

Terms of Reference for the Chief Executive Officer

The following sets forth the terms of reference for the chief executive officer (the "**CEO**") of ClearStream Energy Services Inc. (the "**Corporation**"). The CEO is appointed by and reports to the Board of Directors of the Corporation (the "Board") and maintains open communication with the Chairman of the Board.

I. Introduction

The CEO's primary role is to provide leadership and direction to the Corporation and its subsidiary entities. The CEO will manage the day-to-day operations of the Corporation and its subsidiary entities. The CEO is expected to lead a program of growth, portfolio optimization, prudent capital allocation and innovation, including identifying new complementary lines of business and strategic acquisitions that leverage the Corporation's reputation and brand strength, with the objective of improving the Corporation's financial performance. The CEO is expected to identify, attract, develop and retain the next generation of senior leaders and be an outstanding mentor. The CEO shall maintain on-going communications with the Board, the employees of the Corporation and its subsidiary entities and all stakeholders.

II. Duties and Responsibilities

The CEO shall have the following duties and responsibilities:

- Develop, in consultation with the Board, a corporate strategy designed to achieve sustained, profitable growth with an objective of maximizing shareholder value which takes into account, among other things, the opportunities and risks of the business.
- Establish a system to identify all significant risks to the Corporation's businesses and, to the extent practicable, develop processes and procedures to mitigate the impact of such risks.
- Develop and recommend annual operating and capital budgets and corporate objectives for approval by the Board.
- Manage all strategic and day-to-day operational aspects of the Corporation (within the authority limits delegated by the Board) to drive the execution of current operating and capital budgets with an emphasis on performance improvement, productivity, generating year-on-year organic growth in revenue and profits in order to create shareholder value, as well as promoting teamwork and communication at all levels.
- Report to the Board on actual results compared to the established corporate strategy, operating and capital budgets and corporate objectives.
- Ensure that the Board receives sufficient, timely information on all material aspects of the Corporation's operations and financial affairs, as well as other matters having material relevance to the Corporation, such as external governmental or regulatory initiatives and market evolution and trends.
- Drive organizational capability by building a highly committed and capable management team, coaching and mentoring incumbents and/or bringing in additional talent as needed.
- Provide employees with the authority, accountability, training, information and resources to achieve their full potential and successfully drive the Corporation's performance.

- Develop senior management succession and development plans to meet the future needs of the Corporation.
- Lead the process of acquiring complementary businesses and successfully integrating acquisitions, capturing synergies and savings, improving the acquired businesses' operating profit levels and creating additional value by leveraging the Corporation's reputation and brand strength.
- Lead external capital market and banking relationships and the execution of capital markets transactions.
- Communicate a clear vision for the Corporation to shareholders, customers, business partners and employees, enhancing the Corporation's credibility with shareholders, and other stakeholders.
- Champion and foster a safety culture to ensure that the Corporation's operations are conducted safely and efficiently and in compliance with the Corporation's environment, health and safety policies and practices.
- Ensure the Corporation maintains a positive commitment to customer satisfaction and continuous quality improvement.
- Develop disclosure controls and procedures to ensure that material information relating to the Corporation is known and communicated.
- Ensure that effective control and coordination mechanisms for all operations and activities are in place, including the establishment and development of effective internal controls over financial reporting.
- Institute and monitor processes and systems designed to ensure compliance with applicable laws by the Corporation and its officers and employees.
- Develop and provide recommendations to the Board concerning the limits of authority to be delegated to management.

In addition, the CEO shall have such other powers and duties as the Board may delegate from time to time.

These Terms of Reference were approved by the Board of Directors on July 29, 2020.