is 3,000,000 Common Shares (representing approximately 6.79% of the issued and outstanding Common Shares). However, in contemplation of the proposed amendments to the DSP to replenish 745,552 previously granted Deferred Shares that have been redeemed for Common Shares, and increase the number of Common Shares issuable under the DSP from 2,500,000 Common Shares to 3,250,000 Common Shares (see "Particulars of Matters to be Acted Upon at Meeting – Amendment to DSP"), the Board passed a resolution in May 2018 that prohibits the Corporation from issuing more than 1,386,351 Common Shares under the ESPP (the "ESPP Resolution"). The Board may, without prior notice to, or the approval of, the Shareholders, amend or revoke the ESPP Resolution at any time. As at the date of this Information Circular: (a) 707,788 Common Shares have been issued under the ESPP since its adoption (representing approximately 1.60% of the issued and outstanding Common Shares); (b) 33,424 Common Shares have been allocated as Purchased Shares and 147,252 Common Shares have been allocated as Matched Shares (representing, in aggregate, approximately 0.41% of the issued and outstanding Common Shares); and (c) 497,887 Common Shares remain available for allocation as Purchased Shares or Matched Shares and issuance as Common Shares (representing approximately 1.13% of the issued and outstanding Common Shares).

Employee Trust

The Corporation has established a trust for the benefit of the directors, employees and consultants of the Corporation (the "Employee Trust"). Under the Employee Trust, the Board, from time to time, designates directors, employees or contractors of the Corporation or subsidiaries of the Corporation who are entitled to purchase Common Shares held by the Employee Trust

on terms determined by the Board. The Employee Trust provides the directors, officers, and employees of the Corporation and its subsidiaries with the opportunity to acquire an increased proprietary interest in the Corporation, and provides the Corporation and its subsidiaries with a vehicle to attract and retain persons of desired experience and ability. The Employee Trust now holds 25,131 Common Shares which are available for distribution. No Common Shares are reserved for issuance from treasury pursuant to the terms of the Employee Trust.

CriticalControl Share Trust

The Corporation has also established a trust (the "Share Trust") for the benefit of directors, officers, employees and consultants. The primary purpose of the Share Trust is to acquire on the secondary market and hold interests in Common Shares for the benefit of participants, and in furtherance of that purpose, to acquire Common Shares in the market with the proceeds of amounts settled upon the Share Trust by the Corporation, and to thereafter distribute the Common Shares to one or more of the participants, at the times and upon the terms set out in accordance with provisions of the deed of trust, as the Board may from time to time direct. The trustee of the Share Trust is independent of the Corporation and has full discretion in determining the manner, price and the terms and conditions upon which it acquires the Common Shares, except that it may not acquire Common Shares from treasury.

Option Based Awards

The Named Executive Officers and certain other individuals are eligible to participate in the Corporation's stock option plan (the "Option Plan"), but the Corporation has not issued any options under the Option Plan since August 2006. The Option Plan was adopted to provide long-term incentives to develop the interests of the directors, officers, employees and consultants of the Corporation and its subsidiaries (collectively referred to as "Eligible Persons"). The number of options and the exercise price of the Common Shares issuable upon exercise thereof are set by the Board (or Compensation Committee, if designated by the Board) at the time of the grant, subject to the requirement of the TSX that the exercise price for any options granted under the Option Plan must not be lower than the market price of the Common Shares at the time the option is granted. The Board (or Compensation Committee, if designated by the Board) also determines the time period during which options vest and the method of vesting. Options granted under the Option Plan may be exercised during a period not exceeding five years, subject to earlier termination upon an optionee ceasing to be an Eligible Person or upon an optionee retiring, becoming permanently disabled or dying. The benefits accruing to any Eligible Person under the Option Plan are not transferable or assignable. During the lifetime of an Eligible Person, any options may only be exercised by the Eligible Person. Any amendment to the Option Plan or awards granted thereunder will require approval by the Shareholders.

The maximum number of Common Shares that any Eligible Person, including any Eligible Person who is an insider of the Corporation, but excluding any Eligible Person who is a consultant of the Corporation, is entitled to receive under the Option Plan at any one time is 5% of the issued and outstanding Common Shares. The maximum number of Common Shares that any Eligible Person who is a consultant of the Corporation is entitled to receive under the Option Plan during any 12-month period is 2% of the issued and outstanding Common Shares.

The Option Plan provides that the maximum number of Common Shares that can be issued under the Option Plan is 10,500,000 Common Shares (representing approximately 23.78% of the issued and outstanding Common Shares). However, in contemplation of the proposed amendments to the DSP to replenish 745,552 previously granted Deferred Shares that have been redeemed for Common Shares, and increase the number of Common Shares issuable under the DSP from 2,500,000 Common Shares to 3,250,000 Common Shares (see "Particulars of Matters to be Acted Upon at Meeting – Amendment to DSP"), the Board passed a resolution in May 2018 that prohibits the Corporation from issuing more than 250,000 Common Shares under the Option Plan (the "Option Plan Resolution"). The Board may, without prior notice to, or the approval of, the Shareholders, amend or revoke the Option Plan Resolution at any time. As at the date of this Information Circular: (a) a total of 1,216,528 Common Shares have been issued under the Option Plan (representing approximately 2.76% of the issued and outstanding Common Shares); (b) there are no outstanding options to acquire Common Shares; and (c) 250,000 Common Shares are available for the grant of options (representing approximately 0.57% of the issued and outstanding Common Shares).

Non-Equity Incentive Plan Compensation

The Corporation pays an annual incentive bonus to certain Named Executive Officers and other senior members of management, based on the success of financial, operational and strategic corporate goals and individual performance and achievements. Individual target bonus percentages are established along with specific financial performance targets for areas of responsibility. These measures and an assessment of individual contribution and performance are used to determine the final incentive bonus amount.

Perquisites and Benefits

Perquisites and benefits provided to the Named Executive Officers reflect competitive practices and particular business needs. Amounts paid on behalf of certain Named Executive Officers cover costs for health related items, including an executive health program, medical plan and dental plan. These are provided to ensure that executives have access to health services to manage their personal wellness. Other benefits and perquisites for certain Named Executive Officers include a company vehicle, parking, and insurance for life and accidental death and dismemberment.

Compensation Governance

The Board has final authority to approve the compensation of the Named Executive Officers, other senior members of management, and the Board.

Compensation Committee

The Board has formed a Compensation Committee, composed of all the directors, namely Dennis Nerland (Chair), Gary Bentham, George Watson, Alykhan Mamdani, Nizar J. Somji and Kevin Lo. The only director who is not independent is Alykhan Mamdani, due to the fact that he is also the President and Chief Executive Officer of the Corporation. See “Statement of Corporate Governance Practices – Independence of Directors”. The Compensation Committee is responsible for reporting to the Board to ensure that the compensation strategies of the Corporation support its objectives and sustain Shareholder value.

The members of the Compensation Committee have direct experience that is relevant to their responsibilities in executive compensation and the skills and experience necessary to enable them to assess and determine the Corporation’s compensation policies with due regard to risk. These skills were acquired through their significant experience as senior executives of other complex organizations and through their prior and current membership on the Compensation Committee.

Mr. Nerland holds the ICD.D designation from the Institute of Corporate Directors, is a member of the Compensation Committee on six other boards of directors, and designs tax effective compensation plans as part of his practice.

See “Election of Directors” for more information regarding the professional background and experience of the remaining members of the Compensation Committee.

Each year the Compensation Committee reviews and assesses the performance and compensation of the President and Chief Executive Officer, the Chief Financial Officer and the Chief Operations Officer (“Key Officers”) and makes recommendations to the Board with respect to the compensation payable to the Key Officers. In addition, the Compensation Committee annually reviews succession planning for the Key Officers, including their professional development. For further information on the Board and the Compensation Committee see “Statement of Corporate Governance Practices”.

Compensation Consulting Services

Since September 2011, Elevated HR, a Calgary based HR consulting services company has been retained to provide advice and services related to management of human resources; management of staffing issues; and, where required, provide relevant data utilized by the Compensation Committee and the Board with respect to management compensation. Total fees paid to Elevated HR (before disbursements) for 2017 was \$48,000.

Compensation of Named Executive Officers

The following table sets out the annual compensation of the Corporation’s Named Executive Officers for the three most recently completed financial years.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾	Option based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) ⁽³⁾	Total compensation (\$)
					Annual incentive plans ⁽²⁾	Long-term incentive plans			
Alykhan Mamdani ⁽⁴⁾ President and Chief Executive Officer	2017	335,000	Nil	Nil	80,000 ⁽⁵⁾	Nil	Nil	40,407	415,407
	2016	335,000	2,056	Nil	Nil	Nil	Nil	44,446	381,502
	2015	335,000	34,093	Nil	80,000	Nil	Nil	36,742	485,835
Karim Punja ⁽⁶⁾ Chief Operating Officer	2017	175,000	Nil	Nil	30,000 ⁽⁵⁾	Nil	Nil	13,097	207,297
	2016	175,000	Nil	Nil	Nil	Nil	Nil	13,417	188,417
	2015	160,000	60,633	Nil	38,000	Nil	Nil	9,966	268,599
Bradley Lepla ⁽⁷⁾ Chief Financial Officer	2017	130,000	Nil	Nil	Nil	Nil	Nil	5,950	135,950
	2016	130,000	Nil	Nil	5,000	Nil	Nil	5,011	140,011
	2015	75,833	5,894	Nil	Nil	Nil	Nil	4,882	86,609

⁽¹⁾ This includes all Deferred Shares and/or ESPP Matched Shares (vested and unvested) that were credited to the Named Executive Officers under the DSP from 2013 to 2017. For this purpose, the Deferred Shares are valued based on their fair value on the date they were credited to the Named Executive Officers. See “Statement of Executive Compensation – Share Based and Option Based Awards” above and “Share Based Awards” below.

⁽²⁾ Includes annual performance bonuses. Performance bonuses earned for a calendar year are paid in the subsequent calendar year, but recorded in the calendar year to which they pertain.

⁽³⁾ Includes the following for 2017:

- Alykhan Mamdani – \$24,629 for personal use of company vehicle, \$5,400 for parking, \$4,995 for executive health plan and \$5,383 for other perquisites and benefits.
- Karim Punja – \$3,888 for parking, \$4,800 car allowance, and \$4,409 for other perquisites and benefits.
- Bradley Lepla - \$3,888 for parking and \$2,062 for other perquisites and benefits.

- (4) Alykhan Mamdani is also a director of the Corporation, but does not receive any compensation in such capacity.
- (5) The amount has been accrued, but not yet paid.
- (6) Mr. Punja was appointed Vice President, Operations (Canadian Energy) on January 1, 2015 and his executive role was expanded to include the US operations in September 2016. On August 10, 2017, Mr. Punja was appointed Chief Operating Officer.
- (7) Mr. Lepla joined the Corporation on June 1, 2015 as Director, Finance and Accounting and was appointed Chief Financial Officer of the Corporation on June 23, 2015. His base salary is \$130,000.

Share Based Awards

On April 18, 2018, 150,000 Deferred Shares were issued to Mr. Punja. The Deferred Shares vest one-third annually over a three year period effective August 21, 2017, the date of Mr. Punja's revised employment contract, providing he is an employee of the Corporation at the vesting date.

On February 15, 2017, Mr. Mamdani participated in the ESPP and contributed the maximum amount of \$5,000. The value of the Matched Shares allocated to 2017 is the same as the expense required under IFRS.

On June 23, 2015, 100,000 Deferred Shares were issued to Mr. Lepla which vest three years from the issuance date, provided he is an employee of the Corporation on the vesting date.

On September 11, 2015 250,000 Deferred Shares were issued to Mr. Punja. The Deferred Shares vest one-third annually over a three year period effective August 21, 2017, the date of Mr. Punja's revised employment contract, providing he is an employee of the Corporation at the vesting date.

On June 30, 2014, Mr. Mamdani participated in the ESPP and contributed the maximum amount of \$5,000. The value of the Matched Shares allocated to 2016 is the same as the expense required under IFRS.

As of the date of this Information Circular, 1,246,100 Deferred Shares have been issued to executives, line managers and key contributors of the Corporation. The Deferred Shares only vest if the employee is employed by the Corporation on August 10, 2021, AND either (i) certain EBITDA growth targets are met by August 10, 2021, OR (ii) if the 60 day average trading price of the common shares of the Corporation exceeds \$0.50 by August 10, 2021.

Outstanding Option Based and Share Based Awards

The following table sets out for each Named Executive Officer all option based and share based awards outstanding at December 31, 2017.

Name	Option based awards				Share based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#) ⁽¹⁾	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 (\$)
Alykhan Mamdani	Nil	Nil	n/a	Nil	283,761	49,658	38,675
Karim Punja	Nil	Nil	n/a	Nil	250,000	43,750	Nil
Bradley Lepla	Nil	Nil	n/a	Nil	100,000	17,500	Nil

(1) See "Share Based Awards" above.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out for each Named Executive Officer the value of the option based and share based awards that vested during 2017 and the value of the non-equity incentive plan compensation earned during 2017.

Name	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 (\$)
Alykhan Mamdani	Nil	Nil	Nil
Karim Punja	Nil	\$22,500	Nil
Bradley Lepla	Nil	Nil	Nil

Employment Contracts, Termination Benefits and Change of Control Benefits

Effective January 1, 2013, the Corporation entered into an employment agreement with Alykhan Mamdani, President & Chief Executive Officer, formalizing salary, other compensation arrangements disclosed in this document and a vacation entitlement of six weeks. The agreement also provides for payments to Mr. Mamdani in connection with termination without just cause and termination upon a change of control, and provides an option for Mr. Mamdani to terminate the agreement following a change of control. Under any of these scenarios the payments would include Mr. Mamdani's base salary, an averaged performance bonus

and benefits for the severance period, being a minimum of six months plus one month per completed year of service to a maximum of 24 months. In addition, any vested Deferred Shares held by Mr. Mamdani would be redeemable for Common Shares. Upon a change of control, unvested Deferred Shares would vest immediately and Mr. Mamdani would be entitled to a bonus payable equal to 100% of any bonus payable to Mr. Mamdani assuming all targets were met for the year, prorated for the number of days in the calendar year prior to the change of control. At the discretion of the Board, the bonus payable could include up to 100% of the bonus payable for the full year. The agreement also includes provisions covering non-competition and non-solicitation requirements for a period of 18 months from the date of termination.

Effective August 21, 2017, the Corporation entered into an employment agreement with Karim Punja formalizing salary, other compensation arrangements disclosed in this document and a vacation entitlement of three weeks. The agreement also provides for payment to Mr. Punja in connection with termination without cause and termination upon a change of control. Under either scenario the payment would include Mr. Punja's base salary equal to the value of six months and twelve months after August 10, 2018. In addition, the agreement provides for the issuance of Common Shares in accordance with specified formulas in relation to unvested share based awards (see "Statement of Executive Compensation – Share Based and Option Based Awards").

In the event an employee is terminated within 90 days of a change in control, such employee would be entitled to a bonus payable equal to the maximum bonus such employee would be eligible for in accordance with the Corporation's bonus plan, prorated for the number of days such employee was employed during the year.

Effective June 1, 2015, the Corporation entered into an employment agreement with Bradley Lepla formalizing salary, other compensation arrangements disclosed in this document and a vacation entitlement of three weeks. The agreement also provides for payment to Mr. Lepla in connection with termination without cause which payment would include four weeks base salary for each full or partial year of employment to a maximum equal and an averaged performance bonus for the severance period, being two weeks per completed year of service to a maximum payment equal to the value of six months of base salary. The agreement also includes provisions covering non-competition for a period of 6 months and non-solicitation requirements for a period of 12 months from the date of termination.

The table below sets forth information with respect to each Named Executive Officer currently employed by the Corporation in order to assist the reader in determining the potential payment to each such Named Executive Officer in the event of the termination of such Named Executive Officer's employment by the Corporation other than for cause or in the event of a change of control. The estimated payments have been calculated on the basis of employment agreements as they exist at the date of this Information Circular and assuming that they were in effect on December 31, 2017.

Name	Estimated Payment Assuming Termination Without Cause on December 31, 2017 (\$)	Estimated Payment Assuming a Change of Control on December 31, 2017 (\$)
Alykhan Mamdani	940,000	940,000
Karim Punja	87,500	87,500
Bradley Lepla	11,000	11,000

The estimated payments assuming a change of control on December 31, 2017 are based on the assumption that the NEOs are terminated without cause or elect to terminate the agreements. The estimated payments in relation to a change of control do not include bonus payments for 2017 since these would relate to services rendered in 2017.

Directors and Officers Liability Insurance

The Corporation maintains, at its expense, a Directors and Officers Liability Insurance Policy and an Excess Liability Policy both of which are for the benefit of its directors and officers. The insurance is for liability incurred by any of them in their capacity as a director or officer of the Corporation. These insurance policies provide coverage of up to \$10 million for the directors and officers of the Corporation in aggregate. Each loss or claim or is subject to a \$50,000 deductible. The combined annual premiums for the directors and officers liability insurance is \$45,395.

The bylaws of the Corporation require the Corporation to indemnify its directors and officers, subject to certain limitations. The Corporation indemnifies such directors and officers against all costs reasonably incurred by them in respect of a civil, criminal or administrative action or proceeding to which they are made a party by reason of having been a director or officer, as long as they acted in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding, had reasonable grounds for believing their conduct was lawful.

COMPENSATION OF DIRECTORS

Compensation Discussion and Analysis

Minimum Share Ownership

Directors are required to maintain Common Share ownership in the Corporation of at least two times the level of annual compensation. New directors are given three years to attain that level of Common Share ownership.

Fees Earned

The independent directors of the Corporation were entitled to receive their 2017 directors' fees as outlined below. The independent directors have the option to direct the Corporation to pay all or a portion of their annual fees to the Share Trust for the purchase of Common Shares. The following table sets out the fees earned by the independent directors.

Independent Director	Term of services	First instalment (\$)	Second instalment (\$)⁽¹⁾	Total fees for 2017 (\$)
George Watson ⁽²⁾	Jan to Dec 2017	17,500	17,500	35,000
Dennis Nerland ⁽²⁾	Jan to Dec 2017	17,500	17,500	35,000
Gary Bentham ⁽²⁾	Jan to Dec 2017	17,500	17,500	35,000
Nizar J. Somji	Jan to Dec 2017	15,000	15,000	30,000
Kevin Lo	Jan to Dec 2017	15,000	15,000	30,000

⁽¹⁾ Accrued, but not yet paid, to the directors.

⁽²⁾ Each of the Chairman of the Board, Chairman of the Audit Committee and Chairman of the Compensation Committee is paid a total of \$5,000, in equal semi-annual instalments, in addition to their annual director's compensation fee. Mr. Watson is Chairman of the Board. Messrs. Nerland and Bentham were re-appointed Chairman of the Compensation Committee and Audit Committee respectively on June 29, 2017.

Alykhan Mamdani, a director and President and Chief Executive Officer of the Corporation, does not receive any compensation in his capacity as a director. All directors are entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in attending meetings of the Board or any committee thereof or otherwise incurred by them in connection with their services as directors.

Share Based Awards

On June 23, 2015, 50,000 Deferred Shares were issued to each of Messrs. Somji and Lo, both of whom joined the board in June 2015. The Deferred Shares vest three years from the issuance date, provided the independent directors continue to serve as directors.

On June 24, 2014, 50,000 Deferred Shares were issued to the incumbent directors, Messrs. Bentham, Nerland and Watson. The Deferred Shares issued to Messrs. Bentham, Nerland, and Watson vested in June 2017.

The Corporation provides its directors with the right to participate in the DSP. In 2006 and 2007, each of the directors received his fees in the form of Deferred Shares. On November 26, 2008, the Shareholders authorized an amendment to the DSP, such that the directors, including the directors who are also NEOs, may elect to receive a percentage of their fees earned (up to a maximum of 100%) in the form of Deferred Shares in lieu of cash. For more information on the DSP see "Statement of Executive Compensation – Share Based and Option Based Awards".

The directors also have the right to participate in the Employee Trust and the Share Trust. Pursuant to a mandate established by the Board that governs the Share Trust, each director may elect to take the Board compensation in the form of cash or direct the funds to the Share Trust for the purchase of Common Shares. For more information on the Employee Trust and the Share Trust see "Statement of Executive Compensation – Share Based and Option Based Awards".

Option Based Awards

The directors are eligible to participate in the Option Plan. See "Statement of Executive Compensation – Share Based and Option Based Awards".

Summary Compensation Table

The following table sets out the annual compensation of the directors, other than Alykhan Mamdani, who is an NEO and does not receive any compensation in his capacity as a director, for the most recently completed financial year.

Name	Fees Earned (\$)⁽¹⁾⁽²⁾⁽³⁾	Share based awards (\$)	Option based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
George Watson	35,000	Nil	Nil	Nil	Nil	5,400 ⁽⁴⁾	40,400
Dennis Nerland	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Gary Bentham	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Nizar J. Somji	30,000	Nil	Nil	Nil	Nil	Nil	30,000
Kevin Lo	30,000	Nil	Nil	Nil	Nil	Nil	30,000

- (1) Each of the Chairman of the Board, Chairman of the Audit Committee and Chairman of the Compensation Committee is paid a total of \$5,000, in equal semi-annual instalments, in addition to their annual director's compensation fee. Mr. Watson is Chairman of the Board. Messrs. Nerland and Bentham were appointed Chairman of the Compensation Committee and Audit Committee respectively on June 29, 2017.
- (2) Fees earned from July to December 2017 have been accrued, but not yet paid, to the directors.
- (3) A director may elect to direct the Corporation to pay all or a portion of his annual fees for the financial year ended December 31, 2017, to the Share Trust for the purchase of Common Shares. See "Fees Earned" above.
- (4) This additional compensation is for parking.

Outstanding Option-Based and Share-Based Awards

The following table has been prepared as of December 31, 2017, and discloses information about option-based and share-based awards for the financial year ended December 31, 2017.

Name	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#) ⁽¹⁾	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 during 2017 (\$)
George Watson	Nil	n/a	n/a	Nil	n/a	n/a	27,413
Dennis Nerland	Nil	n/a	n/a	Nil	n/a	n/a	21,680
Gary Bentham	Nil	n/a	n/a	Nil	n/a	n/a	8,750
Nizar J. Somji	Nil	n/a	n/a	Nil	50,000	8,750	Nil
Kevin Lo	Nil	n/a	n/a	Nil	50,000	8,750	Nil

(1) See "Share Based Awards" above.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes certain information regarding compensation plans of the Corporation as at December 31, 2017.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, Deferred Shares, warrants and rights	Weighted-average exercise price of outstanding options, Deferred Shares, warrants and rights	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column A) ⁽⁴⁾
	A	B	C
Equity compensation plans approved by Shareholders:			
Stock options ⁽¹⁾	-	-	500,000
Deferred Shares ⁽¹⁾	1,576,635	-	177,813
Employee Share Purchase Plan ⁽¹⁾	274,706	-	1,020,611
Sub-total	1,851,341	-	1,698,424
Equity compensation plans not approved by Shareholders:			
Employee Trust ⁽¹⁾	-	-	25,131
Share Trust ⁽²⁾	-	-	-
Total	1,851,341	-	1,723,555

(1) See "Statement of Executive Compensation – Share Based and Option Based Awards" for further details on each plan.

(2) The Share Trust held 259,560 Common Shares as at the date of this Information Circular.

(3) Subject to the 10% limitation in relation to the Corporation's total issued and outstanding Common Shares (see "Statement of Executive Compensation - Share Based and Option Based Awards").

Burn Rates

The following table summarizes the Corporation's "burn rate" under the Option Plan, the DSP, and the ESPP for each of the three most recently completed financial years.

Year	Common Shares Outstanding ⁽¹⁾	Options to Purchase		Purchased and Matched Shares			
		Common Shares Granted (#)	(%) ⁽²⁾	Deferred Shares Granted (#)	(%) ⁽²⁾	Granted (#)	(%) ⁽²⁾
2017	54,974,900	Nil	0%	Nil	0%	253,576	0.46%
2016	58,221,595	Nil	0%	150,000	0.26%	99,238	0.17%
2015	57,741,122	Nil	0%	500,000	0.87%	195,636	0.34%

⁽¹⁾ Expressed as the weighted average number of Common Shares outstanding during the period. This is the number of Common Shares outstanding at the beginning of the period, adjusted by the number of Common Shares bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the Common Shares are outstanding as a proportion of the total number of days in the period. The weighted average number of Common Shares outstanding is calculated in accordance with International Financial Reporting Standards.

⁽²⁾ Expressed as a percentage of the weighted average number of Common Shares outstanding during the period.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

Except as disclosed below, no individual who is, or at any time during 2017 was, a director, executive officer or senior officer of the Corporation, nor any proposed nominee for election as a director, nor any associate of any one of them:

- a. is or at any time since January 1, 2017, has been indebted to the Corporation or any of its subsidiaries (except for routine indebtedness); or
- b. was indebted to another entity, which such indebtedness is, or was at any time during 2017, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

See "Interests of Insiders in Material Transactions" below for indebtedness of Nizar Jaffer Somji, a proposed nominee for election as a director of the Corporation.

INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS

Other than as described below and elsewhere herein, none of the insiders of the Corporation, nor the proposed nominees for election as directors of the Corporation, nor any of their associates or affiliates, had any material interest, direct or indirect, in any transaction with the Corporation since the commencement of 2017 which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Critical Control engages the law firm of Shea Nerland LLP to provide legal advice. Dennis Nerland is a partner of this law firm is a director of the Corporation. During the year ended December 31, 2017, Critical Control incurred legal fees of approximately \$91,000 to Shea Nerland.

In December of 2015, the Corporation sold two US based real estate assets for US\$0.7 million to Unguja Holdings, LLC. One of the owners of this company is Nazir Jaffer Somji, a director of the Corporation. As part of the sale of the two properties the Corporation entered into a ten year lease agreement with Unguja Holdings, LLC, which began in January of 2016. The annual rent to be paid on the two properties will be \$0.1 million.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Corporation, nor the proposed nominees for election as directors of the Corporation, nor any of their associates or affiliates, 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 other than the election of directors or the appointment of auditors.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Introduction

The Canadian Securities Administrators (the "CSA") have issued National Policy 58-201 – Corporate Governance Guidelines, which provides their guidance on effective corporate governance practices. The CSA has also adopted National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101"), which requires Canadian reporting issuers to annually disclose their corporate governance practices. Below is a discussion on the current composition of the Board and the current governance practices of the Corporation, as required by NI 58-101.

Board Composition

As at the date of this Information Circular, the Board was composed of six directors. Such directors are George Watson (Chairman), Dennis Nerland, Alykhan Mamdani, Gary Bentham, Kevin Lo and Nizar Jaffer Somji. It is currently contemplated that five of the six incumbent directors will be standing for re-election at the Meeting. For further information on the proposed nominees for election as directors of the Corporation, see “Particulars of Matters to be Acted upon at Meeting – Election of Directors”.

Independence of Directors

After reviewing the roles and relationships of each of the directors, the Board has determined that five out of the six directors are “independent” (as defined in NI 58-101). Generally speaking, a director is “independent” if such director has no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director’s independent judgment. The independent directors are George Watson, Dennis Nerland, Gary Bentham, Kevin Lo, and Nizar Jaffer Somji. The director who is not independent is Alykhan Mamdani, due to the fact that he is also the President and Chief Executive Officer of the Corporation.

Involvement of Directors on other Boards

As at the date of this Information Circular, several of the directors sit on the boards of other reporting issuers. The names of these reporting issuers, and the stock exchanges, if any, upon which their securities are listed, are set out in the table below.

Name	Name of Reporting Issuer	Exchange
George Watson	n/a	n/a
Dennis Nerland	Acceleware Ltd. Arkadia Capital Corp. Crew Energy Inc. InPlay Oil Corp. Liberty Biopharma Inc. Strata-X Energy Ltd. Olympia Financial Group The Wonderfilm Media Corporation	TSX Venture Exchange TSX Venture Exchange Toronto Stock Exchange Toronto Stock Exchange TSX Venture Exchange TSX Venture Exchange Toronto Stock Exchange TSX Venture Exchange
Alykhan Mamdani	n/a	n/a
Gary Bentham	CWC Energy Services Corp. Mosaic Capital Corporation	TSX Venture Exchange TSX Venture Exchange
Nizar J. Somji	Redline Communications Group Inc.	Toronto Stock Exchange
Kevin Lo	n/a	n/a

Independent Oversight of Management

The Corporation’s Chairman, Chairman of the Audit Committee, Chairman of the Compensation Committee, and Chairman of the Governance Committee are independent directors, as determined by the Board. George Watson is the Chairman, Gary Bentham is the Chairman of the Audit Committee, Dennis Nerland is the Chairman of the Compensation Committee, and Nizar J. Somji is the Chairman of the Governance Committee.

The Chairman manages the affairs of the Board with a view to ensuring that the Board operates independently of management and meets its obligations and responsibilities, leads the Board in the execution of its responsibilities to Shareholders, and ensures that the directors have an independent leadership contact.

The Board does not hold regularly scheduled Board meetings at which non-independent director and members of management are not present. However, the Board meets independently of management, and the independent directors meet independently of the non-independent director, on an as-needed basis. Routinely, the Board conducts “in camera” sessions, at which no non-independent directors or members of management are present. Further, on matters in which a particular director may not be independent, the Board and its committees may conduct “in camera” sessions at which the particular non-independent director is not present. In matters which require the independence of the Board, only the Board members that are independent with respect to the particular matter take part in the decision-making responsibilities and evaluations.

Similar to the operation of the Board as a whole, the Chair of the Audit Committee ensures that the Audit Committee operates independently of management and that Audit Committee members have an independent leadership contact. The Chair of the Audit Committee manages the affairs of the Audit Committee with a view to ensuring that the Audit Committee functions effectively and meets its obligations and responsibilities, and leads the Audit Committee in the execution of its responsibilities to the Board and ultimately to Shareholders. The Audit Committee does not hold regularly scheduled Audit Committee meetings at which non-independent directors and members of management are not present. However, the Audit Committee meets

independently of management, and the independent directors meet independent of the non-independent directors, on an as-needed basis. The Audit Committee routinely conducts “in camera” sessions, at which no management directors or members of management are present.

A copy of the Audit Committee’s mandate is attached as Schedule A to this Information Circular. See the Corporation’s Annual Information Form for the year ended December 31, 2017, under the heading “Directors and Officers”, for more information about the Audit Committee, including the composition of the Audit Committee.

Board Attendance

During the 2017 fiscal year, the Board held five regularly scheduled and one non-regularly scheduled Board meetings. The following table summarizes the attendance of each of the directors at such Board meetings.

Director	Regularly Scheduled Board Meetings Attended	Non-Regularly Scheduled Board Meetings Attended	Total Board Meetings Attended
George Watson ⁽¹⁾	4 out of 5	0 out of 1	4 out of 6
Dennis Nerland	4 out of 5	1 out of 1	5 out of 6
Alykhan Mamdani	5 out of 5	1 out of 1	6 out of 6
Gary Bentham	5 out of 5	1 out of 1	6 out of 6
Kevin Lo	5 out of 5	1 out of 1	6 out of 6
Nizar Jaffer Somji	4 out of 5	1 out of 1	5 out of 6

Board Mandate and Position Descriptions

A copy of the mandate of the Board is attached as Schedule B to this Information Circular.

Chair and Chair of each Board Committee

The Board has not developed a written position description for the Chairman, but it is understood that the role and responsibility of the Chairman is to lead the Board in accordance with the Board’s mandate. The Board’s mandate also specifically contemplates that the Chairman is to be a liaison between the Board and the Corporation.

The Board has developed written position descriptions for the chairs of the Audit Committee and the Compensation Committee within the Committee mandates.

It is the responsibility of the Audit Committee chair to ensure that the mandate of the Audit Committee is accomplished. Without restricting the generality of this statement, the chair is specifically responsible for the following: (a) in consultation with Audit Committee members and management, to schedule all meetings and set agendas; (b) arrange for minutes to be taken of all meetings and certify that such minutes have been approved; (c) arrange for such legal or consultative services as the Audit Committee may require; (d) meet or discuss with the independent auditors and management regarding audit progress and audit costs; (e) report to the Audit Committee on items of significance from discussions with the independent auditors or management and bring recommendations to the Audit Committee; and (f) report to the Board on Audit Committee deliberations and bring for their approval all recommendations approved by the Audit Committee.

It is the responsibility of the chair of the Compensation Committee to ensure that the mandate of the Compensation Committee is accomplished. Without restricting the generality of this statement, the chair is specifically responsible for the following: (a) in consultation with Compensation Committee members and management, schedule all meetings and set agendas; (b) arrange for minutes to be taken of all meetings and certify that such minutes have been approved; (c) arrange for such legal or consultative services as the Compensation Committee may require; (d) meet with management to discuss appropriate compensation adjustments, amendments to compensation policies or executive employment agreements and bring recommendations to the Compensation Committee; (e) meet with the President & Chief Executive Officer to discuss appropriate bonuses to be paid pursuant to the Corporation’s bonus policy and bring recommendations to the Compensation Committee; and (f) report to the Board on Compensation Committee deliberations and bring for their approval all recommendations approved by the Compensation Committee.

President and Chief Executive Officer

The Board has developed a position description for the President and Chief Executive Officer. The mandate of the President & Chief Executive Officer states that “The President & CEO of the Corporation shall manage the Corporation by developing objectives, strategy and standards of performance and by securing and leading a management team of the right calibre and directing that team to deliver the required performance.” Further, the Board and the President & Chief Executive Officer meet regularly to discuss the activities and direction of the Corporation.

Board Orientation and Continuing Education

The Board and management of the Corporation have an informal orientation and education program for new directors and new committee members regarding the role of the Board, its committees and the directors and the nature and operation of the Corporation’s business. Existing directors have historically provided orientation and education to new members on an ad hoc and informal basis in light of the particular needs of each new director. Further, every director has access to management and

relevant business information. At least annually, the Board reviews the skills, knowledge and effectiveness of the Board, its committees and individual directors, on an informal basis.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics for its directors as well as a code of conduct for officers and employees of the Corporation and its subsidiaries. A copy of these codes can be found on the Corporation's website www.criticalcontrol.com/corporate-information or may be obtained upon request by contacting the Corporation at 800, 140 – 10 Avenue SE, Calgary, Alberta T2G 0R1. A copy of the code of conduct is provided to each director, officer and employee of Critical Control. Supervisors are responsible for monitoring compliance with the code of conduct by employees under their supervision, and violations of the code of conduct are reported to senior management and the Audit Committee, if required. Further, the Board expects that such persons will treat each other, customers, suppliers, Shareholders and all other persons with goodwill, trust, and respect. The Board strives to create a culture in the Corporation that values honesty, high ethical standards and compliance with laws, rules and regulations.

The Audit Committee has also adopted "whistleblower" procedures, which allow directors, officers and employees of the Corporation and its subsidiaries to report, on a confidential and anonymous basis, to the appropriate persons regarding any concerns about accounting, internal controls or auditing matters. The whistleblower policy can be found on the Corporation's website www.criticalcontrol.com/corporate-information.

Nomination of Directors

The Board as a whole is responsible for, among other items, from time to time: (i) reviewing the size and composition of the Board; (ii) recommending candidates for election to the Board; (iii) reviewing credentials of nominees for re-election; and (iv) recommending candidates for filling vacancies on the Board.

The Board reviews its size and composition from time to time to determine their impact on its effectiveness. The Board believes that a board of five to seven directors is appropriate given the Corporation's market cap and business activities. The Board believes that the proposed nominees for election as directors of the Corporation comprise an appropriate mix of individuals with accounting, financial, legal and general business experience.

The Board as a whole determines who shall be a nominee for election to the Board. Nominations are generally the result of the above-mentioned evaluation efforts of the Board and, if necessary, the recruitment efforts and recommendations of individual Board members from time to time.

Board Compensation

The Board as a whole is responsible for, among other items, periodically reviewing the adequacy and form of compensation of directors and for determining such compensation. The Board considers the time commitment, risks and responsibilities of directors and takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies. The Board is assisted in all of these tasks by the Compensation Committee.

Board Committees

The Board has not appointed formal committees other than the Audit Committee, Compensation Committee and Governance Committee.

Audit Committee

The Corporation has established and maintains an Audit Committee, composed entirely of independent directors, to assist the Board in carrying out their oversight responsibility for the Corporation's accounting and financial reporting processes, audits of the Corporation's financial statements, internal controls, financial reporting and risk management processes.

The Corporation's external auditors have the right to receive notice of and attend each meeting of the Audit Committee. However, the Audit Committee may also meet with the external auditors independent of management at any time, may meet separately with management at any time, and may meet independent of both the external auditors and management at any time.

Compensation Committee

The Corporation has established and maintains a Compensation Committee that is composed entirely of independent directors. The Compensation Committee is responsible for reporting to the Board to ensure that the compensation strategies of the Corporation support its objectives and sustain Shareholder value.

Each year, the Compensation Committee reviews and assesses the performance and compensation of the Key Officers and makes recommendations to the Board with respect to the compensation payable to the Key Officers. In addition, the Compensation Committee annually reviews succession planning for the Key Officers, including their professional development.

Governance Committee

The Corporation has established and maintains a Governance Committee that is composed entirely of independent directors. The Governance Committee is responsible for (a) identifying potential qualified candidates for the Board, (b) developing the

Corporation's corporate governance guidelines and additional corporate governance policies, and (c) exercising such other powers and authority as are from time to time assigned to the Governance Committee by resolution of the Board.

Assessments of Effectiveness

Periodically, the Board, and in particular the Chairman, conduct an informal peer evaluation on the effectiveness of the Board itself. The Board and the Company's legal counsel have developed a written questionnaire, which is completed by each Board member on a periodic basis for the purpose of assessing the effectiveness of the Board as a whole, the Audit Committee and Compensation Committee, and the contribution of each individual director. The completed questionnaire is provided by each individual director to the Chairman who then reviews and assesses the responses and the issues arising therefrom. The Chairman provides feedback *in camera* to the Board and takes any appropriate action as required.

Director Term Limits and other Mechanisms of Board Renewal

The Board believes that issues relating to Board effectiveness, Board renewal and Board succession planning are best addressed by a strong chair, an effective lead director, a thoughtful governance committee and independent-thinking Board members. The Board is responsible for recommending to shareholders from time to time candidates for election to the Board that together contribute the right mix of skills and qualities to the Board. To assist in making those recommendations, the Board periodically conducts both formal and informal reviews of the effectiveness of the Board and individual Board members.

The Board is concerned that imposing arbitrary and inflexible director term limits may result in the Corporation losing valued directors at a time when the Corporation most needs their skills, qualities and contributions, as well as their knowledge of the history and culture of the organization. Mandatory retirement ages pose the same risk and the Board does not want to risk the loss of key directors to retirement policies that seem unnecessarily arbitrary and inflexible when they force a high performing director off the Board. Consequently, the Board has not adopted term limits for its directors but rather relies on the experience of its members to determine when Board renewals, Board removals and Board additions are appropriate.

Gender Diversity

Policies Regarding the Representation of Women on the Board

While the Board has not adopted a specific policy relating to the identification and nomination of women directors, on May 11, 2015 the Board has adopted an Employment Equity and Diversity Policy that recognizes employment equity and diversity as values that are important to the Corporation as a community leader and as an industry leading employer, and that policy is also applicable to the identification and nomination of women directors.

Pursuant to that policy, the Corporation will retain, promote and hire the best people it can focusing on actual and potential contribution in terms of their performance, competence, collaboration and professional accountability. Management will ensure that all employment related decisions are based on principles of individual merit and achievement such as job performance, skills, knowledge, and abilities relevant to specific positions, and not on factors unrelated to a person's performance or ability to do the job.

Further, the policy provides that the Corporation will foster an inclusive culture accepting and encouraging of diversity within its workforce. The Corporation will not discriminate in its employment practices on the basis of gender, race, ethnicity, sexual orientation, religion, age, disability, or any other characteristic protected by law. This includes all aspects of employment including hiring, job assignment, compensation, discipline, termination and access to benefits and training.

Further, to garner the full benefits of diversity, including the availability of the widest pool of available talent, management will periodically review the Corporation's recruitment and selection practices at all levels (from the Board downwards) to ensure they are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

Management will lead the Employment Equity and Diversity Policy by regarding it as a key business issue and an imperative mainstreamed into the Corporation's day-to-day activities. Management will annually report to the Board on the proportion of women in the Corporation's workforce across various locations and professional and functional disciplines. The Board will annually review management's report to the Board as well as the Employment Equity and Diversity Policy to determine if the objectives of the policy are being met, and to consider the adequacy and appropriateness of that policy in furthering the Corporation's objectives.

Consideration of the Representation of Women in the Director and Executive Officer Selection Process

The Board does not consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board, nor does the Board consider the level of representation of women in executive officer positions when making executive officer appointments. Further, the Corporation has not adopted targets regarding women on the Corporation's Board or in its executive officer positions.

Pursuant to the Corporation's Employment Equity and Diversity Policy, in identifying and nominating candidates for election or re-election to the Board the Board focuses on actual and potential contribution in terms of performance, competence, collaboration and professional accountability. However, also pursuant to the Employment Equity and Diversity Policy, in order to garner the full benefits of diversity, including the availability of the widest pool of available talent, the Board will periodically

review the Corporation's recruitment and selection practices to ensure they are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

As at the date of this Information Circular, the Corporation had six directors, none of whom are women. Following the Meeting, assuming the election of all the proposed nominees for election as directors, the Corporation will have five directors, none of whom is a woman. As at the date of this Information Circular, the Corporation had three executive officers, none of whom is a woman.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com, including additional financial information, which is provided in the Corporation's audited consolidated financial statements and management discussion & analysis for its most recently completed financial year. Shareholders may contact the Corporation at any time to receive a copy of the Corporation's audited consolidated financial statements and management discussion & analysis for its most recently completed financial year. Any such request should be made to the Corporate Secretary of the Corporation, 800, 140 – 10 Avenue SE, Calgary, Alberta, T2G 0R1 or legal.notices@criticalcontrol.com. The Corporation's audited consolidated financial statements and management discussion & analysis are also available on the Corporation's website www.criticalcontrol.com.

PARTICULARS OF MATTERS TO BE ACTED UPON AT MEETING

Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2017 and the auditors' report thereon will be tabled before the Shareholders at the Meeting. The audited consolidated financial statements have been approved by the Audit Committee and the Board.

Fix Number of Directors

At the Meeting a motion will be made to fix the number of directors to be elected at the Meeting at five, and the Shareholders will be asked to fix the number of directors of the Corporation at not more than five.

To become effective, the foregoing resolution must be passed, with or without amendment, by the affirmative vote of at least a simple majority of the votes cast by the Shareholders at the Meeting, or any adjournment of the Meeting.

Notwithstanding the foregoing resolution, the directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the close of the next annual meeting, but the total number of additional directors shall not at any time exceed one-third of the number of directors elected at the Meeting.

Election of Directors

At the Meeting, a motion will be made to elect five proposed nominees as directors of the Corporation until the next annual meeting or until their successors are elected or appointed, and the Shareholders will be asked to vote on the election of each nominee individually.

To become effective, the resolutions electing each director individually must be passed, with or without amendment, by the affirmative vote of at least a simple majority of the votes cast by the Shareholders at the Meeting, or any adjournment of the Meeting.

Policy for Election of Directors

The Board has adopted a policy for the election of proposed nominees as directors of the Corporation at meetings of Shareholders other than contested meetings, which provides that:

- (a) Any director must immediately tender his or her resignation to the Board if he or she is not elected by at least a majority (50% +1 vote) of the votes cast with respect to his or her election;
- (b) The Board shall determine whether or not to accept the resignation within 90 days after the date of the relevant Shareholder meeting. The Board shall accept the resignation absent exceptional circumstances;
- (c) The resignation will be effective when accepted by the Board and the Board may fill any vacancy created thereby with any person other than the director that so resigned;
- (d) A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered; and
- (e) The Corporation shall promptly issue a news release with the Board's decision, a copy of which must be provided to the TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision.

A contested meeting is defined as a Shareholder meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

Director Nominee Information

The following table sets forth, in respect of each proposed nominee for election as a director of the Corporation, certain information as of the date of this Information Circular. The information set forth in the following table is based upon information furnished by the respective nominees and by the Corporation.

Name, Municipality of Residence and Date First became a Director	Office	Principal Occupation	Common Shares Beneficially Owned or Controlled
Alykhan Mamdani ⁽²⁾ Calgary, Alberta October 25, 2000	President & CEO and Director	Mr. Mamdani is the founder of Critical Control and has served in different capacities through its evolution. He has been the President of the Corporation since December 2003 and Chief Executive Officer since September 2007. He also served as the President & Chief Executive Officer of the Corporation from September 2001 to July 2002 and as the Chief Financial Officer of the Corporation from July 2002 to September 2007 and May 15, 2001 to August 29, 2001. Mr. Mamdani has a Bachelor of Mathematics from the University of Waterloo, a Bachelor of Laws from the University of Western Ontario, and a Master of Laws in corporate law and finance from Widener University in Wilmington, Delaware. Mr. Mamdani is a non-active member of the Law Society of Alberta, the New York Bar, and the Chartered Professional Accountants of Alberta (CMA).	4,873,537 ^{(4) (6)} (plus 471,100 Deferred Shares) ⁽⁷⁾ (plus 33,761 ESPP Matched Shares) ⁽⁹⁾ (plus 25,000 Warrant Shares) ⁽¹⁰⁾
Dennis Nerland, Q.C. ⁽²⁾ Calgary, Alberta May 14, 2001	Director	Mr. Nerland has a Bachelor of Laws degree from the University of Calgary, a Master of Arts degree (Economics) from Carleton University and a Bachelor of Science degree (Economics and Mathematics) from the University of Calgary. In 2014, Mr. Nerland was appointed Queen's Counsel ("Q.C.") of Alberta. Mr. Nerland has been a Partner with the law firm of Shea Nerland LLP since 1990 practicing in the areas of tax and trust law. Mr. Nerland is a current and past director and officer of a number of private companies and public companies listed on the TSX and TSX Venture Exchange and is currently a trustee of a number of private investment trusts. Mr. Nerland has completed the Directors Education Program, jointly developed by the Institute of Corporate Directors (ICD) and Rotman School of Management, and has earned his ICD.D designation. Mr. Nerland has also successfully completed the Rotman Financial Literacy program.	2,397,393 ^{(5) (6)} (plus 123,888 Deferred Shares) ⁽⁷⁾ (plus 35,000 Warrant Shares) ⁽¹⁰⁾
Gary Bentham ^{(1) (2) (3)} Calgary, Alberta May 19, 2010	Director	Mr. Bentham is President of BTM Corporate Advisory Inc., an advisory firm that provides corporate finance, restructuring and business consulting services to companies in Canada and the United States. Prior to 2005, he was a corporate recovery and audit partner with KPMG Canada where he served clients in the high technology, financial services, real estate development and energy industries. Mr. Bentham is a Chartered Professional Accountant, has completed the Directors Education Program, jointly developed by the Institute of Corporate Directors (ICD) and Rotman School of Management, and has earned his ICD.D designation.	492,050 (plus 50,000 Deferred Shares) ⁽⁷⁾ (plus 69,142 Share Trust Units) ⁽⁸⁾ (plus 30,000 Warrant Shares) ⁽¹⁰⁾
Kevin Lo ^{(1) (2) (3)} Calgary, Alberta June 23, 2015	Director	Mr. Lo is Vice President, New Ventures of Pason Systems Corporation, a public, multinational energy service company. He is a seasoned professional with years of finance, oil and gas and capital market experience, together with six years of technology roles. Mr. Lo was a Managing Director, Institutional Research at FirstEnergy Capital Corp for several years, starting with the firm as a publishing Equity Research Analyst in 2004. Mr. Lo sits on the Advisory Board of the Energy Insurance Group. He holds a Bachelor of Science in Computer Engineering from the University of Alberta and a Master of Business Administration from the University of Calgary, and he is a Professional Engineer.	187,000 (plus 50,000 Deferred Shares) ⁽⁷⁾ (plus 75,121 Share Trust Units) ⁽⁸⁾ (plus 68,000 Warrant Shares) ⁽¹⁰⁾

Name, Municipality of Residence and Date First became a Director	Office	Principal Occupation	Common Shares Beneficially Owned or Controlled
Nizar Jaffer Somji ^{(1) (2) (3)} Edmonton, Alberta June 23, 2015	Director	Nizar Jaffer Somji is a serial entrepreneur, corporate executive and board director with a proven track record of growing businesses. Nizar founded and currently serves as President and CEO of Jaffer Inc., a real estate, investment and hospitality company with assets in Canada and the USA. He was the founder and former President and CEO of Matrikon Inc., a recognized leader in industrial intelligence for the oil and gas industry. Matrikon was acquired by Honeywell in June 2010 for \$144 million. He is Chairman of Zafin Inc., supplier of relationship banking software to the financial service industry; Chairman of Redline Communications Group Inc., a TSX-listed manufacturer of specialized broadband wireless systems; Director of EPCOR Utilities Inc., whose wholly owned subsidiaries build, own and operate electrical transmission and distributed networks, water and wastewater treatment facilities and infrastructure in Canada and the USA; and on the Board of QuitkLogic, a creative technology company that helps employees become more productive and efficient when it comes to brainstorming and planning. Nizar holds a Master of Science in chemical engineering from the University of Alberta and a Bachelor of Science in electrical engineering from the University of Birmingham in the United Kingdom.	150,000 (plus 50,000 Deferred Shares) ⁽⁷⁾ (plus 75,121 Share Trust Units) ⁽⁸⁾ (plus 30,000 Warrant Shares) ⁽¹⁰⁾

⁽¹⁾ Member of the Audit Committee.

⁽²⁾ Member of the Compensation Committee.

⁽³⁾ Member of the Governance Committee.

⁽⁴⁾ Includes 139,666 Common Shares owned by Growth Technologies '98 Limited Partnership. Mr. Mamdani is an officer and director of the general partner for Growth Technologies '98 Limited Partnership, and has a 19.57% partnership interest in the Limited Partnership.

⁽⁵⁾ Includes 25,131 Common Shares owned by the Corporation's Employee Trust, 1,385,405 Common Shares owned by SNC Financial Inc., 139,666 Common Shares owned by Growth Technologies '98 Limited Partnership, and 33,000 Common Shares owned by SP Trust. Mr. Nerland is the Trustee of the Corporation's Employee Trust. Mr. Nerland is an officer and director of the general partner for Growth Technologies '98 Limited Partnership. Mr. Nerland beneficially owns a 2.90% partnership interest in Growth Technologies '98 Limited Partnership. Mr. Nerland is the trustee and beneficiary of SP Trust which owns 33 1/3% of SNC Financial Inc. For more information on the Employee Trust, see "Statement of Executive Compensation - Share Based and Option Based Awards".

⁽⁶⁾ The 139,666 Common Shares owned by Growth Technologies '98 Limited Partnership are reported in duplicate in the number of Common Shares controlled by Alykhan Mamdani and Dennis Nerland due to each party's joint control of such entities.

⁽⁷⁾ Deferred Shares entitle the holder to Common Shares. For more information on the Deferred Shares, see "Statement of Executive Compensation - Share Based and Option Based Awards".

⁽⁸⁾ Share Trust Units entitle the holder to Common Shares held by the Share Trust. For more information on the Share Trust, see "Statement of Executive Compensation - Share Based and Option Based Awards".

⁽⁹⁾ ESPP shares. For more information on the ESPP shares, see "Statement of Executive Compensation – Share Based and Option Based Awards".

⁽¹⁰⁾ The Corporation issued 1,013,000 warrants pursuant in connection with the plan of arrangement approved by shareholders on June 29, 2017. Each warrant entitles the subscriber to purchase one common share of the Corporation (a "Warrant Share") at a purchase price of \$0.20 per Warrant Share before June 30, 2019.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as set forth below, to the best of the knowledge of management of the Corporation, no proposed nominee for election as a director of the Corporation:

- a. is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
 - i. was subject to an order (as defined below) that was issued while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - ii. was subject to an order that was issued after that person 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; or
- b. is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, 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. has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 that person.

For the purposes of (a) above, “order” means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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.

On July 17, 2012, Dennis Nerland, Q.C., was appointed a director of Alston Energy Inc. (“Alston”). On December 9, 2013, Alston obtained a protection order under the *Companies Creditors’ Arrangement Act* (Canada). On May 6, 2014, and May 8, 2014, the common shares of Alston were cease traded by the Alberta Securities Commission and the British Columbia Securities Commission, respectively, as a result of the failure by Alston to file audited annual financial statements and related management’s discussion and analysis for the period ended December 31, 2013, together with the related certification of filings. On May 9, 2014, Alston announced that a receiver had been appointed by the Court of Queen’s Bench of Alberta. On May 9, 2014, all of the directors and officers of Alston, including Mr. Nerland, resigned.

On June 25, 2014, Mr. Nerland was appointed a director of Manitok Energy Inc. (“Manitok”). On February 21, 2018, the Court of Queen’s Bench of Alberta made orders appointing a receiver and trustee in bankruptcy of Manitok. All of the directors of Manitok, including Mr. Nerland, resigned as a result of the appointment of the receiver and the bankruptcy.

Mr. Bentham reached a settlement agreement in June 2005 with the United States Securities and Exchange Commission (“SEC”) regarding an alleged violation of the SEC’s auditor independence rules. The SEC alleged that Mr. Bentham, while a partner at KPMG LLP oversaw the provision of certain accounting services by KPMG LLP to an SEC registrant during the years 1999 to 2002, while KPMG LLP were also serving as auditors. Under the terms of the settlement, Mr. Bentham agreed not to appear or practice as an accountant before the SEC for a period of two years, after which time he could apply for reinstatement. In addition, Mr. Bentham accepted a reprimand as settlement of this same matter with the Institute of Chartered Accountants of Alberta.

Appointment of Auditors

At the Meeting, a motion will be made to re-appoint KPMG LLP, Chartered Accountants, Calgary, Alberta, as the auditors of the Corporation until the next annual meeting of the Shareholders, and authorize the directors of the Corporation to fix the auditors’ remuneration.

To become effective, the foregoing resolutions must be passed, with or without amendment, by the affirmative vote of at least a simple majority of the votes cast by the Shareholders at the Meeting or any adjournment of the Meeting.

Amendment to DSP to Replenish the Deferred Shares Previously Granted Under the DSP and Increase the Maximum Number of Common Shares Issuable Under the DSP

The Corporation has several security based compensation arrangements, including the DSP. (See “Statement of Executive Compensation – Share Based and Option Based Awards – Deferred Annual Bonus and Share Purchase Plan”.) The DSP provides that the maximum number of Common Shares authorized for issuance upon the redemption of Deferred Shares granted under the DSP is 2,500,000 Common Shares (representing approximately 5.66% of the currently issued and outstanding Common Shares). As at the date of this Information Circular, 745,552 Deferred Shares have been granted and redeemed for Common Shares, 1,676,635 Deferred Shares have been granted, but have not yet been redeemed for Common Shares, and 77,813 Deferred Shares remain available to be granted.

The purpose of the DSP is to promote a greater alignment of interests between Eligible Persons and the Shareholders. In the Board’s view, the DSP has been very effective at accomplishing this purpose. The Board has therefore approved an amendment to the DSP to: (a) replenish 745,552 previously granted Deferred Shares that have been redeemed for Common Shares; and (b) increase the number of Common Shares authorized for issuance upon the redemption of Deferred Shares granted under the DSP from 2,500,000 Common Shares (representing approximately 5.66% of the currently issued and outstanding Common Shares) to 3,250,000 Common Shares (representing approximately 7.36% of the currently issued and outstanding Common Shares), for a total increase in the number of Common Shares issuable under the DSP of 1,495,552 Common Shares (representing approximately 3.39% of the currently issued and outstanding Common Shares). At historical rates, the Corporation expects this increase, if approved, to facilitate approximately three additional years of grants under the DSP.

The Board has determined that the total number of Common Shares that may be reserved for issuance to directors, officers, employees or other insiders under its security based compensation arrangements, in aggregate, during any one year period, should not exceed 10% of the Corporation’s total issued and outstanding Common Shares. This limit is referred to elsewhere in this Information Circular as the “10% Cap”. In order to accommodate the proposed increase of the aggregate number of Common Shares issuable under the DSP, the Board has: (a) passed the ESPP Resolution, which prohibits the Corporation from issuing more than 1,386,351 Common Shares under the ESPP (representing approximately 3.14% of the currently issued and outstanding Common Shares) and results in 497,887 Common Shares remaining available for issuance under the ESPP (representing approximately 1.13% of the currently issued and outstanding Common Shares) (see “Statement of Executive Compensation – Share Based and Option Based Awards – Employee Share Purchase Plan”); and (b) has passed the Option Plan Resolution, which

prohibits the Corporation from issuing more than 250,000 Common Shares under the Option Plan (representing approximately 0.57% of the currently issued and outstanding Common Shares) and results in 250,000 Common Shares remaining available for issuance under the Option Plan (representing approximately 0.57% of the currently issued and outstanding Common Shares) (see “Statement of Executive Compensation – Share Based and Option Based Awards – Option Based Awards”).

The TSX requires listed issuers, including the Corporation, to obtain security holder approval for an increase to the maximum number of securities issuable, either as a fixed number or a fixed percentage of the listed issuer’s outstanding capital represented by such securities, under a security based compensation arrangement such as the DSP.

At the Meeting, a motion will therefore be made to: (a) replenish 745,552 previously granted Deferred Shares that have been redeemed for Common Shares; and (b) increase the number of Common Shares authorized for issuance upon the redemption of Deferred Shares granted under the DSP from 2,500,000 Common Shares to 3,250,000 Common Shares (the “DSP Resolution”). These are the only proposed amendments to the DSP.

To become effective, the DSP Resolution must be passed, with or without amendment, by the affirmative vote of at least a simple majority of the votes cast by the Shareholders at the Meeting or any adjournment of the Meeting.

The Corporation’s executive compensation program consists of a base salary, an annual incentive bonus, benefits, perquisites, and the share-based and option-based awards described under the heading “Statement of Executive Compensation – Share Based and Option Based Awards”. Collectively, these components of the executive compensation program are designed to attract, retain and motivate qualified individuals who possess the capacity to drive business performance and increase shareholder value. The Board believes that the DSP is one of the Corporation’s most effective tools of accomplishing this objective. If shareholders vote not to pass the DSP Resolution, the Corporation will not be able to issue additional Deferred Shares (except for the 77,813 Deferred Shares that remain available under the current DSP), and will have to compensate its Eligible Persons in a different manner.

Other Matters to Be Acted Upon

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Annual General Meeting. However, if any other matters properly come before the Meeting, the accompanying proxy will be voted on such matters in the best judgment of the person or persons voting the proxy.

Schedule A

MANDATE OF THE AUDIT COMMITTEE

Adoption

The Board of Directors (the "Board") of Critical Control Energy Services Corp. (the "Corporation") adopted this Mandate by resolution dated March 6, 2013.

Policy Statement

1. It is the policy of the Corporation to establish and maintain an Audit Committee, composed entirely of independent directors, to assist the Board in carrying out their oversight responsibility for the Corporation's accounting and financial reporting processes and audits of the Corporation's financial statements, internal controls, financial reporting and risk management processes.
2. The Audit Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board including administrative support.
3. If determined necessary by the Audit Committee, it will have the discretion to institute investigations of improprieties, or suspected improprieties within the scope of its responsibilities, including the standing authority to retain special counsel or experts at the expense of the Corporation.
4. It is the responsibility of the chair to ensure that the mandate of the committee is accomplished. Without restricting the generality of this statement, the chair is specifically responsible for the following:
 - a. In consultation with committee members and management, schedule all meetings and set agendas.
 - b. Arrange for minutes to be taken of all meetings and certify that such minutes have been approved.
 - c. Arrange for such legal or consultative services as the committee may require.
 - d. Meet or discuss with the independent auditors and management regarding audit progress and audit costs.
 - e. Report to the Audit Committee on items of significance from discussions with the independent auditors or management and bring recommendations to the committee.
 - f. Report to the Board of Directors on committee deliberations and bring for their approval all recommendations approved by the committee.

Composition

1. The Audit Committee shall consist of at least three directors and may from time to time be comprised of the entire Board. The Board shall appoint the members of the Audit Committee. Every member of the Audit Committee must be a director of the Corporation. The Board shall appoint one member of the Audit Committee to be the Chair of the Audit Committee.
2. Except for such times as when the entire Board assumes the responsibilities of the Audit Committee and in circumstances where there is an exemption from the following requirement available to the Corporation in Multilateral Instrument 52-110 of the Canadian Securities Administrators entitled "Audit Committees" ("MI 52-110"), each director appointed to the Audit Committee by the Board shall be independent (as such term is defined in MI 52-110).
3. Unless there is an exemption from the following requirement available to the Corporation in MI 52-110, each member of the Audit Committee shall be "financially literate" (as such term is defined in MI 52-110).
4. A director appointed by the Board to the Audit Committee shall be a member of the Audit Committee until replaced by the Board or until his or her resignation.
5. The Chairman of the Board shall be an *ex officio* member of the Audit Committee.

Meetings

1. The Audit Committee shall convene a minimum of four times each year at such times and places as may be designated by the Chair of the Audit Committee, and whenever a meeting is requested by the Board, a member of the Audit Committee, the auditors, or a senior officer of the Corporation. Meetings of the Audit Committee shall correspond with the review of the quarterly financial statements and management discussion and analysis.
2. Notice of each meeting of the Audit Committee shall be given to each member of the Audit Committee and to the auditors, who shall be entitled to attend each meeting of the Audit Committee and shall attend whenever requested to do so by a member of the Audit Committee. However, the Audit Committee (i) shall also meet with the external auditors independent of management at any time, (ii) may meet separately with management at any time; and (iii) may meet independent of both the external auditors and management at any time. Unless a specific request to the contrary is made by a member of the Audit Committee, it shall be presumed that the auditors are to attend meetings of the Audit Committee.
3. Notice of a meeting of the Audit Committee shall:
 - a. be in writing;

- b. state the nature of the business to be transacted at the meeting in reasonable detail;
 - c. to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - d. be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Audit Committee may permit.
4. A quorum for the transaction of business at a meeting of the Audit Committee shall consist of a majority of the members of the Audit Committee (excluding the Chairman of the Board). However, it shall be the practice of the Audit Committee to require review, and, if necessary, approval of certain important matters by all members of the Audit Committee.
 5. A member or members of the Audit Committee may participate in a meeting of the Audit Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
 6. In the absence of the Chair of the Audit Committee, the members of the Audit Committee shall choose one of the members present to be Chair of the meeting.
 7. In addition, the members of the Audit Committee shall choose one of the persons present, although not necessarily required to be an Audit Committee member, to be the Secretary of the meeting.
 8. Minutes shall be kept of all meetings of the Audit Committee and shall be signed by the Chair and the Secretary of the meeting. Such minutes shall be filed with the Corporate Secretary of the Corporation at the earliest opportunity after each meeting.
 9. A resolution in writing, signed by all of the members of the Audit Committee entitled to vote on that resolution at a meeting of the Committee and filed with the Corporate Secretary of the Corporation, is valid as if it had been passed at a meeting of the Audit Committee.
 10. The Audit Committee shall, 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.

Relationship with External Auditor

1. An external auditor must report directly to the audit committee.

Responsibilities

1. The Audit Committee must have a written charter, such as this one, that sets out its mandate and responsibilities.
2. The Audit Committee must recommend to the Board:
 - a. the external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; and
 - b. the compensation of the external auditors.
3. The Audit Committee must be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting.
4. The Audit Committee must 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. The Audit Committee may satisfy the pre-approval requirement if:
 - a. the aggregate amount of all the non-audit services that were not pre-approved constitutes no more than five per cent of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the services are provided;
 - b. the services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - c. the services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.
5. The Audit Committee must review the Corporation's financial statements, management discussion and analysis and earnings press releases and make an appropriate recommendation to the Board before the Corporation publicly discloses this information.
6. The Audit Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure referred to in subsection (5), and must periodically assess the adequacy of those procedures.
7. The Audit 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.

8. An Audit Committee must review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present or former auditor of the Corporation.

Authority

1. The Audit Committee shall have the authority to:
 - a. inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
 - b. discuss with the management of the Corporation, its subsidiaries and affiliates, and with employees of the Corporation, any affected party and the external auditors, such accounts, records and other matters as any member of the Audit Committee considers necessary and appropriate;
 - c. engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - d. to set and pay the compensation for any advisors employed by the Audit Committee; and
 - e. to communicate directly with the internal and external auditors.

Specific Duties

1. The Audit Committee shall:
 - a. review the audit plan with the Corporation's external auditors and with management;
 - b. 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 judgements of management that may be material to financial reporting;
 - c. 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;
 - d. 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;
 - e. review with senior management the process of identifying, monitoring and reporting the principal risks affecting financial reporting;
 - f. consider and review with management, the internal control memorandum or management letter containing the recommendations of the external auditors and management's response, if any, including an evaluation of the integrity, adequacy and effectiveness of the internal financial controls of the Corporation and subsequent follow-up to any identified weaknesses;
 - g. review audited annual financial statements and related documents in conjunction with the report of the external auditors and obtain an explanation from management of all significant variances between comparative reporting periods;
 - h. before release review with financial management and the external auditors the quarterly unaudited financial statements and management discussion and analysis and obtain an explanation from management of all significant variances between comparative reporting periods;
 - i. before release, review and if appropriate, recommend for approval by the Board, all public disclosure documents containing audited or unaudited financial information, including any prospectuses, offering memorandums, annual reports, annual information forms, management discussion & analysis and press releases; and
 - j. oversee any of the financial affairs of the Corporation, its subsidiaries or affiliates, and, if deemed appropriate, make recommendations to the Board, external auditors or management.
2. The Audit Committee shall:
 - a. evaluate the independence and performance of the external auditors and annually recommend to the Board the appointment of the external auditor or the discharge of the external auditor when circumstances are warranted;
 - b. consider the recommendations of management in respect of the appointment of the external auditors;
 - c. approve the engagement letter for non-audit services to be provided by the external auditors or affiliates, together with estimated fees, and consider the potential impact of such services on the independence of the external auditors;
 - d. when there is to be a change of external auditors, review all issues and provide documentation related to the change, including the information to be included in the Notice of Change of Auditors and documentation required pursuant to National Instrument 51-102 (or any successor legislation) as adopted by the relevant securities commissions in Canada and the planned steps for an orderly transition period; and
 - e. review all reportable events, including disagreements, unresolved issues and consultations, as defined by applicable securities policies, on a routine basis, whether or not there is to be a change of external auditors.
3. The Audit Committee shall:

- a. review with management at least annually, the financing strategy and plans of the Corporation; and
 - b. review all securities offering documents (including documents incorporated therein by reference) of the Corporation.
4. The Audit Committee shall 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.
5. The Audit Committee shall review the appointments of the Chief Financial Officer and any key financial managers who are involved in the financial reporting process.
6. The Audit Committee shall enquire into and determine the appropriate resolution of any conflict of interest in respect of audit or financial matters, which are directed to the Audit Committee by any member of the Board, a shareholder of the Corporation, the external auditors, or senior management.
7. The Audit Committee shall periodically review with management the need for an internal audit function.
8. The Audit Committee shall review with the Corporation's legal counsel as required but at least annually, any legal matter that could have a significant impact on the Corporation's financial statements, and any enquiries received from regulators, or government agencies.
9. The Audit Committee shall assess, on an annual basis, the adequacy of this Mandate and the performance of the Audit Committee.

Schedule B

MANDATE OF THE BOARD OF DIRECTORS

Adoption

The Board of Directors (the "Board") of Critical Control Energy Services Corp. (the "Corporation") adopted this Mandate by resolution dated April 19, 2011.

Policy Statement

The Board of the Corporation has the responsibility to oversee the conduct of the business of the Corporation and to oversee the activities of management who are responsible for the day-to-day conduct of the business of the Corporation.

Composition and Operation

The Board is to be constituted of a majority of individuals who are "independent" (as such term is defined in National Instrument 58-101 of the Canadian Securities Administrators entitled "Disclosure of Corporate Governance Practices").

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its Chairman, nominating candidates for election to the Board, constituting committees of the full Board and determining compensation for the directors. Subject to the Articles and By-Laws of the Corporation and the Business Corporations Act (Alberta), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

Responsibilities

The Board's fundamental objectives are to enhance and preserve long-term shareholder value, to ensure the Corporation meets its obligations on an ongoing basis and that the Corporation operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests its other stakeholders such as employees, customers and communities may have in the Corporation. In broad terms, the stewardship of the Corporation involves the Board in strategic planning, financial reporting, risk management and mitigation, senior management determination, communication planning and internal control integrity.

Specific Duties

1. Legal Requirements

- a. The Board has the oversight responsibility for meeting the Corporation's legal requirements and for properly preparing, approving and maintaining the Corporation's documents and records.
- b. The Board has the statutory responsibility to:
 - i. manage the business and affairs of the Corporation;
 - ii. act honestly and in good faith with a view to the best interests of the Corporation;
 - iii. exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
 - iv. act in accordance with its obligations contained in the Business Corporations Act (Alberta) and the regulations thereto, the Articles and By-Laws of the Corporation, and other relevant legislation and regulations.
- c. The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
 - i. any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - ii. the filling of a vacancy among the directors;
 - iii. the issuance of securities;
 - iv. the declaration of dividends;
 - v. the purchase, redemption or any other form of acquisitions of shares issued by the Corporation;
 - vi. the payment of a commission to any person in consideration of his/her purchase or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
 - vii. the approval of any annual or quarterly financial statements;
 - viii. the approval of all public disclosure documents containing audited or unaudited financial information, including any prospectuses, annual reports, annual information forms, management discussion and analysis and press releases;

- ix. the approval of any management proxy circulars;
- x. the approval of any take-over bid circular or directors' circular;
- xi. the approval of annual operating and capital budgets, including comparisons of actual to budget and all significant differences; and
- xii. strategy.

2. Independence, Orientation and Evaluation

The Board shall have the responsibility to:

- a. implement appropriate structures and procedures to permit the Board to function independently of management;
- b. implement a system which enables an individual director to engage an outside advisor at the expense of the Corporation in appropriate circumstances;
- c. provide an orientation and education program for newly appointed members of the Board;
- d. implement a process for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors;
- e. examine the size of the Board, the skill sets of the Board members, and the impact of the number of directors and their skill sets upon the effectiveness of the Board; and
- f. review the adequacy and form of the compensation provided to the directors to ensure it adequately reflects the responsibilities and risks involved in being an effective director.

3. Strategy Determination

The Board shall:

- a. adopt and annually review a strategic planning process and approve the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the business; and
- b. annually review operating and financial performance results relative to established strategy, budgets and objectives.

4. Managing Risk

The Board has the responsibility to understand the principal risks of the business in which the Corporation is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to confirm that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation and return to shareholders.

5. Appointment, Training and Monitoring of Senior Management

The Board shall:

- a. appoint the Chief Executive officer ("CEO") and senior officers, develop position descriptions for such persons, approve (upon recommendations from the Compensation Committee) their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value;
- b. set a mandate for the Chief Executive Officer;
- c. ensure that a process is established that adequately provides for succession planning including the appointment, training and monitoring of senior management; and
- d. establish limits of authority delegated to management.

6. Reporting and Communication

The Board has the responsibility to:

- a. verify that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
- b. verify the integrity of the Corporation's internal controls and management information systems;
- c. verify that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;
- d. verify that the financial results are reported fairly and in accordance with generally accepted accounting standards;
- e. verify the timely reporting of any other developments that have a significant and material impact on the value of the Corporation;

- f. report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year;
- g. ensure process in place to address all regulatory, corporate, securities and other compliance matters; and
- h. certification processes.

7. Monitoring and Acting

The Board has the responsibility to:

- a. review and approve the Corporation's financial statements and oversee the Corporation's compliance with applicable audit, accounting and reporting requirements;
- b. verify that the Corporation operates at all times within applicable laws and regulations to the highest ethical and moral standards;
- c. approve and monitor compliance with significant policies and procedures by which the Corporation is operated;
- d. monitor the Corporation's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- e. take such action as it determines appropriate when performance falls short of its goals and objectives or when other special circumstances warrant; and
- f. verify that the Corporation has implemented adequate internal control and information systems which ensure the effective discharge of its responsibilities.

8. Major Decisions – Enhanced Governance Provisions

In an effort to protect the interests of minority shareholders, a vote of 80% of the Board members is required to be resolved for certain matters. These matters include the following:

- a. Approve the annual budget.
- b. Make any acquisition or group of acquisitions, in a 12-month period, above 10% of that amount in the approved annual budget.
- c. Make any capital expenditures in excess of the greater of 20% or \$250,000 over the approved annual budget.
- d. Take any course of action which would cause the Corporation to materially deviate from its annual budget.
- e. The incurrence, establishment, modification or cancellation of any debt for borrowed money or of any liens or other security for debt, other than the drawdown on pre-established bank lines.
- f. Issue any debt, equity or convertible securities or options to acquire such securities.
- g. Approval of a normal course issuer bid.
- h. Sell or dispose of the business or any material part thereof or wind-up or liquidate Issuer or any subsidiary with a material amount of assets or liabilities.
- i. Merger, amalgamation or joint venture with another entity.
- j. Institute, modify or terminate any profit sharing or similar incentive arrangement for employees of the Corporation.
- k. The Corporation entering into or amending any transactions with officers, directors or employees or members of their families or other persons with whom they do not act at arm's length.
- l. Make payment of any dividend and/or any other distribution to any shareholder.
- m. Continuation of the Corporation in to a jurisdiction in which the Corporation is not currently organized or the entering into of a new line of business.
- n. The Corporation providing a guarantee in respect of the obligations of another person other than wholly-owned subsidiaries.
- o. An amendment to any of the governance – related provisions within the articles or by-laws of the Corporation that would affect the governance of Major Decisions.
- p. Changing the auditors, any accounting policy or fiscal year end of the Corporation.

9. Minimum Share Ownership

Members of the Board are required to maintain share ownership in the Corporation of at least two times the level of annual compensation. New Board members are given three years to attain that level of share ownership, and each Board member shall have six months to increase their position as a result of any increase in Board fees.

10. Environmental, Health and Safety Matters

The Board shall review the effectiveness and adequacy of safety and environmental control, reporting, training and response procedures, which may include:

- a. discussing the Corporation's safety and environmental policies with management;
- b. discussing safety and environment standards with management in relation to current regulations;
- c. reviewing the Corporation's procedures for identifying, controlling, reporting and responding to safety and environmental incidents;
- d. monitoring the Corporation's safety and environmental training and staff evaluation practices;
- e. reviewing the Corporation's system of record keeping and obtaining base-line environmental data;
- f. reviewing the Corporation's methods of evaluating compliance with the Corporation's policies and regulatory requirements and discussing the results with management; and
- g. reviewing the Corporation's accounting and reporting of environmental costs, liabilities and contingencies.

11. Committees

- a. There shall be two committees of the Board; the audit committee and the compensation committee. The Board may establish any other committee as it may deem appropriate from time to time;
- b. Committees of the Board should generally be composed entirely of directors who are independent (as such term is defined in National Instrument 58-101 of the Canadian Securities Administrators entitled "Disclosure of Corporate Governance Practices"); and
- c. The Board shall establish a mandate for each of the committees of the Board required by section 11(a) above.

12. Integrity / Code of Conduct

- a. Approve Business Conduct and Ethics, Best Practices for Board, officers and employees; and
- b. Create and foster a culture of integrity.

13. Other Activities

- a. The Board shall prepare and distribute the schedule of Board meetings for each upcoming year;
- b. The Board may perform any other activities consistent with this mandate, the By-Laws of the Corporation and any other governing laws as the Board determines necessary or appropriate;
- c. Delegate to management and committees;

Chairman is liaison between shareholders, Corporation and the Board.