



NOTICE OF MEETING
and
MANAGEMENT INFORMATION CIRCULAR
for the
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on
June 10, 2022

Dated April 25, 2022

CLEARSTREAM ENERGY SERVICES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on June 10, 2022

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders (each, a "**Shareholder**") of common shares ("**Common Shares**") of ClearStream Energy Services Inc. (the "**Corporation**" or "**ClearStream**") will be held at the Bow Valley Square Conference Centre, +30 Level, 205 – 5th Avenue S.W., Calgary, Alberta on Friday, June 10, 2022, at 9:00 a.m. (Calgary time) for the following purposes:

- (a) to receive the consolidated financial statements of the Corporation for the year ended December 31, 2021 and the auditors' report thereon;
- (b) to re-appoint Ernst & Young LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (c) to elect directors of the Corporation for the ensuing year;
- (d) to consider and, if deemed advisable, to pass a special resolution approving, with or without modification, an amendment to the Corporation's articles to change the name of the Corporation to "Flint Corp."; and
- (e) to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This Notice of Meeting is accompanied by the management information circular of ClearStream dated April 25, 2022 (the "**Circular**"), and a form of proxy or voting instruction form. Details of the matters to be put before the Meeting are set forth in the Circular. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by ClearStream before the Meeting or by the Chair of the Meeting, as applicable.

The board of directors of ClearStream has fixed April 21, 2022 as the record date (the "**Record Date**") for determining Shareholders who are entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof. Only Shareholders whose names appear in the register of Shareholders maintained by or on behalf of ClearStream ("**Registered Shareholders**") at the close of business on the Record Date will be entitled to receive notice of the Meeting and to attend and vote at the Meeting, provided that if a Shareholder has transferred the ownership of any of their Common Shares after the Record Date and the transferee of those Common Shares produces properly endorsed Common Share certificates or otherwise establishes that they own the Common Shares and demands, not later than 10 days before the Meeting, or any shorter period that the chair of the meeting may permit, that their name be included in the list of Shareholders before the Meeting, then the transferee shall be entitled to vote such Common Shares at the Meeting.

If you are a Registered Shareholder, please exercise your right to vote by completing and signing the enclosed form of proxy and depositing it with Computershare Investor Services Inc. by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 not later than 9:00 a.m. (Calgary time) on Wednesday, June 8, 2022, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjournment(s) or postponement(s) of the Meeting. The Chair of the Meeting may waive or extend this time limit for receipt of completed proxies by Computershare Investor Services Inc. without notice.

If you are not a Registered Shareholder and hold your shares through a broker or other agent, please complete the form of proxy or voting information form that you have received, in accordance with the instructions provided therein, so that your Common Shares can be voted in accordance with your instructions.

DATED at Calgary, Alberta this 25th day of April, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Sean McMaster*"

Sean McMaster
Chairman of the Board of Directors
ClearStream Energy Services Inc.

TABLE OF CONTENTS

GLOSSARY	3
INFORMATION CONTAINED IN THIS CIRCULAR	5
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION	5
ADVISORY REGARDING NON-STANDARD MEASURES	6
VOTING INFORMATION	7
Solicitation of Proxies	7
Notice and Access	7
Appointment and Revocation of Proxies	7
Voting of Proxies	8
Advice to Beneficial Shareholders.....	8
Voting and Record Date	9
Principal Holders of Voting Shares.....	9
Quorum, Adjournment and Postponement.....	9
Approval Requirement.....	9
PARTICULARS OF THE MATTERS TO BE ACTED UPON.....	10
Receipt of Financial Statements and Auditors' Report.....	10
Appointment of Auditors	10
Election of Directors	10
Name Change of the Corporation	18
COMPENSATION DISCUSSION AND ANALYSIS	21
Overview.....	21
Objectives of ClearStream's Compensation Programs	21
Compensation Governance.....	21
Compensation Consultants and Advisors	22
Reward Strategy and Policy	23
Named Executive Officers.....	24
Components of Executive Compensation	24
2021 Compensation Decisions.....	26
Burn Rate.....	29
Performance Graph	30
Summary Compensation Table	31
Incentive Plan Awards	32
Value Vested or Earned During the Year	33
Pension Plan	33
Termination and Change of Control Benefits	33
Directors' and Officers' Liability Insurance and Indemnity Agreements	35

DIRECTOR COMPENSATION	35
STATEMENT OF CORPORATE GOVERNANCE PRACTICES	37
Independence of Directors	37
Mandate of the Board	38
Position Descriptions	38
Orientation and Continuing Education.....	39
Ethical Business Conduct.....	39
Compensation	39
Nomination of Directors	40
Diversity	40
Assessments	40
Director Term Limits / Board Renewal Policies	41
Audit Committee	41
Corporate Governance and Compensation Committee	41
Health, Safety and Environment Committee	42
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	43
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	43
INTEREST OF MANAGEMENT AND OTHERS IN MATTERS TO BE ACTED UPON	44
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	44
AUDITOR	44
ADDITIONAL INFORMATION	44
APPROVAL	45
Schedule "A" - Summary of Legacy Long-Term Incentive Plans	A-1
Schedule "B" - Charter of the Board of Directors	B-1



MANAGEMENT INFORMATION CIRCULAR

GLOSSARY

"**ABCA**" means the *Business Corporations Act (Alberta)*;

"**Adjusted EBITDAS**" means, for a particular period, EBITDAS excluding the gain on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring expense, gain on sale of property, plant and equipment, recovery of contingent consideration liability, one time incurred expenses, impairment of right-of-use assets and government subsidies;

"**AIP**" means the Annual Incentive Plan of the Corporation;

"**Beneficial Shareholder**" has the meaning given to it in "*Voting Information – Notice and Access*";

"**Board**" means the board of directors of the Corporation;

"**Broadridge**" means Broadridge Financial Services, Inc.;

"**Canso**" means Canso Investment Counsel Ltd.;

"**CCO**" means Chief Commercial Officer;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**CGC Committee**" means the Corporate Governance and Compensation Committee of the Board;

"**Circular**" means this management information circular dated April 25, 2022 provided to Shareholders in connection with the Meeting;

"**ClearStream**" or the "**Corporation**" means ClearStream Energy Services Inc.;

"**Common Shares**" means the common shares in the capital of the Corporation;

"**Company EBITDA**" means Adjusted EBITDAS excluding the application of IFRS 16 (Leases);

"**Comparator Group**" has the meaning given to it in "*Compensation Discussion and Analysis – Reward Strategy and Policy*";

"**COO**" means Chief Operating Officer;

"**CVCU**" means cumulative value creation units granted under the CVCU Plan;

"**CVCU Plan**" means the Cumulative Value Creation Unit Plan of the Corporation, as described in Schedule "A" – Summary of Legacy Long-Term Incentive Plans;

"EBITDAS" means, for a particular period, net earnings determined in accordance with IFRS, before depreciation and amortization, interest expense, income tax expense (recovery), share-based compensation, and other long-term incentive plan expenses;

"HSE Committee" means the Health, Safety and Environment Committee of the Board;

"IFRS" means International Financial Reporting Standards, but only to the extent the same are adopted by CPA Canada as generally accepted accounting principles in Canada and then subject to such modifications thereto as are agreed by CPA Canada, applied on a consistent basis;

"Meeting" means the annual and special meeting of the holders of common shares of the Corporation held on June 10, 2022, at 9:00 a.m. (Calgary time);

"Name Change" means the proposed change of the name of the Corporation as described in "*Particulars of the Matters to be Acted Upon – Name Change of the Corporation*";

"Name Change Resolution" means the resolution of the Shareholders approving the Name Change, substantially in the form set forth under "*Particulars of the Matters to be Acted Upon – Name Change of the Corporation*";

"NEO" or "Named Executive Officer" means each of the following individuals, the CEO, the CFO, and each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;

"NI 52-110" means National Instrument 52-110 – *Audit Committees*;

"Notice of Meeting" means the notice of meeting of Shareholders accompanying this Circular;

"Option Plan" means the Incentive Option Plan of the Corporation as described in Schedule "A" – Summary of Legacy Long-Term Incentive Plans;

"Performance Incentive Plan" means the Performance Incentive Plan of the Corporation as described in "*Compensation Discussion and Analysis – Components of Executive Compensation – Long-Term Incentive Plans*";

"Preferred Shares" means, collectively, the series 1 cumulative redeemable convertible preferred shares in the capital of the Corporation and the series 2 cumulative redeemable convertible preferred shares in the capital of the Corporation;

"PSU and RSU Plan" means the Performance Share Unit and Restricted Share Unit Plan of the Corporation;

"Record Date" means April 21, 2022;

"Senior Secured Debentures" means 8.00% senior secured debentures due March 23, 2026 pursuant to a trust indenture between ClearStream, as issuer, and Computershare Trust Company of Canada, as debenture trustee, as amended and supplemented;

"Shareholders" means the holders of Common Shares; and

"TSX" means the Toronto Stock Exchange.

INFORMATION CONTAINED IN THIS CIRCULAR

This Circular is furnished in connection with the solicitation of proxies by and on behalf of management of ClearStream for use at the Meeting to be held at the time and place and for the purposes set forth in the Notice of Meeting accompanying this Circular.

The information contained in this Circular is given as of April 25, 2022, except as otherwise noted. No person has been authorized to give information or to make any representations in connection with the annual and special items of business to be considered at the Meeting or any other matters described herein other than those contained in this Circular and, if given or made, any such information or representations should not be relied upon in making a decision as to how to vote or be considered to have been authorized by the Corporation. Shareholders should not construe the contents of this Circular as legal, tax, investment or financial advice and should consult with their own professional advisors in considering the relevant legal, tax, investment, financial or other matters contained in this Circular.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Circular contains statements that may include forward-looking information or forward-looking statements (collectively, "**forward-looking information**") within the meaning of applicable securities laws. In some cases, forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results and may include statements or information regarding the future plans or prospects of ClearStream which reflect management's expectations, intentions, plans and beliefs. Such forward-looking information reflects management's current beliefs and is based on information currently available to management of ClearStream. In particular, this Circular contains forward-looking information pertaining to: the proposed completion of the Name Change, including expected procedure and timing thereof; potential payout amounts under the Performance Incentive Plan; the amount of cash that the Payment in Kind Transactions will save; and the principal amount of Senior Secured Debentures that will be outstanding following the Payment in Kind Transactions. See "*Compensation Discussion and Analysis – 2021 Compensation Decisions – Long-Term Incentive Plan*".

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Many of these assumptions are based on factors and events that are not within the control of ClearStream and may not prove to be correct. Should one or more of these factors or events fail to materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as anticipated, believed, expected, planned, intended or estimated.

A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information including, but not limited to, the success of our response to the COVID-19 global pandemic, compliance with debt covenants; access to credit facilities and other sources of capital for working capital requirements and capital expenditure needs, availability of labour, dependence on key personnel, economic conditions, commodity prices, interest rates, regulatory change, weather and risks related to the integration of acquired businesses. These factors should not be considered exhaustive. Risks and uncertainties about ClearStream's business are more fully discussed in ClearStream's disclosure materials, including its annual information form and management's discussion and analysis of the operating and financial results, filed with the securities regulatory authorities in Canada and available at www.sedar.com. In formulating the forward-looking information, management has assumed that business and economic conditions affecting ClearStream will continue substantially in the ordinary course, including, without limitation, with respect to general levels of economic activity, regulations, taxes and interest rates. Although the forward-looking information is based on what management of

ClearStream consider to be reasonable assumptions based on information currently available to it, there can be no assurance that actual events or results will be consistent with this forward-looking information, and management's assumptions may prove to be incorrect.

The forward-looking information contained in this Circular is made as of the date of this Circular. The Corporation undertakes no obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Undue reliance should not be placed on forward-looking information.

New factors emerge from time to time, and it is not possible for the Corporation to predict all of these factors or to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information.

The forward-looking information contained in this Circular is expressly qualified by this cautionary statement.

ADVISORY REGARDING NON-STANDARD MEASURES

The terms "EBITDAS" and "Adjusted EBITDAS" (collectively, the "**Non-standard measures**") are financial measures used in this Circular that are not standard measures under IFRS. ClearStream's method of calculating Non-standard measures may differ from the methods used by other issuers. Therefore, ClearStream's Non-standard measures, as presented, may not be comparable to similar measures presented by other issuers.

EBITDAS refers to net earnings determined in accordance with IFRS, before depreciation and amortization, interest expense, income tax expense (recovery), share-based compensation, and other long-term incentive plans. EBITDAS is used by management and the directors of ClearStream as well as many investors to determine the ability of ClearStream to generate cash from operations. Management also uses EBITDAS to monitor the performance of ClearStream's reportable segments and believes that in addition to net income or loss and cash provided by operating activities, EBITDAS is a useful supplemental measure from which to determine ClearStream's ability to generate cash available for debt service, working capital, capital expenditures and income taxes. ClearStream provides a reconciliation of income (loss) from continuing operations to EBITDAS in its management's discussion and analysis of the operating and financial results.

Adjusted EBITDAS refers to EBITDAS excluding the gain on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring expense, gain on sale of property, plant and equipment, recovery of contingent consideration liability, one time incurred expenses, impairment of right-of-use assets and government subsidies. ClearStream has used Adjusted EBITDAS as the basis for the analysis of its past operating financial performance. Adjusted EBITDAS is a measure that management believes (i) is a useful supplemental measure from which to determine ClearStream's ability to generate cash available for debt service, working capital, capital expenditures, and income taxes, and (ii) facilitates the comparability of the results of historical periods and the analysis of its operating and financial performance which may be useful to investors. ClearStream provides a reconciliation of income (loss) from continuing operations to Adjusted EBITDAS in its management's discussion and analysis of the operating and financial results.

Investors are cautioned that the Non-standard measures are not alternatives to measures under IFRS and should not, on their own, be construed as an indicator of performance or cash flows, a measure of liquidity or as a measure of actual return on the shares. These Non-standard measures should only be used with reference to ClearStream's consolidated interim and annual financial statements available on SEDAR at www.sedar.com or on ClearStream's website at www.clearstreamenergy.ca.

VOTING INFORMATION

Solicitation of Proxies

The solicitation of proxies in connection with the Meeting is made by and on behalf of management of ClearStream. It is expected that the solicitation of proxies will be made primarily by mail, but proxies may also be solicited personally, by telephone or by other forms of electronic communication by directors, management, employees and agents of the Corporation. ClearStream may reimburse brokers and other persons holding shares in their name or in the name of nominees for their costs incurred in sending proxy materials to their principals in order to obtain their proxies. All costs of the solicitation will be borne by ClearStream.

Notice and Access

ClearStream has elected to use the "notice-and-access" provisions (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the distribution of proxy-related materials in connection with the Meeting to the beneficial holders of Common Shares, being Shareholders who hold their shares in the name of a broker or an agent (a "**Beneficial Shareholder**"), and to the registered holders of Common Shares, being Shareholders whose name appears on the Corporation's records as a holder of Common Shares. All Shareholders will receive a notice containing information prescribed by the Notice-and-Access Provisions together with either a form of proxy or a voting instruction form. The Corporation will pay for intermediaries to deliver the proxy-related materials to non-registered Shareholders who are "objecting beneficial owners" (as defined in NI 54-101), including a voting instruction form. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post its information circular in respect of a meeting of its shareholders and related materials online.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are Barry Card, Interim Chief Executive Officer of the Corporation, and Randy Watt, Chief Financial Officer of the Corporation. **Each Shareholder is entitled to appoint a person or company (who need not be a Shareholder) other than the individuals named in the enclosed form of proxy to represent them at the Meeting. A Shareholder desiring to appoint some other person or company to represent them at the Meeting may do so by inserting the desired person's or company's name in the blank space provided in the form of proxy and depositing the completed and signed proxy with Computershare Investor Services Inc. All completed and signed proxies should be deposited by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 not later than 9:00 a.m. (Calgary time) on Wednesday, June 8, 2022, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjournment(s) or postponement(s) of the Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting at their discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend this time limit for the receipt of completed proxies by Computershare Investor Services Inc. without notice.**

A proxy given pursuant to this solicitation may be revoked by an instrument in writing, including another proxy bearing a later date, executed by the Shareholder or by such Shareholder's attorney duly authorized in writing, and deposited with Computershare Investor Services Inc. by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 not later than 9:00 a.m. (Calgary time) on Wednesday, June 8, 2022, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjournment(s) or postponement(s) of the Meeting, or with the Chair of the Meeting on the day of, but prior to the commencement of, the Meeting or any adjournment(s) or postponement(s) thereof, or in any other manner permitted by law.

Voting of Proxies

The Common Shares represented by the proxies which are hereby solicited will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. Where a Shareholder fails to specify a choice with respect to a matter referred to in the Notice of Meeting, the persons named in the enclosed form of proxy will vote the Common Shares represented by such proxy **IN FAVOUR** of the matters proposed by management at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting, or other matters that may properly come before the Meeting or any adjournment(s) or postponement(s) thereof, to the fullest extent permitted by law, whether or not such amendment, variation or other matter is routine or contested. As of the date hereof, the Corporation is not aware of any amendments, variations or other matters to be brought before the Meeting. However, if any amendments or variations to matters identified in the Notice of Meeting or any other matters which are not known to management should properly come before the Meeting or any adjournment(s) or postponement(s) thereof, the Common Shares represented by properly executed proxies given in favour of the persons designated by management of the Corporation in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

Advice to Beneficial Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most of the Shareholders of ClearStream are Beneficial Shareholders who hold their Common Shares in an account with a brokerage firm, financial institution or other agent. In Canada, the vast majority of such shares that are held in an account with a brokerage firm, financial institution or other agent are registered in the name of CDS & Co., the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for most brokerage firms in Canada. Common Shares that are held in this manner in an account with a brokerage firm, financial institution or other agent, or their nominee, can only be voted upon instruction from the Beneficial Shareholder. Without specific instructions, such broker or nominee is prohibited from voting such Common Shares.

Applicable regulatory policy requires the broker to seek voting instructions from the Beneficial Shareholder in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions, which Beneficial Shareholders should carefully follow in order to ensure their Common Shares are voted at the Meeting. The form of proxy supplied by the broker is sometimes identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the broker, as registered shareholder, how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge mails a scannable voting instruction form in lieu of the form of proxy. Beneficial Shareholders are asked to properly complete and return the voting instruction form in accordance with the directions contained therein, which include by mail, facsimile, toll-free call or over the internet, in order to vote their Common Shares. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A voting instruction form from Broadridge cannot be used as a proxy to vote Common Shares directly at the Meeting and it must be properly completed and returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

The purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares that they beneficially own. **Should a Beneficial Shareholder wish to attend and vote at the Meeting, or any adjournment(s) or postponement(s) thereof, in person (or to have another person appointed as proxyholder to attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should follow the procedure in the voting instruction form and request a form of legal proxy which will grant the Beneficial Shareholder the right to attend the Meeting, and any adjournment(s) or postponement(s) thereof, and vote in person. Beneficial Shareholders should**

carefully follow the instructions in the voting instruction form, including those regarding when and where the proxy or voting instruction form is to be delivered.

A Beneficial Shareholder may revoke a proxy or voting instruction form by written notice or by submitting a proxy or voting instruction form bearing a later date. In order to ensure that a revocation of a proxy or voting instruction form is acted upon, the written notice should be received by Broadridge well in advance of the time by which the revocation of proxy or new proxy is required to be deposited. See "*Appointment and Revocation of Proxies*" above.

Voting and Record Date

As of the date hereof, there are 110,001,239 Common Shares issued and outstanding. Each holder of Common Shares of record at the close of business on April 21, 2022 (the "**Record Date**") is entitled to one vote for each Common Share then held on all matters to be acted upon at the Meeting, provided that if a Shareholder has transferred the ownership of any of their Common Shares after the Record Date and the transferee of those Common Shares produces properly endorsed Common Share certificates or otherwise establishes that they own the Common Shares and demands, not later than 10 days before the Meeting, or any shorter period that the chair of the meeting may permit, that their name be included in the list of Shareholders before the Meeting, then the transferee shall be entitled to vote such Common Shares at the Meeting.

Principal Holders of Voting Shares

To the knowledge of the Corporation's directors and executive officers, as at the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, other than:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
Canso Investment Counsel Ltd. ⁽¹⁾	17,588,076	16%

Note:

(1) In its capacity as portfolio manager for and on behalf of certain accounts that it manages.

Quorum, Adjournment and Postponement

Pursuant to the by-laws of ClearStream, a quorum for the Meeting is two Shareholders personally present and representing, either in their own right or by proxy, not less than 25% of the outstanding Common Shares.

The proxies submitted for the Meeting remain valid for purposes of voting at any adjournment(s) or postponement(s) of the Meeting. Therefore, a Shareholder is not required to re-submit their proxy form for the purposes of any adjourned or postponed Meeting.

Approval Requirement

All of the matters to be considered at the Meeting, other than the approval of the Name Change, are ordinary resolutions requiring approval by a simple majority of more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting. Approval of the Name Change requires a special resolution passed by a majority of not less than two thirds (2/3) of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting.

PARTICULARS OF THE MATTERS TO BE ACTED UPON

Receipt of Financial Statements and Auditors' Report

The consolidated financial statements of the Corporation for the year ended December 31, 2021, together with the auditors' report thereon, both of which will be placed before the Shareholders at the Meeting, were mailed to Shareholders who have indicated to the Corporation that they wish to receive them. The financial statements are also available on the Corporation's profile on SEDAR at www.sedar.com. No action is required or proposed to be taken at the Meeting with respect to the financial statements.

Appointment of Auditors

At the Meeting, Shareholders will be asked to approve a resolution re-appointing Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation, to hold office until the next annual meeting of shareholders or until their successors are appointed and to authorize the Board to fix their remuneration. Ernst & Young LLP have acted as the auditors of the Corporation since 2009.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Ernst & Young LLP as auditors of the Corporation and to authorize the Board to fix their remuneration.

The following table provides information about the fees paid or payable to Ernst & Young LLP for the two most recently completed financial years:

Type of Service Provided	2020	2021
Audit Fees ⁽¹⁾	\$597,000	\$576,500
Audit-Related Fees ⁽²⁾	\$45,500	\$45,500
Tax Fees ⁽³⁾	-	-
All Other Fees ⁽⁴⁾	\$1,500	\$1,950
Total	\$644,000	\$623,950

Notes:

- (1) Audit fees are for the audit of the annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees are for assurance and related services that are reasonably related to the performance of the audit or review the Company's financial statements and are not reported as Audit Fees. In 2020 and 2021, audit-related services included procedures regarding internal control over financial reporting.
- (3) Tax fees are for tax compliance, consulting and planning advisory services.
- (4) All other fees include all other non-audit services. In 2020 and 2021, all other fees related to a subscription fee for an IFRS portal.

Election of Directors

Director Nominees

In accordance with the ABCA, the size of the Board is determined by resolution of the Board. The Board currently consists of five directors. At the Meeting, Shareholders will be asked to elect the five nominees named below to act as directors, all of whom are being re-elected. The term of office of each of the current directors of the Corporation expires at the close of the Meeting. If elected, each director will hold office until the close of the next annual meeting or until their successor is elected or appointed, unless earlier resigned or otherwise removed from office.

It is not anticipated that any of the nominees will be unable to continue to serve as directors of the Corporation, but if that should occur for any reason prior to the Meeting, or any adjournment or postponement thereof, then, in the absence of a specification to the contrary in the proxy appointing them

as proxyholders, the persons named in the enclosed form of proxy intend to vote for such other nominees as their best judgment may deem advisable.

As described below under "Majority Voting Policy for Director Elections", the Board has adopted a Majority Voting Policy for the election of directors, whereby if a particular director nominee does not receive a majority of the votes (50% + 1 vote) cast in favour of their election, they will not be considered to have received the confidence and support of Shareholders, even though they will have been duly elected as a matter of corporate law. It is the intention of the persons named in the enclosed form of proxy, if named as proxy and not expressly directed to the contrary in the form of proxy, to vote those proxies FOR the election of each of the nominees specified below.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the election of the five proposed nominees whose names are set forth below.

For each person proposed to be nominated for election as a director of the Corporation, the following table sets forth their name, place of residence, age (at December 31, 2021), the year in which they became a director, a brief biography, their membership on committees of the Board, their attendance at Board and committee meetings during 2021, the number of common shares beneficially owned, controlled or directed (directly or indirectly) by them and the votes for and withheld for their election at the last annual meeting of shareholders. This information is based partly on our records and partly on information received by us from the nominees.

Four of the nominees named below are "independent" within the meaning of NI 52-110. Mr. Dean T. MacDonald is a former executive with the Corporation having served as Executive Chairman (June 2015 to January 2019), Interim Chief Executive Officer (June 2017 to August 2018) and President and Chief Executive Officer (December 2008 to June 2015). Mr. MacDonald received termination payments of an aggregate of \$1,500,000 payable over 2019-2021 in connection with termination of his services, which were conditioned upon him continuing to serve as a director without remuneration for such role, and therefore is not considered independent.

<p>Jordan L. Bitove</p> <p>Toronto, Ontario, Canada Age: 57 Director since⁽¹⁾: 2013 Independent Director</p>		<p>Mr. Bitove is the Publisher of the Toronto Star, Co-Proprietor of Torstar Corporation, and founding partner of NordStar Capital. He is also the Managing Director of Bitove Capital which has diverse interests in real estate, hospitality, natural resources and distribution.</p> <p>Previously, Mr. Bitove was the President and CEO of Vision Companies, an industry-leading experiential marketing firm whose clients included Formula One, the National Football League, the Olympic Games and Canada's Walk of Fame, and launched Great Moments in Catering, which became Canada's largest privately held event catering company. He was part of the original ownership group of the Toronto Raptors, the first NBA franchise awarded outside of the United States.</p> <p>Mr. Bitove currently sits on the Board of Trustees for SickKids Foundation. He previously served as a member of the Board of Directors of the Toronto International Film Festival, the Board of Governors of Western University, and the Canadian Advisory Board for Right to Play. In 2012, he was a recipient of the Queen Elizabeth Diamond Jubilee Medal for his philanthropic work.</p> <p>Mr. Bitove is a graduate of Western University. He also holds the position of Honorary Consul to the Republic of North Macedonia.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2021	Meetings Attended	Total Attendance
For	28,231,225	Board	9 / 9	15 / 17 (88%)
	99.5%	CGC Committee	3 / 4	
Withheld	134,209	HSE Committee	3 / 4	
	0.5%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				23,000

Herbert Fraser Clarke St. John's, Newfoundland and Labrador, Canada Age: 47 Director since ⁽¹⁾ : 2013 Independent Director		<p>Mr. Clarke is the President and Chief Executive Officer of Massage Addict Incorporated, a retailer of massage services. Mr. Clarke was the President and Chief Executive Officer of Herbal Magic Inc., a Canadian weight loss and nutrition company, from February 2011 to August 2013, and previously the President and Chief Operating Officer of Herbal Magic Inc. from February 2009 to February 2011. From October 2002 to July 2007, Mr. Clarke was President and Chief Executive Officer of Hair Club for Men. Prior to this role, Mr. Clarke was an Associate at CCC Investment Banking and an Associate at Ernst & Young LLP. Mr. Clarke is a director of Trees Corporation, which is listed on the NEO Exchange.</p> <p>Mr. Clarke holds a Bachelor of Commerce (Honours) from Memorial University and is a designated Chartered Professional Accountant and Certified Financial Analyst.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2021	Meetings Attended	Total Attendance
For	28,231,025	Board	9 / 9	17 / 17 (100%)
	99.5%	Audit Committee (Chair)	4 / 4	
Withheld	134,409	CGC Committee	4 / 4	
	0.5%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				435,000 ⁽³⁾

Karl Johannson Calgary, Alberta, Canada Age: 60 Director since: 2019 Independent Director		<p>Mr. Johannson is a retired businessman with extensive commercial and operational experience in the upstream and midstream market segments, including natural gas and energy pipelines, as well as in electricity generation and specialty chemicals. From 1994 to February 2019, Mr. Johannson was employed by TC Energy Corporation where he held various leadership roles, including Senior Vice President, Power Commercial; Senior Vice President, Canadian Power; Senior Vice President, Canada and US Northeast Pipeline; President, Natural Gas Pipelines; and, at the time of his retirement, Executive Vice President & President, Canadian and Mexico Gas Pipelines and Energy. From 2013 to 2018, Mr. Johannson served as a director and chairman of the general partner of TC Pipelines L.P., a NYSE-listed limited partnership.</p> <p>Mr. Johannson currently is a member of the Board of Directors of the Alberta Electric System Operator and a member of the Board of Governors of Mount Royal University. Mr. Johannson previously served on the Board of Directors of several companies and associations, including Bruce Power L.P., a nuclear power generation company, Cancarb Limited, a specialty chemical company producing primarily thermal carbon black, the Canadian Energy Pipeline Association, the Canadian Gas Association, and the Canadian Electric Association.</p> <p>Mr. Johannson holds a Bachelor of Arts degree in Economics and a Master of Business Administration in Finance from the University of Calgary. He is also a graduate from Harvard Business School's General Management Program (2002).</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2021	Meetings Attended	Total Attendance
For	27,778,272	Board	9 / 9	21 / 21 (100%)
	97.9%	Audit Committee	4 / 4	
Withheld	587,162	CGC Committee (Chair)	4 / 4	
	2.1%	HSE Committee (Chair)	4 / 4	
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				285,000

Dean T. MacDonald St. John's, Newfoundland and Labrador, Canada Age: 62 Director since ⁽¹⁾ : 2008 Non-Independent Director		<p>Mr. MacDonald is Chair of Deacon Investments Ltd., a private investment company, and Chair of Deacon Sports & Entertainment Limited, a private company that owns three minor professional sports franchises. Mr. MacDonald is a former executive with the Corporation having served as Executive Chairman (June 2015 to January 2019), Interim Chief Executive Officer (June 2017 to August 2018) and President and Chief Executive Officer (December 2008 to June 2015). Mr. MacDonald has had a long and successful career as an operating executive and entrepreneur. His operating experience includes serving as President and Managing Partner of Cable Atlantic, as the Chief Operating Officer of Rogers Cable and as the Chief Executive Officer of Persona Inc. ("Persona"), a TSX-listed cable and internet services company. Mr. MacDonald worked with a syndicate of investment partners to turn Persona's operations around and subsequently sold the business at a significant premium to its purchase price in 2007. Mr. MacDonald has also served as Chairman of the Newfoundland and Labrador Energy Corporation, which manages the province's oil, gas and hydro assets. He has management and investment experience in a number of industries including energy, commercial real estate, marketing and communications.</p> <p>He has served on numerous public and private boards over the past three decades. In 2007, Mr. MacDonald was selected as CEO of the Year by Birch Hill Capital Partners.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2021	Meetings Attended	Total Attendance
For	28,051,691	Board	9 / 9	12 / 13 (92%)
	98.9%	HSE Committee	3 / 4	
Withheld	313,743			
	1.1%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				6,639,907 ⁽⁴⁾

Sean D. McMaster Calgary, Alberta, Canada Age: 63 Director since ⁽¹⁾ : 2014 Independent Director		<p>Mr. McMaster is a retired businessman with extensive experience in legal and regulatory matters. From 1996 to February 2014, Mr. McMaster was employed by TC Energy Corporation where he held various leadership roles. At the time of his retirement, he was Executive Vice President, Stakeholder Relations and General Counsel at TC Energy Corporation with overall responsibility for the management of legal and regulatory affairs, stakeholder relations, internal audit, external communications, compliance and corporate security. From 2003 to 2006, he was President of TransCanada Power, L.P., a TSX-listed limited partnership that held infrastructure assets throughout North America. He was a director of Bruce Power L.P., a nuclear power generation corporation. In January 2019, Mr. McMaster was appointed as Chairman of the Board of Directors of ClearStream.</p> <p>Mr. McMaster graduated from the University of Windsor in 1981 with a Bachelor of Arts (Honours) in Economics and Political Science. He received his Bachelor of Laws from the University of Alberta in 1989 and his Masters of Law from York University in 2006. Mr. McMaster obtained the Charter Director (C. Dir.) designation from the Directors College (a joint venture of McMaster University and the Conference Board of Canada) in 2010.</p>		
Voting Results from last Annual Meeting		Board / Committee Memberships in 2021⁽⁵⁾	Meetings Attended	Total Attendance
For	28,028,226	Board (Chair)	9 / 9	17 / 17 (100%)
	98.8%	Audit Committee	4 / 4	
Withheld	337,208	CGC Committee	4 / 4	
	1.2%			
Common Shares Beneficially Owned or Controlled (directly or indirectly)⁽²⁾:				250,000

Notes:

- (1) Includes time served as a trustee of Newport Partners Income Fund (the predecessor to the Corporation) or as a director of Tuckamore GP Inc.
- (2) The statement as to ownership of, or control and direction over, Common Shares, not being within the knowledge of the Corporation, has been furnished by the relevant nominee or obtained from public filings.
- (3) Mr. Clarke holds 200,000 Shares through 57146 Newfoundland and Labrador Inc.
- (4) Includes shares held directly and indirectly by Deacon Investments Ltd. and MacDonald Family Trust.
- (5) As Chairman of the Board of Directors of the Corporation, Mr. McMaster is invited to attend the meetings of any Committee that he is not a member of. During 2020, he attended four meetings of the HSE Committee as an invited guest.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the management of the Corporation, no nominee is, at the date of this Circular, or has been, within ten years before the date of this Circular,

- (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to an order that was issued while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued while the nominee 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;
- (b) 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) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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 the nominee.

For the purposes of section (a) above, the term "order" means a cease trade order, an order similar to a cease trade order or 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.

To the knowledge of management of the Corporation, no nominee has:

- (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a director nominee.

Advance Notice Provisions

The Corporation's by-laws (the "**By-Laws**") contain advance notice provisions (the "**Advance Notice Provisions**") which provide the Corporation's shareholders, board of directors and management with a clear framework for the nomination of directors to ensure that shareholders will have sufficient time and information to consider proposed director nominees and to ensure for the orderly conduct of business at shareholder meetings. The By-Laws provide that only persons who are nominated in accordance with the Advance Notice Provisions shall be eligible for election as directors of the Corporation at any meeting of shareholders.

The Advance Notice Provisions fix a deadline by which shareholders must submit director nominations by written notice to the secretary of the Corporation prior to any meeting of shareholders and specify the information that a nominating shareholder must include in such written notice in order for director nominees to be eligible for nomination and election at such meeting. No person nominated by a shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the Advance Notice Provisions.

In the case of an annual meeting of shareholders, valid written notice of the nomination to the secretary of the Corporation must be made not less than 30 days prior to the date of the annual meeting; provided,

however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, the valid written notice of nomination to the secretary of the Corporation must be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not also called for other purposes), valid written notice of the nomination to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. Where notice-and-access is used for the delivery of proxy related materials in respect of any such meeting as aforementioned, and the notice date in respect of the meeting is not less than 50 days before the date of the applicable meeting, the valid written notice of nomination must be made not less than 40 days prior to the date of the applicable meeting.

In the event of an adjournment or postponement of a meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of timely notice under the Advance Notice Provisions.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

A copy of the By-Laws that are applicable to the Meeting are available under the Corporation's profile on SEDAR at www.sedar.com (filed on February 2, 2022).

Majority Voting Policy for Director Elections

The Board has adopted a Majority Voting Policy for the election of directors, whereby if a particular director nominee does not receive a majority of the votes (50% + 1 vote) cast in favour of their election, they will not be considered to have received the confidence and support of Shareholders, even though they will have been duly elected as a matter of corporate law. A person elected as a director who is considered for the purpose of this policy not to have received the confidence and support of the Shareholders is required to immediately submit their resignation as a director, to be effective upon acceptance by the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered. The Board will consider the tendered resignation and make its decision whether or not to accept that resignation within 90 days after the date of the relevant Shareholders' meeting and promptly announce it in a press release. If the Board does not accept the resignation of the director, the press release will fully state the reasons for that decision. A copy of such press release will be provided to the TSX.

The Board will accept the tendered resignation, absent exceptional circumstances. In considering whether or not to accept the submitted resignation, the Board will consider all factors that it deems in its discretion to be relevant, including, without limitation, any stated reasons why Shareholders withheld votes for election of such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contribution to the Corporation and the Corporation's corporate governance policies. The Majority Voting Policy applies only to uncontested elections, meaning elections where the number of nominees for election as director is equal to the number of directors to be elected.

Name Change of the Corporation

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a special resolution (the "**Name Change Resolution**"), the full text of which is set out below under "Name Change Resolution", authorizing the Board to elect, in its discretion, to amend the Corporation's articles in order to change the name of the Corporation from "ClearStream Energy Services Inc." to "Flint Corp." (the "**Name Change**") pursuant to section 173(1)(a) of the ABCA.

Background to and Reasons for the Name Change

Adopting a new corporate name reflects the evolution of the Corporation's business of providing asset integrity services to the energy and industrial markets and continued growth of the Flint brand. In June 2019, the Corporation acquired certain assets of the production services division of AECOM Production Services Ltd. and certain of its affiliates, including the Flint brand. Following the acquisition, ClearStream's maintenance and construction services business division was combined with the acquired AECOM business and the combined business became Flint, a division of ClearStream. The purpose of the Name Change is to ensure the Corporation's diverse business, services and commitment to its clients and stakeholders are recognized under one unified brand.

Name Change Resolution

The full text of the Name Change Resolution is set out below:

"BE IT RESOLVED, as a special resolution of the Corporation's shareholders, that:

1. the Corporation is hereby authorized to amend its articles pursuant to section 173(1)(a) of the *Business Corporations Act (Alberta)* (the "**ABCA**") to change the name of the Corporation from "ClearStream Energy Services Inc." to "Flint Corp." on a date to be determined by the directors of the Corporation;
2. any director or officer of the Corporation is hereby authorized and directed to execute and deliver (or cause to be executed and delivered), on behalf of the Corporation, Articles of Amendment to the Registrar of Corporations appointed under the ABCA;
3. notwithstanding that this special resolution has been approved by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, at their sole discretion, to revoke this special resolution prior filing of the Articles of Amendment without any further notice to or approval of the shareholders of the Corporation; and
4. any director or officer of the Corporation is hereby authorized and directed to execute and deliver (or cause to be executed and delivered), on behalf of the Corporation, all such further deeds, agreements, documents or writings, to pay all such expenses and to take such further and other actions or steps as, in the sole discretion of such director or officer, are necessary or desirable in order to carry out fully the foregoing resolutions upon such terms and conditions as may be approved from time to time by the directors of the Corporation, such approval to be conclusively evidenced by the signing of such deeds, agreements, documents and writings or taking of such actions or steps by such director or officer."

Recommendation of the Board of Directors

The Name Change Resolution is a special resolution and, as such, requires approval by not less than two-thirds (66 2/3%) of the votes cast by the Shareholders present in person, or represented by proxy, at the Meeting. The Board has determined that the proposed amendment to the Corporation's articles is in the best interests of the Corporation and its Shareholders. The Board unanimously recommends that Shareholders vote FOR the Name Change Resolution.

It is the intention of the persons named in the form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxies **FOR** the Name Change Resolution.

If the Name Change Resolution is approved by Shareholders, the Corporation intends to file Articles of Amendment, in the prescribed form, with the Registrar of Corporations under the ABCA prior to

December 31, 2022. The effective date of the change of the Corporation's name will be the date of the certificate of amendment issued by the Registrar of Corporations in respect of the change of the Corporation's name under the ABCA. The Corporation will issue a press release announcing the filing of the Articles of Amendment giving effect to the Name Change.

Board Discretion

The Name Change Resolution authorizes the Board, in its sole discretion, to revoke the resolution before it is acted on without further approval of the Shareholders, which means that even if the Name Change Resolution is approved by Shareholders at the Meeting, the Board may determine not to proceed with completion of the amendment and filing the Articles of Amendment under the ABCA.

Trading Symbol

The Common Shares currently trade under the symbol "CSM" on the TSX. Upon the Name Change becoming effective, it is expected that the Common Shares will thereafter trade under the symbol "FLNT" on the TSX (subject to receipt of all necessary approvals from the TSX).

COMPENSATION DISCUSSION AND ANALYSIS

Overview

This compensation discussion and analysis describes the Corporation's overall approach to executive compensation for the year ended December 31, 2021. In particular, this compensation discussion and analysis focuses on:

- significant elements of ClearStream's senior management compensation programs;
- principles on which ClearStream makes compensation decisions and on which it determines the amount of each element of senior management compensation; and
- analysis and discussion of the material compensation decisions made by the Corporate Governance and Compensation Committee (the "**CGC Committee**") of the Board for 2021.

The information in this compensation discussion and analysis is given as of December 31, 2021, unless otherwise stated.

Objectives of ClearStream's Compensation Programs

ClearStream's compensation programs are designed to meet the following principal objectives:

- to incent and align the interests of management with the long-term interests of Shareholders;
- to enhance the growth and profitability of ClearStream;
- to provide competitive levels of compensation in order to attract, retain and motivate high-quality individuals at all levels of the organization;
- to encourage individual performance and achievement of business objectives;
- to maintain an entrepreneurial spirit by linking incentives to performance; and
- to foster a sense of teamwork and fairness.

ClearStream's overall approach to executive compensation is to attract, engage and retain highly capable executives through reward structures aligned with our business objectives and consistent with rewards among our comparators and to align employee efforts and goals with our Shareholders' goals of continued value creation.

Compensation Governance

Compensation and Corporate Governance Committee

The CGC Committee makes recommendations to the Board regarding senior management compensation and human resource policies, including compensation of the CEO. The CGC Committee reports to the Board, as set out in its terms of reference, and the Board has final approval on compensation matters.

During 2021, the CGC Committee was comprised of Messrs. Karl Johansson (Chair), Jordan Bitove, Herbert Fraser Clarke and Sean McMaster, each of whom are considered "independent" within the meaning of NI 52-110.

The members of the CGC Committee have direct experience that is relevant to their responsibilities in executive compensation, as well as skills and experience that enable them to make informed decisions on the suitability of the Corporation's executive compensation policies and practices. More specifically, each CGC Committee member has had experience acting in senior management roles for various companies throughout their career, including oversight for performance, compensation and succession planning with respect to senior management and personnel. Further, each CGC Committee member has been a member of several boards of directors where human resources and compensation issues were the object of discussion, recommendation and implementation on a regular basis. For additional information regarding the skills and experience of the members of the CGC Committee, see the applicable nominee biography under the heading "*Particulars of the Matters to be Acted Upon – Election of Directors*".

Risk Management

During each annual review and assessment by the CGC Committee of the Corporation's executive compensation program, the CGC Committee takes into consideration the risks associated therewith. At the present time, the CGC 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.

There are no provisions in any agreements or any of the Corporation's policies, including the Board's policies, restricting the directors or 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 executive officers. The Corporation is not aware of any purchases of such financial instruments by any NEO or director during the most recently completed financial year.

Compensation Consultants and Advisors

In February 2020, the CGC Committee retained Lattoni Associates to prepare a status update of the CVCU Plan and to provide recommendations for awards to be made in 2020.

In the first quarter of 2020, the CGC Committee retained Mercer Human Resources Consulting to provide industry compensation data for senior officers in the energy services sector.

In 2021, the Corporation participated in an annual energy industry compensation survey conducted by Mercer Human Resources Consulting.

The table below provides a summary of the fees paid by the Corporation to compensation consultants and advisors for the two most recently completed financial years.

Year Ended December 31	Name of Compensation Consultant or Advisor	Executive Compensation-Related Fees	All Other Fees
2020	Lattoni Associates	\$11,477	Nil
2020	Mercer Human Resources Consulting	\$3,171	Nil
2021	Mercer Human Resources Consulting	\$12,000	Nil

Reward Strategy and Policy

The Corporation's executive reward strategy is designed around the principles of pay for performance, clear alignment with creating value for Shareholders, active engagement and motivation, and competitive positioning for recruiting, engaging and retaining superior talent in the Canadian energy services sector.

Base salary is linked to excellence in executing business strategy, defined responsibilities and sustained contributions. The Annual Incentive Plan ("**AIP**") is linked to the achievement of critical annual performance metrics, including Company EBITDA, a non-IFRS measure (see "*Advisory Regarding Non-Standard Measures*"), and individual performance is linked to the execution of defined annual business plans and strategies. Long-term incentive compensation is linked to the achievement of specified performance metrics and individual performance over a three-year period.

Generally, ClearStream's target positioning is as follows:

- Base salary is targeted to the median of the Comparator Group;
- Total cash (the sum of base salary and annual incentives) is targeted to the median total cash of the Comparator Group for performance at target and up to the 75th percentile for superior performance;
- Total direct compensation (the sum of target total cash and the present value of long-term incentive grants) is targeted to the median total direct compensation of the Comparator Group and up to the 75th percentile for superior performance; and
- Total compensation (the sum of total direct compensation plus benefits and perquisites) is targeted to the median of the Comparator Group and up to the 75th percentile for superior performance.

Target positioning for each role and individual also considers internal equity among the NEOs and other executive team members.

ClearStream competes for executive talent within the energy services sector, as well as the broader energy sector. Accordingly, the Corporation compiles and reviews executive compensation data from a cross-section of similarly sized competitors in the sectors in which it competes for business, as well as comparably sized organizations in the energy services sector.

The Corporation's 2021 comparator group (the "**Comparator Group**") included the following companies:

- Badger Infrastructure Solutions Inc.
- CES Energy Solutions Corp.
- Macro Enterprises Inc.
- North American Construction Group Ltd.
- ShawCor Ltd.
- Terravest Industries Inc.
- Total Energy Services Inc.
- Vertex Resource Group Ltd.

The CGC Committee reviews the Comparator Group annually and adjusts the group for changes in ClearStream's scope and size as well as structural changes in the sector, such as mergers and new entrants. There were no changes to the Comparator Group relative to last year.

Named Executive Officers

For the year ended December 31, 2021, the Named Executive Officers were: Yves Paletta, former Chief Executive Officer; Randy Watt, Chief Financial Officer; Neil Wotton, Chief Operating Officer; Barry Card, Chief Commercial Officer (currently Interim Chief Executive Officer); and Murray Desrosiers, Senior Vice President and General Counsel.

Mr. Paletta resigned as Chief Executive Officer of the Corporation and Barry Card, former Chief Commercial Officer, was appointed as the Interim Chief Executive Officer of the Corporation effective March 4, 2022.

Components of Executive Compensation

This section describes the compensation structures and plans in force in 2021. Compensation of the Corporation's executives consists of base salary, annual incentive plan awards, long-term incentives, and benefits and perquisites.

Base Salary

ClearStream pays a base salary as a means of providing a non-performance based element of compensation that is certain and predictable and is generally competitive with market practice. Base salary is targeted to median levels of base salary among the Comparator Group and actual individual base salary reflects the experience and capabilities of each executive as well as her or his sustained level of contribution.

Base salary is reviewed annually by the CGC Committee. For NEOs other than the CEO, the CGC Committee reviews the individual tally sheets for each NEO that array the complete history of base salary, annual incentives and long-term incentives against the Comparator Group and a cross-section of survey data and the CEO's assessment and recommendations for adjustments, if any. For the CEO, the CGC Committee reviews the individual tally sheet for the CEO, conducts its own performance assessment and makes its recommendations to the Board.

Annual Incentive Plan

The AIP is a broad-based plan for salaried employees, including the NEOs, and is linked to the achievement of specified corporate performance metrics and individual objectives, in each case established at the beginning of the year. Where performance is below pre-defined threshold levels, no amounts will be payable under the AIP. The Board and the CGC Committee review the performance and may adjust calculated AIP payments based on their judgment.

Corporate performance metrics for the AIP include safety (measured by total recordable injury frequency (TRIF)), Company EBITDA, business unit EBITDA, working capital (measured by average days sales outstanding), progress on the digital transformation project and individual objectives as set by the CEO (or by the CGC Committee, in the case of the CEO). No payout will be made under the AIP if Company EBITDA is less than 80% of the performance target.

For corporate leaders (which include all NEOs), corporate performance metrics are assigned a 60% weighting and individual objectives are each assigned a 40% weighting. For business unit leaders, corporate performance metrics are assigned an 80% weighting and individual objectives are assigned a 20% weighting.

Each NEO is assigned a target annual incentive with NEO targets ranging from 50% to 100% of base salary and actual payments linked to the achievement of pre-defined corporate and/or business unit performance metrics and the attainment of individual objectives. The target bonus payout of 50% of maximum incentive for all NEOs (66.6% for the CEO) is linked to achievement of Board-approved budget levels. Bonus payout above threshold levels is between 0% and 50% of maximum incentive for all NEOs (and between 0% and

66.6% of maximum incentive for the CEO). Bonus payout at top performance is 100% of maximum incentive.

Long-Term Incentive Plans

Through its long-term incentive plans, the Corporation seeks to align the interests and performance of its employees with the Corporation's business strategy and, ultimately, the creation of long-term value for its Shareholders.

On June 19, 2019, the Board approved the Cumulative Value Creation Unit Plan of the Corporation (the "**CVCU Plan**"), which is no longer active, and the initial awards thereunder. The CVCU Plan provided eligible participants (directors, officers, employees and other personnel) with an opportunity to share in 10% of the cumulative "value creation" over a specified performance period (typically three years) through the grant of units ("**CVCUs**"). Value creation under the CVCU Plan was calculated for the specified performance period as enterprise value (calculated as 5x Adjusted EBITDAS) less new equity investments over such period less net debt at the end of such period. The Board, based on advice from Lattoni Associates, decided on two types of grants: a triennial grant (i.e., once every three years) for the Executive Leadership Team members; and an annual grant for the directors and all other participants. A description of the CVCU Plan is contained in Schedule "A".

The Covid-19 pandemic had a significant impact on the Corporation's business in 2020, resulting in Adjusted EBITDAS (which excluded any Government subsidies received in 2020 and 2021) being well below target. As a result, no payout was made for CVCUs with a performance period of 2018-2020 or 2019-2021 since the Adjusted EBITDAS-based value creation criteria was not attained.

Given these effects on the operation of the CVCU Plan, the CGC Committee, working with the CEO, began exploring and developing a new form of long-term incentive plan in early 2021. The objective was to design a plan that would reward participants for the achievement over a longer period (typically three years) of specified corporate performance metrics and individual objectives that are linked to the Corporation's long-term strategic objectives and the creation of shareholder value.

On March 4, 2021, the Board approved a new form of long-term incentive plan (the "**Performance Incentive Plan**"), as a replacement for the CVCU Plan, and the initial grant of awards thereunder. The Performance Incentive Plan provides participants (officers, employees and other personnel) with the opportunity, through the grant of awards ("**PIP Awards**"), to earn a long-term incentive cash payment amount ("**PIP Payout**"). The directors are not participants under the Performance Incentive Plan. See "*2021 Compensation Decisions – Long-Term Incentive Plan*" for a description of the awards that were granted in 2021.

Benefits and Perquisites

The Corporation maintains a broad-based benefit program, including medical, dental and life insurance, for its employees, including the NEOs. The Corporation provides a company vehicle or monthly taxable automobile allowances to senior executives.

The Corporation has a savings plan to assist its employees in meeting their savings goals. The Corporation matches each employee's contributions to a maximum of 4% of their base salary. The combined contributions are allocated by the employee to a RRSP, spousal RRSP, a tax-free savings account or a non-registered investment account. Investment options under the savings plan include a suite of professionally managed investment funds.

As a result of the impact of the Covid-19 pandemic on the Corporation's business, the matching contributions to the savings plan were suspended from April 1, 2020 to April 30, 2021.

2021 Compensation Decisions

For 2021, the CGC Committee undertook the following steps in determining executive compensation:

- Reviewed progress against performance targets and implications for variable pay.
- Reviewed compensation materials provided by management in advance of compensation-related meetings, including individual tally sheets for each NEO that array the complete history of base salary, annual incentives and long-term incentives against the Comparator Group and a cross-section of survey data.
- Reviewed performance and made recommendations for the Board's consideration and approval regarding base salary, annual incentives, long-term incentive plan awards and benefits and perquisites.

Base Salary

On March 4, 2021, the CGC Committee met to consider base salaries for the NEOs for 2021. Pursuant to a compensation survey prepared by the CEO, the CGC Committee recommended that base salaries for the NEOs for 2021 be maintained at 2020 levels. The Board accepted the recommendation of the CGC Committee. Effective November 1, 2021, the base salary for Barry Card, then Chief Commercial Officer, was increased to \$300,000 (from \$275,000) in recognition of both individual performance and additional responsibilities that he had assumed.

Looking Forward to 2022

On March 8, 2022, the CGC Committee met to consider the base salaries for the NEOs. The CGC Committee considered several factors, including individual performance, labour market conditions and the fact that there had been no increases since 2018 (except for Mr. Card in 2021). The CGC Committee recommended (and the Board subsequently approved) the following changes to the base salaries effective March 1, 2022: Randy Watt \$315,000 (+5%); Neil Wotton \$315,000 (+5%); and Murray Desrosiers \$280,000 (+12%). In connection with the appointment of Barry Card as Interim Chief Executive Officer on March 4, 2022, his base salary was increased to \$400,000 (+33%).

Annual Incentive Plan

On March 4, 2021, the CGC Committee met to consider the performance metrics and targets under the AIP for 2021. The CGC Committee recommended (and the Board subsequently approved) the performance metrics and targets, which are listed in the table below.

On March 8, 2022, the CGC Committee met to consider the proposed payout under the AIP for 2021 performance. The following table shows the Corporation's 2021 performance relative to the corporate performance scorecard.

Performance Metric	Weighting⁽¹⁾	Performance Target	Result	Result as % of Maximum
Company EBITDA (\$ millions)	40%	\$16.2	\$13.0	2.5%
Average Days Sales Outstanding	10%	80 days	82 days	37.5%
Safety (TRIF) ⁽²⁾	10%	0.38	0.43	-

Performance Metric	Weighting ⁽¹⁾	Performance Target	Result	Result as % of Maximum
Individual Performance ⁽³⁾	30%	Met Expectations	Met or Exceed Expectations	50-75%
Digital Transformation ⁽⁴⁾	10%	Met Expectations	Met Expectations	50%

Notes:

- (1) The weightings shown in the table are for a corporate leader, which includes all of the NEOs.
- (2) Total Recordable Injury Frequency (TRIF) represents the number of recordable injuries per 200,000 hours worked.
- (3) Individual Performance is measured through two elements: (i) competency of the individual against position requirements; and (ii) achievement of goals set at the beginning of 2021 that aligned with the corporate strategic plan and objectives. There are five possible ratings for individual performance: needs improvement (0% payout); partially meets expectations (25% payout); meets expectations (50% payout); exceeds expectations (75% payout); and outstanding (100% payout).
- (4) In early 2021, management recommended (and the Board subsequently approved) that a new enterprise resource planning system be implemented. Given the importance of this project to the Corporation and the fact that its success relies heavily on the leadership and execution from the project team, but also requires the involvement and contribution (in terms of time and resources) from the rest of the organization (corporate, operational and functional leaders), it was added as a performance metric for the AIP. There are five possible ratings for individual performance: needs improvement (0% payout); partially meets expectations (25% payout); meets expectations (50% payout); exceeds expectations (75% payout); and outstanding (100% payout). At year-end 2021, an overall assessment of this project was made by comparing the results or projected results with the baseline that was established at the end of Q1 2021, when the final investment decision was made. A rating of meets expectations was assigned to this performance metric for 2021.

The following table shows the annual targets under the AIP and the actual payout received in 2021 for each of the Named Executive Officers.

Name	Annual AIP Target		2021 AIP Payment	
	Amount (\$)	As % of Base Salary	Amount (\$)	As % of Annual AIP Target
Yves Paletta	500,000	100%	-	-
Randy Watt	225,000	75%	145,125	65%
Neil Wotton	225,000	75%	145,125	65%
Barry Card	206,250	75%	135,047	65%
Murray Desrosiers	125,000	50%	80,625	65%

Long-Term Incentive Plan

To establish the potential for an annual payout under the Performance Incentive Plan, the Board approved two types of PIP Awards for 2021: an award with a two-year performance period (2021-2022); and an award with a three-year performance period (2021-2023). Going forward, the Board's practice will be to grant an annual award with a three-year performance period.

For the specified performance period, a participant's PIP Payout is calculated by multiplying the PIP Target by the PIP Multiplier, where:

- (a) the PIP Target is the dollar amount calculated as the participant's annual base salary multiplied by the participant's long-term incentive target (expressed as a percentage of the annual base

salary) in effect on the first day of the performance period. For the NEOs, the PIP targets are 200% for the CEO, 120% for Messrs. Card, Watt and Wotton, and 100% for Mr. Desrosiers; and

- (b) the PIP Multiplier is the percentage, which ranges from 0% to 200%, determined by the Board based on the Board's evaluation of the participant's level of attainment of the specified performance metrics.

PIP Payout amounts under the Performance Incentive Plan range from 0% to 200% of PIP Target. Where attainment of the performance metrics is below pre-defined threshold levels, no PIP Payout amount will be payable.

The Board or the CGC Committee pre-determines the performance metrics and respective weightings, the performance threshold and target levels, and corresponding payout percentages in respect of PIP Awards.

The following table sets forth the performance metrics that will be used to calculate the PIP Multiplier for the two-year performance period (2021-2022) and the three-year performance period (2021-2023) and the weighting assigned to each performance metric:

Performance Metric	Weighting (%)	
	2021-2022 Performance Period	2021-2023 Performance Period
Adjusted EBITDAS	30%	30%
Average Days Sales Outstanding	10%	10%
Long-Term Debt Servicing	15%	-
Ability to Pay Preferred Share Dividends	15%	-
Long-Term Debt	-	30%
Total Recordable Injury Frequency	10%	10%
Individual Performance	20%	20%
Total	100%	100%

The following table sets forth the potential Payout Amounts for the initial PIP Awards granted to the NEOs in 2021 at target and maximum performance achievement. Where attainment of the performance metrics is below pre-defined threshold levels, no amounts will be payable.

Grantee Name	Annual LTIP Target (as % of Base Salary)	PIP Award Performance Period	Potential PIP Payout (\$)	
			Target	Maximum
Yves Paletta	200%	2021-22	1,000,000	2,000,000
		2021-23	1,000,000	2,000,000
Randy Watt	120%	2021-22	360,000	720,000
		2021-23	360,000	720,000
Neil Wotton	120%	2021-22	360,000	720,000
		2021-23	360,000	720,000
Barry Card	120%	2021-22	330,000	660,000

Grantee Name	Annual LTIP Target (as % of Base Salary)	PIP Award Performance Period	Potential PIP Payout (\$)	
			Target	Maximum
		2021-23	330,000	660,000
Murray Desrosiers	100%	2021-22	250,000	500,000
		2021-23	250,000	500,000

Any amounts earned under the Performance Incentive Plan at the end of the applicable performance period will be reported in the summary compensation table as non-equity incentive plan compensation (long-term incentive plans).

The treatment of outstanding PIP Awards in the event of death, termination for cause, termination without cause, voluntary resignation and in the event of a change of control is set out below under the heading "*Termination and Change of Control Benefits*".

Looking Forward to 2022

On March 8, 2022, the CGC Committee recommended (and the Board subsequently approved) the grant of PIP Awards for 2022. These awards have a three-year performance period (2022-2024) and use the same performance metrics and weightings as the PIP Awards granted in 2021 with a three-year performance period (2021-2023). In connection with these awards, the Board established new performance thresholds and target levels for each performance metric.

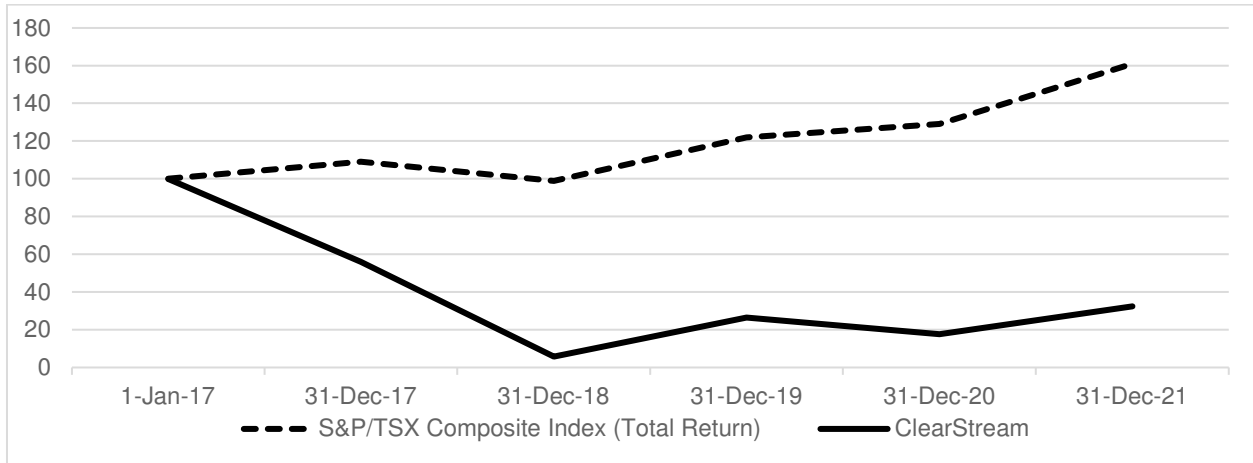
Burn Rate

In accordance with TSX rules, the "burn rate" is calculated by dividing the number of share-based awards granted during the applicable fiscal year by the weighted average number of Common Shares outstanding for the applicable fiscal year, expressed as a percentage. The table below provides details on the burn rate for the Option Plan and the PSU and RSU Plan for the three most recently completed fiscal years. No options, PSUs or RSUs were granted during the years ended December 31, 2019, 2020 or 2021.

Burn Rate	Year Ended December 31		
	2019	2020	2021
Options	Nil	Nil	Nil
PSUs	Nil	Nil	Nil
RSUs	Nil	Nil	Nil

Performance Graph

The following graph compares the cumulative total return of the S&P/TSX Composite Total Return Index to ClearStream's cumulative total shareholder return over the period from January 1, 2017 to December 31, 2021, assuming a \$100 investment on January 1, 2017. No dividends or other distributions on the Common Shares were made by the Corporation during this period.



As discussed above, the CGC Committee considers a number of factors in connection with its determination of appropriate levels of compensation for Named Executive Officers. The levels of compensation for Named Executive Officers do not necessarily track the changes in the market value of Common Shares, given that the capital structure of the Corporation is heavily weighted to debt and preferred shares.

Summary Compensation Table

The following table provides a summary of the compensation of the NEOs for the three most recently completed financial years.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation		Pension Value (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total Compensation (\$)
					Annual Incentive Plans ⁽¹⁾ (\$)	Long-Term Incentive Plans ⁽²⁾ (\$)			
Yves Paletta ⁽⁵⁾ Chief Executive Officer	2021	500,000	Nil	Nil	Nil	Nil	Nil	20,000	520,000
	2020	487,500	Nil	Nil	Nil	800,000	Nil	6,154	1,293,654
	2019	500,000	Nil	Nil	556,730	Nil	Nil	19,231	1,075,961
Randy Watt Chief Financial Officer	2021	300,000	Nil	Nil	145,125	Nil	Nil	12,000	457,125
	2020	292,500	Nil	Nil	Nil	300,000	Nil	3,692	596,192
	2019	300,000	Nil	Nil	208,557	Nil	Nil	12,000	520,557
Neil Wotton Chief Operating Officer	2021	300,000	Nil	Nil	145,125	Nil	Nil	12,000	457,125
	2020	292,500	Nil	Nil	Nil	360,000	Nil	3,692	656,192
	2019	300,000	Nil	Nil	321,057	Nil	Nil	12,000	633,057
Barry Card ⁽⁶⁾ Chief Commercial Officer	2021	279,167	Nil	Nil	135,047	Nil	Nil	11,167	425,380
	2020	268,125	Nil	Nil	Nil	330,000	Nil	3,385	601,510
	2019	275,000	Nil	Nil	294,302	Nil	Nil	11,000	580,302
Murray Desrosiers ⁽⁷⁾ Senior Vice President and General Counsel	2021	250,000	Nil	Nil	80,625	Nil	Nil	10,000	340,625
	2020	243,750	Nil	Nil	200,000	Nil	Nil	3,077	446,827
	2019	83,333	Nil	Nil	57,933	Nil	Nil	47,308	188,574

Notes:

- (1) Unless otherwise noted, the amounts reported represent the annual bonus awarded (either under the AIP or on a discretionary basis) for the applicable year and are typically paid in the first half of the following year. In 2021, the annual bonus was earned under the AIP and was paid in March 2022. In 2020, discretionary bonuses were awarded for individual performance and no bonuses were paid under the AIP as threshold performance levels were not achieved. In 2019, the annual bonus was earned under the AIP and was paid in March 2020.
- (2) The actual value of PIP Awards cannot be determined until the end of the applicable performance period of such award when such amounts are actually earned. See "Compensation Discussion and Analysis – Components of Executive Compensation – Long-Term Incentive Plans". For details regarding the grants that have been made to the Named Executive Officers, see "Compensation Discussion and Analysis – 2021 Compensation Decisions – Long-Term Incentive Plan".
- (3) ClearStream does not have any defined benefit or defined contribution pension plans or any other plans that provide for the payment of pension plan benefits.
- (4) The amounts shown in the table above represent ClearStream's matching contributions to the employee savings plan (see "Compensation Discussion and Analysis – Components of Executive Compensation – Benefits and Perquisites"). As a result of the impact of the Covid-19 pandemic, the Corporation's matching contributions to the savings plan were suspended from April 1, 2020 to April 30, 2021. The value of perquisites received by each NEO, including property or other personal benefits provided to the NEO that are not generally available to all employees, were not in the aggregate greater than \$50,000 or 10% of the NEO's base salary for the financial year.
- (5) Mr. Paletta served as the Chief Executive Officer of the Corporation from August 20, 2018 to March 4, 2022.
- (6) Effective November 1, 2021, Mr. Card's base salary was increased to \$300,000 (from \$275,000) in recognition of both individual performance and additional responsibilities that he had assumed. Mr. Card was appointed Interim Chief Executive Officer of the Corporation effective March 4, 2022.
- (7) Mr. Desrosiers was appointed as the Senior Vice President and General Counsel of the Corporation effective September 1, 2019. His annualized salary for 2019 was \$250,000. The amount shown for Mr. Desrosiers as All Other Compensation for 2019 includes consulting fees of \$45,000 for the period from July 10, 2019 to August 31, 2019.

Incentive Plan Awards

The table below shows all outstanding equity-based compensation granted to the named executives as at December 31, 2021:

Name and Principal Position	Option-Based Awards					Share-Based Awards			
	Grant Date	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiry Date	Value of Unexercised In-The-Money Options ⁽¹⁾	Grant Date	Number of Shares or Units That Have Not Vested	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
Yves Paletta Chief Executive Officer	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Randy Watt Chief Financial Officer	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Neil Wotton Chief Operating Officer	January 31, 2017	1,230,000	\$0.28	January 31, 2022	Nil	Nil	Nil	Nil	Nil
Barry Card Chief Commercial Officer	January 31, 2017	200,000	\$0.28	January 31, 2022	Nil	Nil	Nil	Nil	Nil
Murray Desrosiers Senior Vice President and General Counsel	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) Calculated based on the closing price of the Common Shares on the TSX on December 31, 2021 of \$0.055.

Value Vested or Earned During the Year

The table below sets forth the value of all option-based awards and share-based awards that vested during the year ended December 31, 2021 and the value of all non-equity incentive plan compensation earned during the year ended December 31, 2021.

Name and Principal Position	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 ⁽¹⁾ (\$)
Yves Paletta Chief Executive Officer	Nil	Nil	-
Randy Watt Chief Financial Officer	Nil	Nil	145,125
Neil Wotton Chief Operating Officer	Nil	Nil	145,125
Barry Card Chief Commercial Officer	Nil	Nil	135,047
Murray Desrosiers Senior Vice President and General Counsel	Nil	Nil	80,625

Note:

(1) The amounts shown represent the annual bonus that was earned under the AIP and was paid in March 2022. See "Compensation Discussion and Analysis – 2021 Compensation Decisions – Annual Incentive Plan".

Pension Plan

ClearStream does not have a retirement plan, pension plan or deferred compensation plan.

Termination and Change of Control Benefits

Each NEO is party to an employment agreement with the Corporation that sets out certain payments to the NEO upon termination of employment, as further described below. The employment agreements also provide that in the event of termination of employment for any reason, the NEO (i) will not disclose any information about the Corporation that is confidential, (ii) will not, without the consent of the Corporation, be employed by, consult with, or otherwise perform services for, own, manage, operate, join, control or participate in the ownership, management, operations or control of or be connected with, in any manner, a competitor to all or part of the business of the Corporation within the Province of Alberta for a period of 12 months (18 months in the case of the CEO) following the date of termination, and (iii) will not, without the consent of the Corporation, solicit any customers, clients or employees of the Corporation on behalf of any third party for a period of 12 months (18 months in the case of the CEO) following the date of termination.

Upon termination for cause, the NEOs are entitled to any salary and vacation pay that has accrued but not paid and to reimbursement for valid expenses for which they have not been reimbursed at the date of termination. Under the Performance Incentive Plan, PIP Awards expire immediately, and no PIP Payout is calculated or paid, for participants whose employment or services terminate during the performance period due to termination for cause.

Upon termination without cause, each of the NEOs, other than the CEO, is entitled to a lump sum payment equal to 12 months' salary and are not entitled to any bonus amounts under the AIP, even if such amount would have been paid during the 12-month notice period. Under the Performance Incentive Plan, a pro-rata PIP Payout will be calculated and paid, at the same time as other PIP Awards with the same performance period.

Each of the NEOs is entitled to resign from their position with the Corporation by providing advance written notice to the Corporation of their resignation of 90 days in the case of Messrs. Card and Wotton and 28 days in the case of Messrs. Desrosiers and Watt. Each of the NEOs is entitled to their annual salary and benefits

during this notice period, which period may be accelerated at ClearStream's option with a lump sum payment to the NEO. The NEOs are not entitled to any bonus amounts under the AIP, even if such amount would have been paid during the applicable notice period. Under the Performance Incentive Plan, PIP Awards expire immediately, and no PIP Payout is calculated or paid, for participants whose employment or services terminate during the performance period due to voluntary resignation.

The Performance Incentive Plan provides that upon the Corporation entering into a transaction which upon completion shall or is likely to result in a change of control, the Board may, in its sole discretion, shorten the performance period, adjust the performance measures and/or accelerate the payout determination date and settlement of the PIP Payout in respect of all outstanding PIP Awards held by any participant.

An NEO's employment agreement terminates immediately upon his death and the Corporation has no further obligation to the NEO or his estate, other than for any accrued but unpaid salary or vacation pay amounts and any expenses that have not yet been reimbursed as of the date of the NEO's death. Under the Performance Incentive Plan, a pro-rata PIP Payout for the NEO will be calculated and paid, at the same time as other PIP Awards with the same performance period.

Upon termination without cause, Mr. Paletta ceased being the CEO of the Corporation effective March 4, 2022 and was entitled to receive the following, assuming the event occurred on December 31, 2021: (i) a lump sum payment equal to 18 months' salary; (ii) a lump sum payment equal to 15% of his salary for 18 months to account for loss of benefits, (iii) two times the annual target bonus amount under the AIP; and (iv) an amount equal to the value of all LTIP awards granted prior to his termination date which remain unvested.

Pursuant to Mr. Paletta's employment agreement, upon his termination of employment, Mr. Paletta became subject to the following restrictions: (i) to not disclose any information about the Corporation that is confidential, (ii) to not, without the consent of the Corporation, be employed by, consult with, or otherwise perform services for, own, manage, operate, join, control or participate in the ownership, management, operations or control of or be connected with, in any manner, a competitor to all or part of the business of the Corporation within the Province of Alberta for a period of 18 months following the date of termination, and (iii) to not, without the consent of the Corporation, solicit any customers, clients or employees of the Corporation on behalf of any third party for a period of 18 months following the date of termination.

The following table sets forth the estimated amounts that the Named Executive Officers employed by ClearStream on December 31, 2021 would have received upon termination of employment for the various reasons outlined below, determined as if termination occurred on December 31, 2021.

Name and Principal Position	Event	Salary (\$)	Annual Bonus (\$)	Benefits (\$)	Share-based Incentive Plans (\$) ⁽¹⁾	Other Long-term Incentive Plans (\$) ⁽²⁾	Total (\$)
Yves Paletta Chief Executive Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	750,000	1,000,000	112,500	Nil	Nil	1,862,500
	Resignation	125,000	Nil	8,300	Nil	Nil	133,300
	Death	Nil	556,730	Nil	Nil	Nil	556,730
	Change of Control	1,000,000	1,000,000	150,000	Nil	Nil	2,150,000
Randy Watt Chief Financial Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	300,000	Nil	Nil	Nil	Nil	300,000
	Resignation	25,000	Nil	1,790	Nil	Nil	26,790
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil
Neil Wotton Chief Operating Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	300,000	Nil	Nil	Nil	Nil	300,000
	Resignation	75,000	Nil	5,370	Nil	Nil	80,370
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil

Name and Principal Position	Event	Salary (\$)	Annual Bonus (\$)	Benefits (\$)	Share-based Incentive Plans (\$) ⁽¹⁾	Other Long-term Incentive Plans (\$) ⁽²⁾	Total (\$)
Barry Card Chief Commercial Officer	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	275,000	Nil	9,480	Nil	Nil	284,480
	Resignation	68,750	Nil	5,120	Nil	Nil	73,870
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil
Murray Desrosiers Senior Vice President and General Counsel	Termination with Cause	Nil	Nil	Nil	Nil	Nil	Nil
	Termination without Cause	250,000	Nil	Nil	Nil	Nil	250,000
	Resignation	20,833	Nil	1,623	Nil	Nil	22,456
	Death	Nil	Nil	Nil	Nil	Nil	Nil
	Change of Control	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) All of the options previously granted to Messrs. Card and Wotton under the Option Plan were fully-vested as at December 31, 2021 and were not in-the-money at such date. See "*Compensation Discussion and Analysis – Value Vested or Earned During the Year*".
- (2) The Corporation has granted PIP Awards to each NEO pursuant to the terms of the Performance Incentive Plan. The NEOs may be entitled to receive certain payments for their PIP Awards upon termination of employment for the reasons outlined in the table. The actual value of PIP Awards cannot be determined until the end of the applicable performance period of such award when such amounts are actually earned. See "*Compensation Discussion and Analysis – Components of Executive Compensation – Long-Term Incentive Plans*". For details regarding the grants that have been made to the Named Executive Officers, see "*Compensation Discussion and Analysis – 2021 Compensation Decisions – Long-Term Incentive Plan*".

Directors' and Officers' Liability Insurance and Indemnity Agreements

We maintain directors' and officers' liability insurance coverage for losses to ClearStream if it is required to reimburse directors and officers, where permitted, and for direct indemnity of directors and officers where corporate reimbursement is not permitted by law. This insurance protects us against liability (including costs), subject to standard policy exclusions, which may be incurred by directors and/or officers acting in such capacity for ClearStream. All of our directors and officers are covered by the policy and the amount of insurance applies collectively to all. The annual cost of this insurance for the policy year ending September 5, 2022 was \$140,550.

In addition, we have entered into industry standard indemnity agreements with each of our directors and officers pursuant to which we have agreed to indemnify such directors and officers from liability arising in connection with the performance of their duties. Such indemnity agreements conform to the provisions of the ABCA.

DIRECTOR COMPENSATION

The director compensation program provides for the following annual retainers: \$225,000 for the Chairman of the Board; \$120,000 for an independent director; \$15,000 for the Chair of the Audit Committee; \$10,000 for the Chair of the CGC Committee; and \$10,000 for the Chair of the HSE Committee. All annual retainers are paid quarterly in arrears except for the Chairman of the Board retainer which is paid monthly in arrears. Directors are also entitled to be reimbursed for reasonable out-of-pocket expenses incurred in connection with the conduct of the Corporation's business. Directors are not paid meeting fees and are not participants in the Performance Incentive Plan.

Looking Forward to 2022

On March 8, 2022, the CGC Committee completed its annual review of the director compensation program. The CGC Committee did not recommend any changes to the director compensation program for 2022, which recommendation was accepted by the Board.

Director Compensation Table

The following table sets forth information concerning the compensation paid to directors for the financial year ended December 31, 2021.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$) ⁽¹⁾	All Other Compensation (\$)	Total Compensation (\$)
Sean McMaster Chairman	225,000	Nil	Nil	Nil	Nil	Nil	225,000
Jordan L. Bitove	120,000	Nil	Nil	Nil	Nil	Nil	120,000
Herbert Fraser Clarke ⁽²⁾	135,000	Nil	Nil	Nil	Nil	Nil	135,000
Karl Johansson ⁽³⁾	140,000	Nil	Nil	Nil	Nil	Nil	140,000
Dean MacDonald ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) ClearStream does not have any defined benefit or defined contribution plans or any plans that provide for the payment of pension plan benefits.
- (2) In addition to the annual director retainer, Mr. Clarke was paid an annual fee of \$15,000 as Chair of the Audit Committee.
- (3) In addition to the annual director retainer, Mr. Johansson was paid an annual fee of \$10,000 as Chair of the HSE Committee and \$10,000 as Chair of the CGC Committee.
- (4) In January 2019, the Board approved a termination payment of \$1,500,000 payable over the next three years (2019-2021) to Mr. MacDonald in connection with his roles as President and Chief Executive Officer from December 2008 to June 2015, Executive Chairman from June 2015 to January 2019, and Interim Chief Executive Officer from June 2017 to August 2018. Such termination payments were conditional upon Mr. MacDonald continuing to serve as a director of the Corporation over the same period of time without director remuneration.

Director Incentive Plan Awards

As at December 31, 2021, there were no outstanding option-based awards or share-based awards for any of the directors, including awards granted before such date. See "*Director Compensation*" above.

Director Value Vested or Earned During the Year

No option-based awards or share-based awards vested during the year ended December 31, 2021 and there was no non-equity incentive plan compensation earned during the year ended December 31, 2021.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Canadian Securities Administrators have established National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"), which sets out a series of guidelines for effective corporate governance (the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires the disclosure by each public company of its approach to corporate governance with reference to the Guidelines.

The CGC Committee reports to the Board. The Board and senior management recognize the importance of corporate governance to the effective management of the Corporation and to the shareholders and other stakeholders of the Corporation. The Corporation's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Corporation are effectively managed so as to enhance the value of the Corporation.

The following sets out the Corporation's approach to corporate governance in accordance with NI 58-101 and NP 58-201.

Independence of Directors

Pursuant to NI 58-101 and NI 52-110, a director is independent if such director has no direct or indirect material relationship with the issuer, which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment. The Board is responsible for determining whether or not each director is "independent". To assist in making such determinations, the board assesses each member's independence against the definition of independence contained in NI 58-101 and NI 52-110.

The Board is currently comprised of Sean D. McMaster (Chair of the Board), Jordan L. Bitove, Herbert Fraser Clarke, Karl Johannson and Dean T. MacDonald, the majority of whom are considered independent (being Messrs. McMaster, Bitove, Clarke and Johannson). Mr. MacDonald is a former executive with the Corporation having served as Executive Chairman (June 2015 to January 2019), Interim Chief Executive Officer (June 2017 to August 2018) and President and Chief Executive Officer (December 2008 to June 2015). Mr. MacDonald received termination payments of an aggregate of \$1,500,000 payable over 2019-2021 in connection with termination of his services, which were conditioned upon him continuing to serve as a director without remuneration for such role, and therefore is not considered independent. The only director who currently holds directorships in other reporting issuers (or equivalent in foreign jurisdictions) is Fraser Clarke, who is a director of Trees Corporation, which is listed on the NEO Exchange.

To facilitate open and candid discussion among its independent directors, at each meeting of the Board and its committees, an opportunity is provided for the independent members to meet independently of the non-independent members and members of management (commonly referred to as an "in camera session"). During the year ended December 31, 2021, a total of 21 in camera sessions were held by the Board and its committees. The Board further provides leadership for the exercise of independent judgement by directors in carrying out their responsibilities by encouraging members to bring forth agenda items, by providing access to members of management and information regarding the Corporation's activities, and by retaining outside advisors when necessary.

The following table sets forth the attendance record of each director for board meetings and committee meetings of the Corporation held during 2021:

Director	Independent	Board Meetings Attended	Audit Committee Meetings Attended	CGC Committee Meetings Attended	HSE Committee Meetings Attended	Overall Attendance
Jordan L. Bitove	Y	9/9	-	3/4	3/4	15/17 (88%)
Herbert Fraser Clarke	Y	9/9	4/4	4/4	-	17/17 (100%)
Karl Johannson	Y	9/9	4/4	4/4	4/4	21/21 (100%)
Dean T. MacDonald	N	9/9	-	-	3/4	12/13 (92%)
Sean D. McMaster ⁽¹⁾	Y	9/9	4/4	4/4	-	16/16 (100%)
Yves Paletta ⁽²⁾	N	9/9	4/4	4/4	4/4	21/21 (100%)

Notes:

- (1) As Chairman of the Board of Directors of the Corporation, Mr. McMaster is invited to attend the meetings of any Committee that he is not a member of. During 2021, he attended four meetings of the HSE Committee as an invited guest.
- (2) As former Chief Executive Officer of the Corporation, Mr. Paletta was typically invited to attend all Board and Committee meetings. We have reported his attendance at the meetings in that capacity.

Mandate of the Board

The Board, either directly or through its committees, is responsible for the stewardship of the Corporation. The mandate of the Board is attached to this Circular as Schedule "B".

The Board discusses and considers how the Corporation communicates with its shareholders, other stakeholders and the public. The Board has approved a Timely Disclosure, Confidentiality and Insider Trading Policy (the "**Disclosure Policy**") covering the timely disclosure of all material information. The Disclosure Policy establishes consistent guidance for determining what information is material, how it is to be disclosed and, to avoid making selective disclosure, making all material disclosures on a widely disseminated basis. The Corporation seeks to communicate with its shareholders and other stakeholders through a variety of channels, including its annual report, quarterly reports, annual information form, news releases and conference calls.

Position Descriptions

The Board has developed written position descriptions for the Chair of Board, the Chair of each Board committee and for the Chief Executive Officer.

The Chair of the Board is responsible for the overall management of the Board, including ensuring that the Board is organized properly, functions effectively and independent of management and meets its obligations and responsibilities. The Chair of the Board maintains a liaison and communication with (i) the other directors and the committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees and (ii) the Chief Executive Officer to ensure that the Board receives adequate and regular updates from the Chief Executive Officer, to discuss concerns of the Board, shareholders and other stakeholders, and to support effective relations with Board members. The Chair of the Board works with the Chief Executive Officer to ensure management succession plans are developed and implemented. The Chair of the Board also assists the CGC Committee with reviewing and assessing director performance and compensation, evaluating the size and composition of the Board and making recommendations for director nominees for election to the Board.

Orientation and Continuing Education

In accordance with its mandate, the Board ensures that new directors receive a comprehensive orientation, which includes written information about the role of the Board, its committees and its directors, the obligations of directors, the business and operations of the Corporation, documents from recent Board meetings, recent filings and financial information, governance documents and policies, important policies and procedures and opportunities for meetings and discussion with members of senior management and other directors. The Corporation is committed to providing all new directors with such information as they require in order to become familiar with the nature and operation of the Corporation's business and the Board's procedures.

To foster the familiarity of the Board with the on-going operation of the Corporation's business, the Board from time to time invites senior management to attend at meetings of the Board to report on their respective business unit activities. In addition, as part of their continuing education, the Board receives presentations and materials from management and outside professional advisors with respect to business and industry risks and new developments, regulatory requirements, corporate governance and market conditions. Directors also attend an annual strategy session with management. Each director is responsible for ensuring that they maintain the skill and knowledge necessary to meet their obligations as a director. The directors are encouraged to participate in continuing education opportunities in order to keep current on developments in the Corporation's industry, various aspects of corporate governance and other matters relating to serving on the board of a public company.

Ethical Business Conduct

The Corporation has adopted a Code of Conduct and Ethics Policy (the "**Code**") that applies to all directors, officers, employees and service providers (each, a "**Covered Party**"). The principles of the Code encourage and promote a culture of ethical business conduct by establishing standards of conduct by which each Covered Party must abide. There have been no material change reports filed since the beginning of the Corporation's last financial year that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Each Covered Party has a responsibility to: (i) avoid apparent or actual conflicts of interest; (ii) avoid actions or behaviours that could create an uncomfortable or hostile work environment; (iii) protect the Corporation's assets; (iv) ensure confidential information remains confidential; (v) discharge their duties in compliance with applicable laws; and (vi) report violations of the Code of which such Covered Party becomes aware. The Board, through the Chief Financial Officer of the Corporation, is responsible for monitoring compliance with the Code. Upon accepting a position with the Corporation, a new director, officer, employee or service provider is required to provide an acknowledgement of their commitment to comply with the Code. In addition, all Covered Parties are required to acknowledge their compliance with the Code on an annual basis.

A copy of the Code is available under the Corporation's profile on SEDAR at www.sedar.com (filed on April 30, 2020).

Pursuant to the ABCA, a director who is a party, directly or indirectly, to a material contract or transaction or proposed material contract or transaction with the Corporation is required to disclose to the Corporation the nature and extent of their interest and must abstain from voting on any resolution to approve the contract or transaction. Under the Code, directors are also obligated to conduct all business affairs in the best interests of the Corporation by dealing with various stakeholders in a manner that avoids real, perceived or potential conflicts of interest.

Compensation

The CGC Committee, which is composed entirely of independent directors, reviews and recommends to the Board for approval the compensation for the Corporation's directors and officers. This committee has

written terms of reference (as set out below in further detail) that clearly establish the committee's purpose, membership qualification, appointment and removal of members, structure and operations, and manner of reporting to the Board.

Nomination of Directors

The CGC Committee, which is composed entirely of independent directors, functions as the nominating committee of the Board and is responsible for making recommendations to the Board with respect to the appropriate size and composition of the Board and as to candidates for election or appointment as directors. From time to time, the Board may also form ad-hoc committees in order to retain search firms and other advisors as necessary in order to recommend to the Board new candidates for independent directors to join the Board.

In making recommendations respecting the nomination of a director, the CGC Committee considers, among other factors, the competencies and skills that the Board needs to possess as a whole (taking into account the corporate strategy), the competencies and skills of current Board members, the competencies and skills that a new director nominee will bring to the position, and whether or not a new nominee can devote sufficient time and resources to their duties as a Board member. The Board believes that it currently is an appropriate size to facilitate efficient and effective decision-making.

Diversity

In accordance with Canadian securities legislation, TSX-listed companies are required to disclose certain information in their management information circulars relating to their gender diversity policies and practices.

Currently, none of the Corporation's directors are women, however, the Corporation believes that diversity benefits the Board and its performance. While the Corporation does not have a written policy regarding women in director positions, effective March 8, 2022, the Board has adopted a target of adding one female director to the Board before the annual meeting of Shareholders to be held in 2023. The purpose of this target is to balance the skills, experience and expertise on the Board with diverse representation, as well as ensuring that female candidates are being fairly considered relative to other candidates. The search for such a director will involve consideration of suitable candidates based on a number of factors, including but not limited to, industry and related skills, character, experience and expertise suited to the candidate's expected role on the Board, and how such factors would complement the skills and experience of the current Board members.

The Corporation does not have a written policy or target regarding women in executive officer positions within the Corporation as the Board does not believe that quotas, strict rules or targets necessarily result in the identification and selection of the best candidates. Currently three of the Corporation's six vice presidents are women and none of its four executive officers are women. The Corporation expects to consider the diversity of the workplace in the selection process for executive officers and vice presidents, in addition to the expertise and experience requirements of the position. The Corporation is committed to providing an environment in which all employees are treated with fairness and respect, and have equal access to opportunities for advancement based on skills and aptitude.

Assessments

The Board is responsible for ensuring that processes are in place and are utilized to assess the effectiveness of the Chairman of the Board, the Board as a whole, each committee of the Board, and each director.

In the fourth quarter of 2021, the Chairman of the Board met individually with each director to discuss (i) the Board's processes and the appropriateness of the meeting materials, (ii) their relationship with the Chief Executive Officer of the Corporation and the other members of the Executive Leadership Team, and

(iii) their future plans, the competencies and skills the Board needs to possess as a whole and the effectiveness of the Board. The Chairman presented a summary of the findings to the Board at a meeting held on December 10, 2021.

Director Term Limits / Board Renewal Policies

The Corporation has not adopted term limits for members of the Board. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Corporation based on their experience with, and understanding of, the Corporation's history, policies and objectives. All of our directors are engaged and bring demonstrable skill to the Board, allowing the Board to operate efficiently and effectively. The Board believes that the imposition of director term limits on a board implicitly discounts the value of continuity amongst board members and runs the risk of excluding experienced and potentially valuable board members as a result of an arbitrary determination. On an ongoing basis, a balance must be struck between ensuring that there are fresh ideas and viewpoints while not losing the insight, experience and other benefits of continuity contributed by longer serving directors. In light of the foregoing, the Board regularly assesses the effectiveness of the Board as a whole, its committees and individual directors.

Audit Committee

Pursuant to NI 52-110, the Corporation is required to have an audit committee. The Audit Committee's responsibilities include: reviewing and recommending to the Board for approval the Corporation's financial statements, management's discussion and analysis, annual information forms and all public disclosure containing audited or unaudited information; ensuring adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, and periodically assessing the adequacy of such procedures; recommending to the Board the appointment and remuneration of the external auditor; overseeing the work of the external auditor, including meeting with the external auditor independently of management and resolving disagreements between the external auditor and management; reviewing the audit plans of the external auditor; pre-approving any non-audit services to be provided to the Corporation by the external auditor; reviewing the Corporation's internal control systems and procedures with management and the external auditor; reviewing management's plans regarding any changes in accounting practices or policies; establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, including violations of the Corporation's Code of Conduct and Ethics Policy; and reviewing and approving any proposed hiring by the Corporation of current or former partners or employees of the current and former external auditor. All of the members of the Audit Committee, being Messrs. Clarke (Chair), Johannson and McMaster, are "independent" and "financially literate" within the meaning of NI 52-110.

Further information concerning the Audit Committee, including the text of the charter of the Audit Committee, is contained in Section 8.2 as well as Appendix "A" in the Corporation's annual information form dated March 8, 2022 for the year ended December 31, 2021 (the "**2021 AIF**"). The 2021 AIF is available under the Corporation's profile on SEDAR at www.sedar.com (filed on March 8, 2022).

Corporate Governance and Compensation Committee

The Board has constituted the CGC Committee to assist the Board in fulfilling its responsibilities in regard to (i) the Corporation's overall approach to corporate governance, including corporate governance policies and practices and identifying candidates for election as directors; and (ii) the Corporation's compensation strategy, policies and programs.

With respect to corporate governance, the CGC Committee's responsibilities include: developing the Corporation's approach to corporate governance and keeping informed of developments in corporate governance and advising the Board and the committees of the Board on corporate governance issues; reviewing and recommending to the Board the statement of corporate governance practices (or similarly

captioned) section of the Corporation's management information circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities before the Corporation publicly discloses this information; making recommendations to the Board with respect to the appropriate size and composition of the Board; recommending to the Board, as required, candidates suitable for election to the Board based on the Board's determination of the competencies, skills and personal qualities desired in new Board members; making recommendations to the Board with respect to the appointment of directors to Board committees and the selection of chairpersons of Board committees; monitoring the appropriateness of, and implementing structures from time to time, to facilitate the independence of the Board and the directors to function independently of management; responding to, and if appropriate, authorizing requests by individual directors to engage outside advisors at the expense of the Corporation; overseeing the Corporation's code of conduct and ethics policy, disclosure policy and whistleblower policy (collectively, the "**Governance Policies**"), and reviewing and recommending to the Board for approval, any applicable changes in or additions to the Governance Policies in the context of competitive, legal and operational considerations; receiving reports on the nature and extent of compliance or any non-compliance with the Governance Policies and applicable legislation, and plans to correct deficiencies, if any, and reporting to the Board on the status of such matters; and approving all transactions involving any "related party", as that term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (collectively, "**Related Party Transactions**"), that are not required to be dealt with by an independent committee of the Board and monitoring any Related Party Transactions and reporting to the Board on a regular basis regarding the nature and extent of the Related Party Transactions.

With respect to compensation strategy, policies and programs, the CGC Committee's responsibilities include: reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating the Chief Executive Officer's performance in light of those goals and objectives, and making recommendations to the Board with respect to the Chief Executive Officer's compensation level based on this evaluation; making recommendations to the Board with respect to non-CEO officer and director compensation; making recommendations to the Board with respect to the establishment of any incentive compensation plans and equity-based compensation plans established for directors, officers and employees of the Corporation and overseeing the administration of such plans; and reviewing and recommending to the Board the compensation discussion and analysis, statement of executive compensation and directors' compensation (or similarly captioned) sections of the Corporation's management information circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities before the Corporation publicly discloses such information.

The members of the CGC Committee are Messrs. Johansson (Chair), Bitove, Clarke and McMaster, all of whom are independent within the meaning of NI 52-110.

Health, Safety and Environment Committee

The Board has constituted the Health, Safety and Environment Committee (the "**HSE Committee**") to assist the Board in fulfilling its responsibilities in regard to the establishment of appropriate health, safety and environment policies and procedures and ensuring that the Corporation complies with applicable legal obligations in these areas. The HSE Committee's responsibilities include: reviewing internal control systems for health, safety and the environment and recommending to the Board for approval fundamental policies pertaining to health, safety and environment that have the potential to impact the Corporation's activities and strategies; monitoring the Corporation's existing health, safety and environmental practices and procedures for compliance with applicable laws and industry standards, and reporting to the Board on applicable laws, regulations, emerging trends and issues relevant to health, safety and environmental matters for the Corporation; investigating any activity that the HSE Committee deems appropriate and, if appropriate, report to the Board thereon; reviewing and investigating, as appropriate, the findings of any significant report by regulatory agencies, external health, safety and environmental consultants or auditors about the Corporation's performance in relation to health, safety and the environment; reviewing and reporting to the Board on the Corporation's performance with respect to health, safety and environmental matters; receiving regular reports from management regarding health, safety and environment matters; and receiving presentations from time to time from various management personnel within the Corporation's operations regarding health, safety and environment issues and safety performance.

The members of the HSE Committee are Messrs. Johannson (Chair), Bitove and MacDonald, all of whom are independent within the meaning of NI 52-110, except Mr. MacDonald. See "Statement of Corporate Governance Practices – Independence of Directors".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As at the date of this Circular, no director, executive officer or employee, and no former, director, executive officer or employee, of ClearStream, or any of its subsidiaries, is currently indebted to ClearStream or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No individual who is a director or executive officer of the Corporation, or who at any time during the most recently completed financial year was a director or executive officer of the Corporation, and no proposed nominee for election as a director, nor any associate of any of the foregoing, is currently, or was at any time during the financial year ended December 31, 2021, indebted to the Corporation or any of its subsidiaries, and no indebtedness of such persons is or has been the subject of a guarantee, support agreement, letter of credit or other similar agreement provided by the Corporation or any of its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only compensation plan under which equity securities of ClearStream may be issued is the Option Plan. No options have been granted under the Option Plan since 2017 and, as of February 1, 2022, there are no outstanding options thereunder. The three-year approval of the unallocated options under the Option Plan will expire on June 19, 2022.

The following table sets out information as at December 31, 2021 concerning the Corporation's equity compensation plans approved and not approved by securityholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (expressed as a percentage of outstanding Common Shares) ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (expressed as a percentage of outstanding Common Shares) (c)
Equity compensation plans approved by securityholders: Option Plan	1,630,000 (1.5%)	\$0.28	9,369,266 (8.5%) ⁽²⁾
Equity compensation plans not approved by securityholders: None	Nil	N/A	N/A
Total	1,630,000 (1.5%)	\$0.28	9,369,266 (8.5%) ⁽²⁾

Notes:

(1) As at December 31, 2021, there were 109,992,668 Common Shares outstanding. As at the date of this Circular, there were 110,001,239 Common Shares outstanding.

- (2) The maximum number of Common Shares issuable under the Option Plan will in no event exceed 10% of the issued and outstanding number of Common Shares (10% of the issued and outstanding number of Common Shares as at December 31, 2021 was 10,999,266).

INTEREST OF MANAGEMENT AND OTHERS IN MATTERS TO BE ACTED UPON

Other than as described elsewhere in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed director of the Corporation, nor any associate or affiliate of the foregoing persons, 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.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Circular, no director, executive officer or other insider, as applicable, nor any associate or affiliate thereof, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that has materially affected or would materially affect ClearStream or any of its subsidiaries.

On December 10, 2021, the Company announced that Canso, in its capacity as portfolio manager for and on behalf of certain accounts that it manages and as sole holder of the Senior Secured Debentures, had agreed to accept the issuance of an additional 4,278 Senior Secured Debentures on December 31, 2021, 4,449 Senior Secured Debentures on June 30, 2022 and 4,627 Senior Secured Debentures on December 31, 2022 at a principal amount of \$1,000 per Senior Secured Debenture in order to satisfy the interest that would otherwise become due and payable on such dates (the "**Payment in Kind Transactions**"). The Payment in Kind Transactions will result in ClearStream saving approximately \$13.4 million in cash. Following the Payment in Kind Transactions, the principal amount of Senior Secured Debentures outstanding was \$111.2 million at December 31, 2021 and will be approximately \$115.7 million at June 30, 2022 and \$120.3 million at December 31, 2022. The terms of the new Senior Secured Debentures issued pursuant to the Payment in Kind Transactions will be the same as the existing Senior Secured Debentures in all material respects. In connection with the Payment in Kind Transactions, the Company entered into the Seventh Supplemental Senior Secured Indenture on December 15, 2021.

AUDITOR

The auditor of ClearStream is Ernst & Young LLP, located at Suite 2200, 215 – 2nd Street S.W., Calgary, Alberta T2P 1M4.

ADDITIONAL INFORMATION

A copy of this Circular has been sent to each director of the Corporation, each Shareholder entitled to receive notice of, and to vote at, the Meeting and to the auditor of the Corporation. Information contained in this Circular is given as of the date hereof, except as otherwise noted. Additional information relating to the Corporation can be found under the Corporation's profile on SEDAR at www.sedar.com. Financial information regarding the Corporation can be found in the Corporation's audited consolidated financial statements for the year ended December 31, 2021, together with the notes thereto and the auditor's report thereon, and accompanying management's discussion and analysis for the year ended December 31, 2021. Copies of these documents, as well as copies of this Circular, are available to securityholders of the Corporation upon written request, free of charge, by contacting the Corporation at 1-855-891-8451 or investorrelations@clearstreamenergy.ca and are available under the Corporation's profile on SEDAR at www.sedar.com.

APPROVAL

The contents and mailing of this Circular have been approved by the board of directors of ClearStream.

DATED at Calgary, Alberta, this 25th day of April, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS
OF CLEARSTREAM ENERGY SERVICES INC.**

Per: (signed) "Sean McMaster"
Sean McMaster
Chairman of the Board of Directors
ClearStream Energy Services Inc.

SCHEDULE "A"

SUMMARY OF LEGACY LONG-TERM INCENTIVE PLANS

Summary of Cumulative Value Creation Unit Plan

During the year ended December 31, 2021, no new awards were made under the CVCU Plan. With the adoption on March 4, 2021 of the Performance Incentive Plan as the Corporation's new long-term incentive plan, no further awards will be granted under the CVCU Plan.

The CVCU Plan provides eligible participants (directors, officers, employees and other personnel) with an opportunity to share in 10% of the cumulative "value creation" over a specified performance period (typically three years) through the grant of units ("**CVCUs**"). Value creation is calculated for such performance period as enterprise value (calculated as 5x Adjusted EBITDA) less new equity investments over such period less net debt at the end of such period.

Under the CVCU Plan, payouts can range from 0-200% of the target long-term incentive for the participant. At the time of grant, participants are told what their individual share of the Value Creation will be (this is a function of the number of CVCUs granted to all participants). To facilitate the potential maximum payout, participants are granted CVCUs in an amount equal to 2x their target annual long-term incentive (6x for participants receiving a triennial grant (i.e., once every three years)). At the end of the performance period, the number of CVCUs that vest is equal to the participant's share of the Value Creation over the performance period. CVCUs are settled in cash upon vesting and payable within one month following Board approval of the Corporation's annual financial statements in respect of the final fiscal year of the performance period.

The following is a summary of the material features of the CVCU Plan.

- The purpose of the CVCU Plan is to provide an incentive to the directors, officers, employees, and other personnel of the Corporation or any of its subsidiaries ("**CVCU Participants**") to achieve the long-term value creation objectives of the Corporation; to give suitable recognition to the ability of such persons who contribute materially to the success of the Corporation and its business; and to attract and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability.
- The CVCU Plan is designed for CVCU Participants to share in 10% of the Value Creation of the Corporation over such periods of time and at such percentage participation levels as determined and allocated upon grant by the CGC Committee.
- The CVCU Plan provides for the issuance of CVCUs entitling the holder to receive a cash payment upon vesting calculated according to the percentage of Value Creation allocated upon grant by the CGC Committee to the CVCU Participant, subject to the terms and conditions of the CVCU Plan.
- Other than in the event of a change of control or a change in the status of the CVCU Participant and subject to the discretion of the CGC Committee, CVCUs vest at the end of the three-year performance period applicable to such CVCUs, as determined by the CGC Committee upon grant. Such performance period, unless otherwise determined by the CGC Committee, commences on January 1 of the calendar year in which the CVCU is granted and ends on the most recently completed financial period immediately prior to the third anniversary of the grant date of such CVCU; and the performance period shall not extend beyond December 31 of the third calendar year commencing after the year in which the CVCU is granted. If vesting is accelerated due to a change of control or a change in the status of the CVCU Participant, the CGC Committee may determine, in its discretion, the applicable performance period.

- Vested CVCUs are settled in cash one month following the date of the approval by the Board of the Corporation's audited annual financial statements for the final fiscal year of the performance period of such vested CVCUs. Unvested CVCUs are cancelled at the end of the applicable three-year performance period.
- For purposes of the CVCU Plan, and as defined therein:
 - "Value Creation" means, for a particular period, five times Adjusted EBITDAS minus New Investment over such period minus Net Debt at the end of such period;
 - "Adjusted EBITDAS" means, for a particular period, EBITDA excluding income from equity investments, gain (loss) on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring costs and gain (loss) on sale of property, plant and equipment;
 - "EBITDAS" means, for a particular period, the Corporation's net earnings before depreciation and amortization, interest expense, income tax expense (recovery) and incentive-based compensation;
 - "New Investment" means, for a particular period, any issuance(s) of equity securities of the Corporation, including any Common Shares or Preferred Shares, for valuable consideration by way of a prospectus offering, private placement or rights offering, other than pursuant to the Option Plan, the PSU and RSU Plan or upon the conversion of any Preferred Shares; and
 - "Net Debt" means, at a particular date, the sum of the amount outstanding under the Corporation's asset-based revolving credit facility, its 8.00% senior secured debentures due March 23, 2026 and other long-term debt, less cash and cash equivalents.
- Except in certain limited circumstances related to the death of a CVCU Participant, CVCUs are non-transferable.
- The Corporation retains the right to suspend, discontinue or amend the CVCU Plan and CVCUs granted thereunder and any such suspension, discontinuance or amendment shall apply only in respect of CVCUs granted on or after the date of such suspension, discontinuance or amendment; provided that the Corporation may not suspend, discontinue or amend the CVCU Plan or amend any outstanding CVCU in a manner that would adversely alter or impair any CVCU previously granted, unless the grantee agrees. No suspension, discontinuance or amendment of the CVCU Plan or amendment of a CVCU may contravene applicable laws to which the CVCU Plan, the CVCUs or the Corporation is now or may hereafter be subject.
- In the event of resignation or termination for cause of a CVCU Participant, any unvested CVCUs terminate and are extinguished. In the event of death or termination without cause of a Participant, the number of CVCUs held by the Participant at the date of death or termination will be pro-rated to reflect the period worked during the applicable performance period and, at the end of the performance period, the number of such pro-rated CVCUs that vest will be equal to the Participant's share of the Value Creation over the performance period.
- Upon the Corporation entering into a transaction which upon completion shall or is likely to result in a change of control, the Board may, in its sole discretion, accelerate the vesting of all outstanding CVCUs and determine the Value Creation for the purpose of determining the vesting level in respect of such CVCUs. All vested CVCUs shall be settled by the Corporation upon (or immediately prior to) completion of the change of control or such other time as the Board may determine.

Summary of Option Plan

The Option Plan is no longer active, with no grants having been made thereunder since 2017.

The Option Plan is a conventional stock option plan with three-year vesting and a maximum five-year term for options to purchase Common Shares granted thereunder. The Option Plan was designed in 2010 to attract and retain personnel with a competitive compensation mechanism, to provide directors, officers, employees, consultants and third party service providers ("**Option Plan Participants**") with an incentive to grow and develop the business of the Corporation by providing such persons with the opportunity to acquire a proprietary interest in the Corporation, and to align Option Plan Participants' interests with the long-term interests of Shareholders.

The following is a summary of the material features of the Option Plan.

- The Option Plan, under which options were granted based on individual contribution and performance, was put in place to attract, motivate and retain qualified employees, directors, consultants and third party service providers (the "**Option Plan Participants**").
- The Option Plan provides that the aggregate number of Common Shares issuable pursuant to options granted under the Option Plan shall not exceed 10% of the aggregate number of Common Shares outstanding from time to time calculated on a non-diluted basis.
- The exercise price of each option granted under the Option Plan shall be equal to the five-day volume weighted average trading price of the Common Shares on the TSX as of the trading day immediately preceding the date of grant of such option. The Board may adjust the number of options granted under the Option Plan and the exercise price upon the occurrence of certain dilutive events. The Option Plan prohibits financial assistance of any kind being provided to a holder for the purpose of exercising any options granted under the Option Plan. The Option Plan does, however, provide for a cashless exercise of options, where the holder can elect to receive either a cash payment equal to the in-the-money amount of an option or Common Shares issued from treasury equal to the in-the-money amount of the option divided by the market price of the Common Shares on the TSX, calculated in accordance with the Option Plan.
- Options under the Option Plan have a term not exceeding five years from the grant date and may be subject to such vesting schedule as determined by the CGC Committee subject to acceleration upon the occurrence of certain change of control events.
- If the expiry date of an option granted under the Option Plan occurs during a period when the Option Plan Participant is prohibited from exercising such option due to trading restrictions imposed by the Corporation in accordance with its insider trading policies or within ten business days after the expiry of a blackout period, then the expiry date of such option is automatically extended to the date that is the tenth business day after the last day of the relevant blackout period.
- Options granted under the Option Plan may not be assigned or transferred other than by will or the laws of descent and, subject to prior approval of the CGC Committee, to an entity or trust controlled by the holder thereof to benefit from advantageous tax treatment.
- The Option Plan and any options granted thereunder may be amended, modified or terminated by the Board and the CGC Committee without Shareholder approval, unless Shareholder approval is required by the rules and policies of the TSX. Changes which may be made without Shareholder approval include, without limitation: (i) minor changes of a "housekeeping" nature; (ii) amending options granted under the Option Plan, including with respect to the expiry date (provided that the expiry date is not more than ten years from the grant date and that such option is not held by an insider), vesting period, exercise method and frequency and effect of termination of an Option Plan Participant's employment or cessation as a member of the Board; and (iii) advancing the date on

which any option granted under the Option Plan may be exercised or extending the expiry date of any option, provided that the period during which an option is exercisable does not exceed ten years from the grant date.

- Shareholder approval is required to: (i) increase the maximum aggregate number of Common Shares issuable pursuant to options granted under the Option Plan; (ii) reduce the exercise price or extend the expiry date of any option benefiting an insider; (iii) amend or modify the provisions of options or the Option Plan in any manner which would permit options, including those previously granted, to be transferable or assignable, other than by will or the laws of descent or to an entity or trust controlled by the holder thereof as described above; or (iv) amend the amendment provisions of the Option Plan.
- Notwithstanding the foregoing, the Board may not amend or modify the provisions of the Option Plan or the options granted thereunder or terminate the Option Plan if: (i) such amendment or modification would materially and adversely impair the rights of the holder in respect of any option previously granted to such holder, except with the written consent of the holder; or (ii) termination of the Option Plan would derogate from the rights of the holder in respect of any option previously granted to such holder, except with the written consent of the holder.

SCHEDULE "B"

CHARTER OF THE BOARD OF DIRECTORS

I. Purpose and Authority

The Board of Directors (the "**Board**") of ClearStream Energy Services Inc. (the "**Company**") is responsible for the overall stewardship of the Company and any subsidiary entities of the Company. The role of the Board is one of supervision, leadership and oversight. The primary functions of the Board are to: (i) adopt a strategic planning process designed to achieve the Company's principal objectives; (ii) supervise the management of the business and affairs of the Company with the goal of achieving the Company's principal objectives; and (iii) discharge the duties of the Board imposed by applicable laws.

The Board will primarily fulfill its responsibilities by carrying out the activities outlined in this Charter. The Board is given full access to management of the Company and its records as necessary to carry out these responsibilities.

The Board has the authority, at the Company's expense, to retain, instruct, compensate and terminate independent counsel and/or other advisors as it determines necessary to carry out its duties.

II. Composition and Qualification

The Board will be comprised of three (3) or more directors, a majority of whom shall be "independent" directors, as determined by the Board in accordance with applicable securities laws and stock exchange rules.

The shareholders of the Company are entitled to nominate for election all of the members of the Board, to hold office until the close of the next annual meeting, by a vote at a meeting of shareholders. The Board may fill vacancies in the Board by appointment, and if and whenever a vacancy shall exist in the Board, the remaining members may exercise all of its powers so long as a quorum remains in office.

III. Responsibilities and Duties

The Board shall have the following responsibilities and duties:

Strategic Plans and Oversight

- (a) Adopt a strategic planning process, approve a strategic plan for achieving the Company's principal objectives, and approve capital and operating plans to implement the strategic plan.
- (b) Monitor the Company's performance against its strategic plan, conduct periodic reviews of the Company's resources, risks, regulatory constraints and opportunities to facilitate the strategic plan, and, if the Board deems necessary, adjust the strategic plan for changing circumstances.
- (c) Approve in advance significant acquisitions, capital expenditures, dispositions, investments and other financial commitments that exceed authorized expenditure limits established by the Board.
- (d) Monitor the Company's capital structure and approve significant changes thereto.
- (e) Approve dividends and distributions, significant financings and transactions affecting the debt capitalization and authorized capital of the Company, including the issue and repurchase of shares and debt securities.

Controls and Finances

- (f) Adopt a process to identify the principal risks to the Company's business and ensure that appropriate systems are in place to effectively monitor and manage such risks, and periodically evaluate the appropriateness of such systems.
- (g) Ensure that appropriate systems are in place for the implementation and maintenance of the integrity of the Company's disclosure controls and procedures, internal controls and information systems, including maintenance of all required records and documentation.
- (h) Adopt a disclosure policy that provides for the Company's disclosure and communications practices.
- (i) Ensure that the financial performance of the Company is properly reported to shareholders, other security holders and regulators on a timely and regular basis and in accordance with applicable laws.
- (j) Approve a code of conduct and ethics policy that establishes ethical standards to be observed by all officers, employees and Company personnel and ensure that a process is in place to monitor compliance therewith.

Supervision of Management

- (k) Establish limits of authority delegated to management.
- (l) Select and appoint the Chief Executive Officer, determine the goals and objectives for the Chief Executive Officer, and evaluate the Chief Executive Officer's performance in relation to such goals and objectives.
- (m) In consultation with the Chief Executive Officer, appoint all executive officers, approve their goals and objectives, and monitor their performance.
- (n) Review matters of succession and succession planning for both directors and officers, including appointment, training and monitoring.

Compensation

- (o) Establish an overall compensation strategy for the Company and monitor its implementation with special attention devoted to the executive officers. Review the compensation strategy annually to ensure that it continues to be appropriate.
- (p) Review annually the adequacy and form of the compensation of directors.

Health, Safety and Environment

- (q) Ensure that the Company has in place appropriate health, safety and environmental policies, having regard to legal, industry and community standards, and ensure implementation of management systems to monitor the effectiveness of those policies.

Governance

- (r) Establish an appropriate system of corporate governance, including practices to ensure that the Board functions independently of management.
- (s) Review annually the composition of the Board and its committees.

- (t) Select nominees for election to the Board.
- (u) Ensure that all new directors receive a comprehensive orientation in order to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, including the commitment of time and resources.
- (v) Appoint from amongst the directors an audit committee and such other committees of the Board as the Board deems appropriate, appoint a chair of each committee, and establish a charter for each committee of the Board that outlines its purpose and authority, composition and qualification, and responsibilities and duties. Any responsibility not delegated to management or a committee of the Board remains with the Board.
- (w) Facilitate the continuity, effectiveness and independence of the Board by, amongst other things: (i) ensuring that processes are in place and are utilized to assess the effectiveness of the Chairman of the Board, the Board as a whole, each committee of the Board, and each director; and (ii) establishing a system to enable any director, the Board and any committees of the Board to engage independent counsel and/or other advisors to assist in fulfilling their respective responsibilities, at the expense of the Company.
- (x) Develop measures for receiving shareholder feedback, including establishing a process for direct communication between shareholders and the independent directors.
- (y) Review and assess the adequacy of this Charter and the charter of each committee of the Board from time to time based on its assessment of the Company's needs, legal and regulatory developments and applicable best practices and, where appropriate, approve revisions thereto.

IV. Meetings

The Board will meet on at least a quarterly basis and will hold special meetings if circumstances require. The time and place for meetings of the Board and procedures at such meetings shall be determined from time to time by the Board.

A quorum for the transaction of business of the Board shall consist of a majority of the members of the Board. No business may be transacted by the Board except at a meeting at which quorum is present. Alternatively, business may be transacted by the Board by a resolution in writing signed by all members of the Board who would have been entitled to vote on that resolution at a meeting of the Board.

The Secretary of the Company shall, upon the request of the Chairman of the Board, any member of the Board or the Chief Executive Officer of the Company, call a meeting of the Board by giving at least 48 hours' advance notice to each member; provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting. The Board expects that written materials will be received from management in advance of meeting dates.

Any member of the Board may participate in a meeting of the Board by means of a conference telephone or other communication equipment, and the member participating in a meeting in such manner shall be deemed, for purposes hereof, to be present in person at the meeting.

The Board shall keep minutes of its meetings.

One of the members of the Board shall be elected as its Chairman by the Board and the Board may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

The Board may invite such officers and employees of the Company as it may see fit, from time to time, to attend meetings of the Board.

At each meeting of the Board, an opportunity will be provided for the directors to meet without management, non-independent directors or both present. The Board may also hold meetings without management, non-independent directors or both present.

This Charter was approved by the Board of Directors on July 29, 2021.

ClearStream 