ClearStream Energy Services Inc.

NOTICE OF MEETING

and

MANAGEMENT INFORMATION CIRCULAR

for the

ANNUAL MEETING OF SHAREHOLDERS

to be held on

JUNE 12, 2018

May 7, 2018

CLEARSTREAM ENERGY SERVICES INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
to be held on June 12, 2018

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of ClearStream Energy Services Inc. ("**ClearStream**" or the "**Corporation**") will be held at the Calgary offices of Norton Rose Fulbright Canada LLP at 3700 400 3rd Avenue SW, Calgary, Alberta on Tuesday, June 12, 2018, 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, 2017 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; and

(d) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

This Notice of Meeting is accompanied by a proxy statement and information circular of the Corporation dated May 7, 2018 (the "**Information Circular**"). Details of the matters to be put before the Meeting are set forth in the Information Circular. In the event of an adjournment or postponement of the Meeting, the adjourned or postponed 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 Wednesday, May 9, 2018 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 or postponement 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.

Whether or not you expect to attend the Meeting, please exercise your right to vote. Please complete, date and sign the enclosed form of proxy and deposit it with AST Trust Company (Canada), Proxy Department by mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1, by fax to (416) 368-2502, or toll free (in Canada and the U.S. only) to 1-866-781-3111, or by email to proxyvote@astfinancial.com not later than 9:00 a.m. (Calgary time) on Friday, June 8, 2018, 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 AST Trust Company (Canada) without notice.

Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shares of ClearStream ("**Shares**") trade in the "book-entry only" system where Shares beneficially owned by a person are registered in the name of CDS & Co., the nominee of CDS Clearing and Depository Services Inc. In order to ensure your representation at the Meeting, we encourage you to take the time to complete, sign, date and return the enclosed form of proxy or voting instruction form in accordance with the instructions set out therein and in the accompanying Information Circular so that your Shares can be voted at the Meeting in accordance with your instructions.

DATED at Calgary, Alberta this 7th day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "Dean MacDonald"
Dean MacDonald
Interim Chief Executive Officer and Executive Chairman
ClearStream Energy Services Inc.

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ClearStream Energy Services Inc.
Suite 415, 311 – 6th Avenue SW
Calgary, AB T2P 3H2

PROXY STATEMENT AND MANAGEMENT INFORMATION CIRCULAR

VOTING INFORMATION

Solicitation of Proxies

This management information circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by and on behalf of management of ClearStream Energy Services Inc. ("**ClearStream**" or the "**Corporation**") for use at the annual meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of the Corporation to be held at the time and place and for the purposes set forth in the Notice of Meeting of Shareholders accompanying this Information Circular (the "**Notice of Meeting**"). All information contained in this Information Circular is given as of May 7, 2018 unless otherwise specifically stated.

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 has engaged Kingsdale Advisors ("**Kingsdale**") as its strategic shareholder advisor and proxy solicitation agent for the solicitation of proxies for the Meeting and will pay fees of approximately $39,930 to Kingsdale for such proxy solicitation service, in addition to certain out-of-pocket expenses. ClearStream may also 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. Kingsdale can be contacted toll - free in North America at 1 - 888 - 518 - 1561 or by collect call outside North America at 1 - 416 - 867 - 2272 or by e - mail at contactus@kingsdaleadvisors.com.

The Corporation will not be relying on the notice and access delivery procedures outlined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators ("**NI 54-101**") to distribute copies of proxy-related materials in connection with the Meeting.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are **Dean MacDonald, Interim Chief Executive Officer and Executive Chairman of the Corporation, and Gary Summach, 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 such Shareholder at the Meeting. A Shareholder who wishes to appoint some other person or company to represent him, her or it at the Meeting may do so by inserting the person's or company's name in the blank space provided in the form of proxy and depositing the completed and signed proxy with AST Trust Company (Canada). All completed and signed proxies should be deposited by mail to AST Trust Company (Canada), Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, by fax to (416) 368-2502, or toll free (in Canada and the U.S. only) to 1-866-781-3111, or by email to proxyvote@astfinancial.com not later than 9:00 a.m. (Calgary time) on Friday, June 8, 2018, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chair of the Meeting at his or her 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 AST Trust Company (Canada) without notice.

A proxy given pursuant to this solicitation may be revoked as to any matter on which a vote has not already been cast pursuant to its authority by instrument in writing, including another proxy bearing a later date, executed by the Shareholder or by his or her attorney authorized in writing, and deposited with AST Trust Company (Canada), Proxy Department by mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1, by fax to (416) 368-2502, or toll free (in Canada and the U.S. only) to 1-866-781-3111, or by email to proxyvote@astfinancial.com not later than 9:00 a.m. (Calgary time) on June 8, 2018, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjourned or postponed 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 of ClearStream (the "**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 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 Shares represented by such proxy **FOR** 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 at the date hereof, the Corporation does not know of any amendments, variations or other matters to come before the Meeting. However, if any amendments or variations to matters identified in the Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment or postponement thereof, the 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 Holders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shares of ClearStream trade in the "book-entry only" system where shares beneficially owned by a person (a "**Beneficial Holder**") are registered in the name of CDS & Co., the nominee of CDS Clearing and Depository Services Inc. (the "**Depository**").

In accordance with the requirements of NI 54-101, ClearStream will have distributed copies of the Notice of Meeting, this Information Circular and the accompanying form of proxy (collectively, the "**Meeting Materials**") to the Depository for distribution to Beneficial Holders. "**Intermediaries**" including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans are required to forward the Meeting Materials to Beneficial Holders, unless a Beneficial Holder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Beneficial Holders. The Corporation will pay for an Intermediary to deliver the Meeting Materials to non-registered Shareholders who are "Objecting Beneficial Owners" (as defined in NI 54-101), including a voting instruction form. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Beneficial Holder but which is otherwise not completed. In this case, the Beneficial Holder who wishes to submit a proxy should properly complete the form of proxy and submit it to ClearStream, c/o AST Trust Company (Canada), Proxy Department by mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1, by fax to (416) 368-2502, or toll free (in Canada and the U.S. only) to 1-866-781-3111, or by email to proxyvote@astfinancial.com not later than 9:00 a.m.

(Calgary time) on Friday, June 8, 2018 or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before any adjourned or postponed Meeting; or

- more typically, be given a voting instruction form which is not signed by the Intermediary and which must be properly completed and signed by the Beneficial Holder and returned to the Intermediary in accordance with the instructions of the Intermediary or Depository.

The purpose of these procedures is to permit Beneficial Holders to direct the voting of the Shares that they beneficially own. **Should a Beneficial Holder 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 Holder), the Beneficial Holder should follow the procedure in the request for voting instructions provided by or on behalf of the Intermediary or Depository and request a form of legal proxy which will grant the Beneficial Holder the right to attend the Meeting, and any adjournment(s) or postponement(s) thereof, and vote in person. Beneficial Holders should carefully follow the instructions of their Intermediary or Depository, including those regarding when and where the proxy or voting instruction form is to be delivered.**

ClearStream may also use Broadridge Financial Services' ("**Broadridge**") QuickVote™ service to assist Beneficial Holders with voting their shares. Beneficial Holders may be contacted by Kingsdale to conveniently obtain voting instructions directly over the telephone. Broadridge then tabulates the results of all the instructions received and then provides appropriate instructions respecting the shares to be represented at the meeting.

Shareholders who have any questions should contact ClearStream's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, toll – free in North America at 1-888-518-1561 or by collect call outside North America at 1-416-867-2272 or by email at contactus@kingsdaleadvisors.com.

A Beneficial Holder may revoke a proxy or voting instruction form which has been given to an Intermediary or Depository by written notice to the Intermediary or Depository or by submitting a proxy or voting instruction form bearing a later date. In order to ensure that an Intermediary or Depository acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary or Depository well in advance of the time by which the Intermediary or Depository is required to deposit the revocation of proxy or new proxy. See "*Voting Information - Appointment and Revocation of Proxies*".

Voting Securities and Principal Holders Thereof

The record date for the purposes of determining the Shareholders entitled to receive notice of and to vote at the Meeting is Wednesday, May 9, 2018 (the "**Record Date**"). As at the date hereof, ClearStream had 109,941,241 Shares outstanding, and each Shareholder is entitled to one vote per Share.

To the knowledge of the board of directors (the "**Board**") and management of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Shares other than as follows: (i) Newport Private Wealth Inc. which, in its capacity as investment manager for discretionary client accounts, had control or direction over 22,456,616 Shares (representing approximately 20.43% of the outstanding Shares on an undiluted basis) and (ii) Canso Investment Counsel Ltd. ("**Canso**"), which owned, in its capacity as portfolio manager for and on behalf of certain accounts that it manages, 17,588,076 Shares (representing approximately 16% of the outstanding Shares on an undiluted basis).

Quorum and Adjournment or Postponement

Pursuant to the by-laws of the Corporation, 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 Shares then outstanding.

The proxies submitted for the Meeting remain valid for purposes of voting at any adjourned or postponed Meeting. Consequently, a Shareholder is not required to re-submit his or her proxy form for the purposes of any adjourned or postponed Meeting.

MATTERS TO BE ACTED UPON AT THE MEETING

Receipt of Financial Statements and Auditors' Report

The consolidated financial statements of the Corporation for the year ended December 31, 2017, 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. 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 as auditors of the Corporation and authorizing the Board to fix their remuneration. Information on fees paid to Ernst & Young LLP during the financial year ended December 31, 2017 can be found within the Corporation's Annual Information Form dated February 28, 2018 which is accessible through the Corporation's profile on SEDAR at www.sedar.com. The auditors of ClearStream are Ernst & Young LLP, located at Suite 2200, 215 – 2 Street SW, Calgary, Alberta T2P 1M4.

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 authorize the directors to fix their remuneration.

Election of Directors

Director Nominees

The Board has adopted a Majority Voting Policy for the election of directors, whereby with respect to any particular nominee, if the number of votes "withheld" exceeds the number of votes "for" the elected nominee, such nominee will not be considered to have received the confidence and support of Shareholders, even though such nominee 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 tender his or her resignation as a director, to be effective on 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 disclose by news release its decision whether or not to accept that resignation and the reasons for its decision no later than 90 days after the date of the relevant Shareholders' meeting, a copy of which will be provided to TSX. The Board will accept the tendered resignation, absent exceptional circumstances. In considering whether or not to accept the tendered 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 director is equal to the number of directors to be elected.

In accordance with the *Business Corporations* Act (Ontario) (the "**OBCA**"), 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 re-elect the five nominees named below to act as directors. The term of office of each of the current directors of the Corporation expires at the close of the Meeting. If re-elected, each director will hold office until the close of the next annual meeting or until his or her 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.

The table and notes below set out, in respect of each nominee to the Board, the name, municipality and province of residence of each nominee, the period or periods during which the nominee has served as a director, the nominee's principal occupation or employment during the last five years, and the number of Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee as at the date hereof. Four of the nominees named below are "independent" within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Mr. Dean T. MacDonald, Interim Chief Executive Officer and Executive Chairman of the Corporation is not considered independent.

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

The statement as to ownership of, or control and direction over, Shares, not being within the knowledge of the Corporation, has been furnished by the relevant nominee or obtained from public filings.

Name and Municipality and Province or State of Residence	Date First Became Director	Principal Occupation	Number of Shares Beneficially Owned or Controlled (Directly or Indirectly)
Jordan L. Bitove (1)(2)(3)(4)(7) Toronto, Ontario, Canada	November 4, 2013	Managing Director, Bitove Capital	Nil
Herbert Fraser Clarke (1)(2)(3)(4) Toronto, Ontario, Canada	October 2, 2013	President and Chief Executive Officer, Massage Addict Incorporated	435,000(5)
Dean T. MacDonald(3) Toronto, Ontario, Canada	December 1, 2008(8)	Interim Chief Executive Officer and Executive Chairman of the Corporation	10,775,442(6)
Sean D. McMaster (1)(2)(3)(4) Calgary, Alberta, Canada	September 16, 2014	Retired (previously Executive Vice-President, Stakeholder Relations and General Counsel, TransCanada Corporation)	250,000
Peggy Mulligan (1)(2)(3)(4) Mississauga, Ontario, Canada	September 16, 2014	Corporate Director, Ontario Power Generation Inc.	Nil

Notes:
(1) Member of the Audit Committee.
(2) Member of the Compensation and Corporate Governance Committee.
(3) Member of the Health, Safety and Environment Committee.
(4) Denotes an "independent" nominee within the meaning of NI 52-110.
(5) Mr. Clarke holds 200,000 Shares through 57146 Newfoundland and Labrador Inc. and 235,000 Shares personally.

(6) Includes shares held directly and indirectly by Deacon Investments Ltd., MacDonald Family Trust and certain family members.
(7) Lead director.
(8) Includes time served as a trustee of Newport Partners Income Fund (the predecessor to the Corporation), or as a director of Tuckamore GP Inc.

The following is a brief profile of each nominee to the Board:

Jordan L. Bitove

Mr. Bitove is the Managing Director of Bitove Capital, a private equity and real estate group located in Toronto. Previously, Mr. Bitove was the President and CEO of Vision Companies, an industry-leading creator of experiential marketing experiences for Formula One, the National Football League, the 2010 Winter Olympic Games and Canada's Walk of Fame.

Mr. Bitove launched Great Moments in Catering, which became Canada's largest privately held event catering company. He also contributed significantly to the startup of the Toronto Raptors Basketball Club, the first National Basketball Association franchise awarded outside of the United States. He holds the position of Honorary Consul to the Republic of Macedonia. He is currently a board member of the SickKids Hospital Foundation, the Canadian Advisory Board for Right to Play, and the Toronto International Film Festival. Mr. Bitove is a graduate of Western University and served on its Board of Governors from 2008 to 2016.

Herbert Fraser Clarke

Mr. Clarke is the President and Chief Executive Officer of Massage Addict Incorporated, a retailer of massage services. Mr. Clarke is also currently a board member of Axis Auto Finance Inc. Mr. Clarke was the President and Chief Executive Officer of Herbal Magic, 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, and prior to this role, Mr. Clarke was an Associate at CCC Investment Banking and an Associate at Ernst & Young LLP.

Mr. Clarke holds a Bachelor of Commerce Honors from Memorial University and is a designated Chartered Accountant and Certified Financial Analyst.

Dean MacDonald

Since June 2015, Mr. MacDonald has held the role of the Corporation's Executive Chairman and on June 12, 2017 Mr. MacDonald became the Interim Chief Executive Officer upon the resignation of Mr. Cooper, the Corporation's former Chief Executive Officer. Mr. MacDonald joined the Corporation in December 2008 as the President and Chief Executive Officer. 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 Communications ("**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. 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.

Sean McMaster

Until February 2014, Mr. McMaster was Executive Vice President Stakeholder Relations and General Counsel at TransCanada Corporation with overall responsibility for the management of TransCanada's legal and regulatory affairs, stakeholder relations, internal audit, external communications, compliance and corporate security. From 2003 until 2006, he was President of TransCanada Power, L.P., a publicly held limited partnership that holds infrastructure assets throughout North America. He was a director of Bruce Power, the entity that operates North America's largest nuclear facility.

Prior to his time in the energy industry, Mr. McMaster was an armoured officer in the Canadian Army, serving with Lord Strathcona's Horse (Royal Canadians) in Calgary. He is a member of the Canadian Bar Association and the Law Society of Alberta and was appointed Queen's Counsel as of December 31, 2009.

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.

Peggy Mulligan

Ms. Mulligan has been a member of the board of Ontario Power Generation Inc. ("**OPG**"), an Ontario Crown corporation with over 19,000 MW of nuclear, thermal and hydroelectric generating capacity, since 2005. Ms. Mulligan serves or has served on OPG's Human Resources & Compensation (Chair), Governance, Risk Oversight (Past Chair) and Audit Committees. Ms. Mulligan is also currently a member of the boards of the Ladies Professional Golf Association, where she serves as chair of the audit committee, and Canadian Western Bank, a Canadian chartered bank.

Ms. Mulligan previously served as Executive Vice President and CFO of Valeant Pharmaceuticals International, Inc. (formerly Biovail Corporation) from 2008 until December 2010, where she led the implementation of Biovail's new strategic focus, and co-led the merger of Valeant and Biovail. From 2005 until 2007 she served as Executive Vice President, CFO and Treasurer of Linamar Corporation, with accountability for financial reporting and compliance, enterprise risk management, treasury, taxation, M&A and internal audit.

Ms. Mulligan holds a B. Math (Honours) from the University of Waterloo, has been a chartered accountant since 1981 and was named a Fellow of the Institute of Chartered Accountants of Ontario in 2003.

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 Information Circular, or has been, within ten years before the date of this Information 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.

STATEMENT OF EXECUTIVE COMPENSATION

The information in this statement of executive compensation is given as of December 31, 2017, unless otherwise stated. The Interim Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**"), and the three most highly compensated members of management, other than the Interim Chief Executive Officer and the Chief Financial Officer who were serving as members of management of ClearStream during the most recently completed financial year and whose total compensation was individually more than $150,000 are referred to as "**Named Executive Officers**" or "**NEOs**".

Compensation Discussion and Analysis ("CD&A") Overview

This compensation discussion and analysis describes the Corporation's overall approach to executive compensation for the year ended December 31, 2017. In particular, this CD&A 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 Compensation and Corporate Governance Committee (the "**CCGC**") for 2017.

In 2017 the CCGC retained Total Reward Professionals ("**TRP**"), an independent compensation consulting firm, as its advisor to review ClearStream's approach to executive compensation and to recommend changes, if deemed necessary, to ClearStream's compensation programs. TRP delivered its recommendations in the first quarter of 2017, and the Board adopted and implemented those recommendations.

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 consistent with our business objectives and aligned with rewards among our comparators, and to align employee efforts and goals with our Shareholders' goals of continued value creation.

Given that Clearstream completed a material refinancing of its business during 2018, Clearstream intends to further evaluate, and possibly refine or amend, its compensation programs to ensure that the programs continue to meet the program objectives outlined.

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 pay 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 EBITDA and individual performance linked to the execution of defined business plans and strategies. ClearStream's long-term incentives, including stock options, PSUs and RSUs, are linked to the long-term performance of the Corporation, such as Share price with respect to options and RSUs and share price and EBITDA targets with respect to PSUs.

Generally, ClearStream's target positioning is as follows:

- Base pay is targeted to the median of the Comparator Group (as defined below);
- Total cash (the sum of base pay and annual incentive) 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 (the sum of target total cash and the present value of long-term incentive grants) is targeted to the median total direct of the Comparator Group with uncapped potential for creating outstanding shareholder value; and
- Total compensation (the sum of total direct plus benefits and perquisites) is targeted to the median of the Comparator Group.

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

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

The Corporation's 2017 comparator group (the "**Comparator Group**") included the following companies:

- Canyon Services Group Inc.
- Gemini Corporation
- Macro Enterprises Inc.
- NewAlta Corporation
- North American Energy Partners
- Petrowest Corporation
- Savanna Energy Services Corp.
- Stuart Olson Inc.
- Western Energy Services Corp.
- Mullen Group Ltd.

The CCGC 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.

Compensation Governance

Corporate Governance and Compensation Committee

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

The CCGC is comprised of Messrs. Jordan Bitove (Chair), Herbert Fraser Clarke and Sean McMaster and Ms. Peggy Mulligan, all of whom are considered to be "independent" within the meaning of NI 52-110.

Each member of the CCGC has direct experience that is relevant to his or her responsibilities in executive compensation, as well as the skills and experience that enable him or her to make informed decisions on the suitability of the Corporation's executive compensation policies and practices. More specifically, each CCGC member has had experience acting in senior management roles for various companies throughout his or her career, including oversight for performance, compensation and succession planning with respect to senior management and personnel. Further, each CCGC 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 CCGC, please see the applicable nominee biography under the heading "*Matters to be Acted Upon – Election of Directors*".

TRP was first retained by the Corporation in 2016. In 2017 TRP assisted the CCGC in assessing and renewing the Corporation's executive compensation strategies and structures. TRP did not provide any other services. Prior to the Corporation's transition to ClearStream, the Board engaged Alvarez & Marsal to advise the Corporation with respect to executive compensation. The Corporation did not make any changes to its compensation structures based on this engagement.

The table below provides a summary of the fees paid by the Corporation to compensation consultants in 2016 and 2017.

Year Ended December 31	Name of Consultant	Aggregate Fees Paid related to Executive Compensation ($)	All Other Fees
2016	Alvarez & Marsal	89,360	Nil
2016	Total Reward Professionals	13,897	Nil
2017	Total Reward Professionals	17,983	Nil

Decision Making Process

For 2017, the CCGC undertook the following steps in determining executive compensation:

- With respect to ClearStream's compensation, the CCGC engaged TRP to advise with respect to executive compensation structure and policy and provide pay level proposals taking into account information derived from the Comparator Group.
- Reviewed progress against performance targets and implications for variable pay.
- Reviewed compensation materials provided by management in advance of compensation related meetings. Included are individual "tally sheets" for each NEO that array the complete history of base pay, annual incentives and long term incentives against our Comparator Group and a cross section of survey data. The tally sheets also include the impact of change in control based on each NEOs employment agreement and certain assumptions regarding share price. The CEO prepared a tally sheet for each NEO excluding the CEO. For the CEO, the CCGC prepared the tally sheet.
- Reviewed performance and made annual reward recommendations for the Board's consideration and approval regarding:
    - Base pay
    - Annual incentives
    - Long term incentive grants
    - Perquisites.

Risk Management

During each annual review and assessment by the CCGC of the Corporation's executive compensation program, the CCGC explicitly and implicitly takes into consideration any risks associated therewith. At the present time, the CCGC 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. In the assessment of senior management and the Board, the risks and uncertainties facing the Corporation that are likely to have a material adverse effect on the Corporation are disclosed quarterly in the Corporation's management discussion and analysis of the Corporation's financial condition and results of operations for the most recently completed quarter. No such risks relate to the Corporation's compensation policies and practices.

There are no provisions in any agreements or any policies of the Corporation or the Board that would restrict 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 Shares, or securities convertible into 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.

Components of Executive Compensation

This section describes the compensation structures and plans in force in 2017. Compensation of the Corporation's executives consists of base pay, annual awards, long-term incentives, benefits and perquisites.

Base Pay

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 pay is targeted to median levels of base pay among the comparator group, and actual individual base pay reflects the experience and capabilities of each executive as well as her or his sustained level of contribution.

Base Pay is reviewed annually by the CCGC. For NEOs other than the CEO, the CCGC reviews the tally sheets described above and the CEO's assessment and recommendations for adjustments if any. For the CEO, the CCGC reviews the CEO tally sheet, conducts its own performance assessment and makes its recommendations to the Board. Given industry conditions, the CCGC chose to freeze base pay levels across the organization including the NEOs for 2017.

Annual Incentive Plan

The AIP was designed in 2016 with the assistance of TRP as part of the reward renewal process, and implemented for 2017 and beyond. The AIP is a broad-based plan for salaried employees, including the NEOs, and is linked to the achievement of corporate and business unit EBITDA (which is a non-IFRS measure meaning net earnings of the Corporation determined in accordance with IFRS, before depreciation and amortization, interest expense and income tax expense (recovery) as set out in the financial statements of the Corporation, see "*Additional Information*") targets as well as individual goals set by the Board or the CCGC. Financial performance below pre-defined threshold levels zeros out all annual incentive awards. The Board and the CCGC review the performance and may adjust calculated AIP payments based on their judgment.

Performance metrics for the AIP include safety (defined as improvement in TRIF scores), business unit EBITDA, and individual objectives as set by the CEO, or in the case of the CEO himself, by the CCGC. Corporate metrics constitute 60% and individual objectives constitute 40% of the performance criteria for the AIP.

Each NEO is assigned a target incentive with NEO targets ranging from 50% to 150% of base pay with actual payments linked to the achievement of defined corporate and/or business unit goals and the attainment of individual goals. Target incentive payout of 100% of target incentive is linked to Board-approved budget levels. Threshold payment of 50% of target incentive is linked to 70% of target goals for 2017. Top Performance payment of 150% of target incentive is linked to 120% of target goals.

Long Term Incentive Plans

The Corporation's long term incentive plans are designed to ensure alignment of ClearStream employees, including the NEOs, with the Corporation's business strategy and the long-term value creation interests of the Shareholders. In 2017, the Corporation's long term incentive plans consisted of the Incentive Option Plan (the "**IOP**") and the Performance Share Unit and Restricted Share Unit Plan (the "**PSU and RSU Plan**").

Incentive Option Plan

The IOP is a conventional stock option plan with three-year vesting and a maximum five-year term. Options are granted periodically to executives and a cross-section of senior leaders across the Corporation. Options are settled in Treasury shares upon exercise. The Plan is described more fully below.

The IOP is designed to reward achievement of performance objectives by aligning the goals of ClearStream with those of individual employees, through growth and granting a proprietary interest in ClearStream. The IOP, under which options are granted based on individual contribution and performance, was put in place to attract, motivate and retain qualified employees, directors, trustees, consultants and third party service providers. In years when options were granted, previous grants of options were taken into account when considering new grants. A summary of the principal terms of the IOP is set out below in this compensation discussion and analysis.

Performance Share Unit and Restricted Share Unit Plan

As part of the executive compensation review undertaken by the CCGC, the Corporation, with advice from TRP, adopted the PSU and RSU Plan for use in 2017 and beyond. The PSU and RSU Plan is designed to reward the achievement of sustained financial performance, contribute to the retention of executive talent, recognize individual contribution and potential and to align the interest of the Corporation's executives with Shareholders.

Performance share units ("**PSUs**") are conventional three-year full-value units linked to the Corporation's Share price and the ultimate payout is subject to achievement of Share price and EBITDA performance criteria. Specifically, if the Share price is lower at the time of a PSU vesting than at the time of grant, the recipient will receive no payout. Additionally, if the Corporation's EBITDA for the relevant performance period is lower than the EBITDA target for the PSU, the recipient will receive no payout. If the Share price criteria has been met and the Corporation's EBITDA meets or exceeds the EBITDA target for the PSU, the recipient receives the PSU payout multiplied by the ratio of actual EBITDA to target EBITDA. Units are either cash settled or share settled at the Board's discretion at the time of vesting.

Restricted share units ("**RSUs**") are conventional three-year full-value units linked to the Corporation's Share price. RSUs are cash settled upon vesting.

The total number of options and PSUs granted is subject to an overall limit of 10% of issued and outstanding Shares from time to time. A summary of the principal terms of the PSU and RSU Plan is set out below in this compensation discussion and analysis.

Benefits

The Corporation maintains a broad-based benefit program including medical, dental and life insurance base products for its employees, including the NEOs.

Savings and Retirement

In the past, Corporation contributed to the ClearStream savings plan in which the corporation matched an employee's contributions to their savings plan to a maximum of 3% of base pay. The plan was suspended in 2015 and no new contributions have been made since then. There are no other retirement plans.

Perquisites

The Corporation provides monthly taxable auto and parking allowances to senior executives.

Summary of Incentive Option Plan

The following is a summary of the material features of the IOP.

- The IOP, under which options are granted based on individual contribution and performance, was put in place to attract, motivate and retain qualified employees, directors, trustees, consultants and third party service providers (the "**IOP Participants**").
- The IOP currently provides that the aggregate number of Shares issuable:
  - pursuant to options granted under the IOP shall equal 10% of the aggregate number of Shares outstanding from time to time calculated on a non-diluted basis (the "**IOP Limit**"); and
  - pursuant to rights to acquire Shares under all securities-based compensation arrangements of the Corporation shall equal 10% of the aggregate number of Shares outstanding from time to time calculated on a non-diluted basis (the "**Aggregate Limit**").
- The exercise price of each option granted under the IOP equals the five-day volume weighted average trading price of the 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 IOP and the exercise price upon the occurrence of certain dilutive events. The IOP prohibits financial assistance of any kind being provided to a holder for the purpose of exercising any options granted under the IOP. The IOP does, however, provide for a cashless exercise of options, where the holder has the option to receive either a cash payment equal to the in-the-money amount or Shares issued from treasury equal to the in-the-money amount divided by the market price of the Shares on the TSX, calculated in accordance with the IOP.
- Options under the IOP have a term not exceeding five years from the grant date and may be subject to such vesting schedule as determined by the CCGC subject to acceleration upon the occurrence of certain change of control events.
- If the expiry date of an option granted under the IOP occurs during a period when the IOP Participant is prohibited from exercising such option due to trading restrictions imposed by the Corporation in accordance with its insider trading policies or within 10 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 10^{th} business day after the last day of the relevant blackout period.
- Options granted under the IOP may not be assigned or transferred other than by will or the laws of descent and subject to prior approval of the CCGC, to an entity or trust controlled by the holder thereof to benefit from advantageous tax treatment.
- The IOP and any options granted thereunder may be amended, modified or terminated by the Board and the CCGC 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 IOP, including with respect to the expiry date (provided that the expiry date is not more than 10 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 IOP Participant's employment or cessation as a member of the Board; and (iii) advancing the date on which any option granted under the IOP may be exercised or extending the expiry date of any option, provided that the period during which an option is exercisable does not exceed 10 years from the grant date.
- Shareholder approval is required to: (i) increase the maximum aggregate number of Shares issuable pursuant to options granted under the IOP; (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 IOP 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 IOP.
- Notwithstanding the foregoing, the Board may not amend or modify the provisions of the IOP or the options granted thereunder or terminate the IOP 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 IOP 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.

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

Summary of PSU and RSU Plan

The following is a summary of the material features of the PSU and RSU Plan.

- The PSU and RSU Plan was put in place to attract, motivate and retain qualified directors, officers, employees and consultants (each, a "**Service Provider**") and to focus management on operating and financial performance and total long-term shareholder return by providing an increased incentive to contribute to the Corporation's growth and profitability.
- The PSU and RSU Plan provides for the issuance of RSUs and PSUs (collectively, "**units**").
    - Each PSU entitles the holder to receive a Share issued from treasury or a cash payment equal to the fair market value of a Share, at the discretion of the Board, subject to adjustment and to the other terms and conditions of the PSU and RSU Plan.
    - Each RSU entitles the holder to receive a cash payment equal to the fair market value of a Share, also subject to adjustment and to the other terms and conditions of the PSU and RSU Plan.
- In determining the Service Providers to whom units will be granted, the Board (or the committee of directors to whom such responsibility may be delegated, the "**Committee**") will take into account such factors as it shall determine in its discretion, which may include the following:
    - compensation data for comparable benchmark positions among the Corporation's peer comparison group;
    - the duties and seniority of the Service Provider;
    - corporate performance measures of the Corporation for the most recently completed fiscal year compared with internally established performance measures and/or similar performance measures of members of the peer comparison group for the most recently completed fiscal year, as applicable;
    - individual and/or departmental contributions and potential contributions to the success of the Corporation;
    - any cash bonus payments paid or to be paid to the grantee in respect of his or her individual contributions and potential contributions to the success of the Corporation;
    - the fair market value of the Shares; and
    - such other factors that the Committee deems relevant in connection with accomplishing the purposes of the PSU and RSU Plan.
- An award of units may comprise either PSUs or RSUs or a combination of both. The number of Shares issuable at any time to insiders pursuant to PSUs, when combined with the number of Shares of the Corporation issuable pursuant to any other security based compensation arrangement, may not exceed 10% of the Corporation's total and outstanding Shares. Similarly, there may not be issued to insiders, within a one-year period, a number of Shares of the Corporation that, when combined with any other security based compensation arrangement, would exceed 10% of the Corporation's total issued and outstanding Shares. In addition, the maximum aggregate number of Shares issuable under the PSU and RSU Plan, when combined with all Shares issuable under any other security-based compensation plan of the Corporation, including the IOP, cannot exceed 10% of issued and outstanding Shares from time to time.

- Except in cases of a change of control or changes in the status of a Service Provider, and subject to the Committee's discretion, PSUs vest on the last day of the Performance Period (as hereinafter defined) for such PSUs. Upon vesting, the number of Shares (or the cash amount in lieu thereof) to be delivered under each vested PSU will be adjusted by multiplying such amount by (1) the adjustment ratio applicable to such PSU, and (2) the performance factor applicable to such PSU.
- Similarly, RSUs vest on the last day of the Performance Period for such RSUs, other than during a change of control or a change in the status of the Service Provider, and again subject to the discretion of the Committee. The cash amount to be delivered under each vested RSU shall be adjusted by multiplying such amount by the adjustment ratio applicable to such RSU.
- The Performance Period (the "**Performance Period**") for a unit is, unless otherwise specified in the applicable award agreement, the period commencing on January 1 of the calendar year in which the unit is granted and ending on the most recently completed financial period immediately prior to the third anniversary of the grant date of such unit. However, no Performance Period shall extend beyond December 31 of the third calendar year commencing after the year in which the unit is granted. If a unit's vesting is accelerated due to a change of control, the Corporation may determine the applicable performance period in its discretion.
- Except in certain limited circumstances related to the death of a Service Provider, units are non-transferable.
- The Corporation retains the right to amend or to suspend, terminate or discontinue the terms and conditions of the PSU and RSU Plan and the units granted thereunder by resolution of the Board, subject to the prior consent of any applicable regulatory bodies, including the Toronto Stock Exchange. Any amendment to the PSU and RSU Plan will take effect only with respect to units granted after the effective date of such amendment, unless the mutual consent of the Corporation and the Service Providers to whom units were previously granted is given.
- The Board has the power and authority to approve certain amendments relating to the PSU and RSU Plan or to units, without further approval of the Shareholders provided that such alteration, amendment or variance does not:
  - increase the number of Shares issuable under the PSU and RSU Plan;
  - change the class of eligible participants to the PSU and RSU Plan which would have the potential of broadening or increasing participation by insiders of the Corporation;
  - amend the amendment provision of the PSU and RSU Plan;
  - amend the PSU and RSU Plan to extend the expiry date of the units granted under the PSU and RSU Plan beyond the expiry date of the units provided for under the terms and conditions of the PSU and RSU Plan; or
  - make any amendment to the PSU and RSU Plan that permits a Service Provider to transfer units to any person, other than in the case of the death of the Service Provider.
- The treatment of outstanding units 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 under the heading "Termination and Change of Control Benefits", below.

Burn Rates

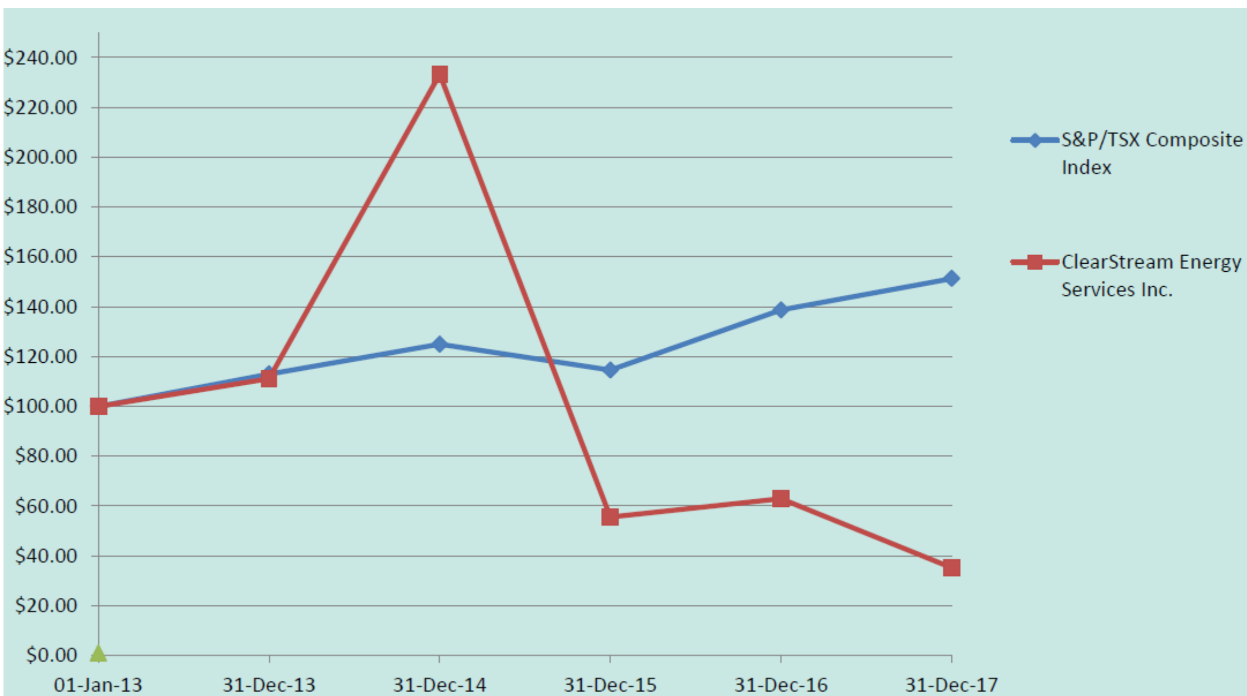
In accordance with TSX rules, the burn rate is calculated by dividing the number of share-based awards granted during the applicable fiscal year by the weighted average number of Shares outstanding for the applicable fiscal year, expressed as a percentage. The table below provides details on ClearStream's burn rates as it pertains to the grant of options and PSUs for the year ended December 31, 2017. No share-based awards were granted for the years ended December 31, 2016 and December 31, 2015.

Burn Rate	
Burn Rate - Options	5.97%
Burn Rate - PSUs	3.7%(1)

Notes:
(1) For purposes of calculating the burn rate it is assumed that the Share price and EBITDA performance criteria have been met and the performance multiplier of actual EBITDA to target EBITDA is 1:1.

Performance Graph

The following graph compares the total cumulative return of the S&P/TSX Composite Total Return Index for the period from January 1, 2013 to December 31, 2017, assuming a $100 investment on January 1, 2013 (no distributions on Shares have been made by the Corporation during the period from January 1, 2013 to December 31, 2017):



As discussed above, the CCGC 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 Shares.

Summary Compensation Table

The following table provides a summary of the compensation of NEOs for the three years ended December 31, 2017.

Name and Principal Position	Year	Salary ($)(1)	Share-based awards ($)(2)	Option-based awards ($)(3)	Non-Equity Incentive Plan Compensation ($)		Pension value ($)(5)	All other compensation ($)	Total compensation ($)
					Annual incentive plans ($)	Long-term Incentive Plans ($)(4)			
Dean T. MacDonald(6) Executive Chairman and Interim Chief Executive Officer	2017 2016 2015	475,000 475,000 612,500	Nil Nil Nil	Nil Nil Nil	Nil 180,000 612,500	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	475,000 655,000 1,225,000
Gary Summach Chief Financial Officer	2017 2016 2015	250,000 235,315 -	217,500 Nil -	233,700 Nil -	200,000(7) 100,000 -	Nil Nil -	Nil Nil -	Nil 50,000(13) -	901,200 385,315 -
Neil Wotton Chief Operating Officer	2017 2016 2015	250,000 244,615 -	217,500 Nil -	233,700 Nil -	200,000(7) 100,000 -	Nil Nil -	Nil Nil -	Nil 50,000(13) -	901,200 394,615 -
Barry Card(8) Senior Vice President, Business Development	2017 2016 2015	213,846 210,000 -	Nil Nil -	38,000 Nil -	100,000(7) 15,000 -	162,400 Nil -	Nil Nil -	Nil Nil -	514,246 225,000 -
Herb Thomas(9) Vice President, Foot Hills	2017 2016 2015	214,000 214,000 190,000	Nil Nil Nil	19,000 Nil Nil	15,000(7) Nil Nil	148,400 Nil Nil	Nil Nil Nil	Nil Nil Nil	396,400 214,000 190,000
John Cooper(10) President and Chief Executive Officer (former)	2017 2016 2015	233,654 421,442 318,750	422,500 Nil Nil	454,100 Nil Nil	Nil 180,000 Nil	Nil Nil Nil	Nil Nil Nil	Nil 100,000(13) 450,000(12)	1,110,254 701,442 768,750
Paul Bourque(11) Senior Vice President, Business Development and Corporate Services (former)	2017 2016 2015	185,769 226,337 -	160,000 Nil -	172,900 Nil -	Nil 92,000 -	Nil Nil -	Nil Nil -	230,000(11) 50,000(13) -	748,669 368,337 -

Notes:

(1) In 2017, there were no salary increases provided to any of ClearStream's NEOs.

(2) Amounts reported represent the grant date fair value of PSUs awarded in 2017 of $0.25 per unit, as further described in note 19 of ClearStream's annual financial statements for the year ended December 31, 2017. Grant date fair value for PSUs has been calculated using the weighted average of the prices at

which the Shares traded on the TSX for the five trading days preceding the date of grant, adjusted for the likelihood of achieving the market condition based on ClearStream's share price.

(3) Amounts reported represent the grant date fair value of options awarded in 2017 of $0.19 per option, as further described in note 19 of ClearStream's annual financial statements for the year ended December 31, 2017. Grant date fair value has been calculated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.5%
Expected life (months)	48
Estimated volatility of underlying common shares (%)	100.0%
Expected dividend yield	0.0%
Exercise price	0.28
Share price	0.28

(4) Amounts reported represents the grant date fair value of RSUs awarded in 2017 of $0.28 per unit. Grant date fair value for RSUs has been calculated using the weighted average of the prices at which the Shares traded on the TSX for the five trading days preceding the date of grant, as further described in note 19 of ClearStream's annual financial statements for the year ended December 31, 2017.

(5) ClearStream does not have any defined benefit or defined contribution plans or any plans that provide for the payment of pension plan benefits.

(6) All compensation paid to Mr. MacDonald was paid in connection with his role as President and Chief Executive Officer of the Corporation up to June 29, 2015 and as Executive Chairman after June 29, 2015. Mr. MacDonald received no additional compensation in connection with his role as Interim Chief Executive Officer effective June 12, 2017 or as a director of the Corporation.

(7) Amounts reported represent discretionary cash bonuses awarded for individual performance in 2017 and paid on March 23, 2018. No bonuses were paid out under the AIP, as performance metrics were not achieved.

(8) Mr. Card was hired to the position of Vice President, Business Development on July 13, 2016. On September 18, 2017 Mr. Card was promoted to the position of Senior Vice President, Business Development.

(9) Mr. Thomas was hired to the position of Vice President, Foot Hills on February 2, 2015.

(10) Mr. Cooper resigned from the position of President and Chief Executive Officer on June 12, 2017, and resigned as a director of the Corporation in November, 2017. All of Mr. Cooper's awards under the IOP and the PSU and RSU Plan as of the three-month resignation notice period were unvested and thereby extinguished. Mr. Cooper received no compensation in connection with his role as a director of the Corporation.

(11) In connection with Mr. Bourque's termination as Senior Vice President, Business Development and Corporate Services on September 15, 2017 and pursuant to his employment agreement with the Corporation, Mr. Bourque received a $230,000 termination benefit representing a payment equal to 12 months of his annual salary, less statutory deductions, paid as salary continuance. All of Mr. Bourque's awards under the IOP and the PSU and RSU Plan were extinguished.

(12) Amount reported represents a $450,000 signing bonus received by Mr. Cooper pursuant to his employment agreement when he was hired in April 2015 as the Chief Executive Officer of ClearStream Energy Holdings LP, a wholly-owned subsidiary of the Corporation.

(13) Represents a transition retention bonus paid on July 1, 2016 as part of the Corporation's transition plan to maintain senior management continuity during the restructuring from Tuckamore to ClearStream.

Incentive Plan Awards

The table below shows all outstanding equity-based compensation granted to the named executives as at December 31, 2017:

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 of shares that have not vested	Market or payout value of shares-based awards that have not vested(2)	Market or payout value of vested shares-based awards not paid out or distributed
Dean T. MacDonald Interim Chief Executive Officer and Executive Chairman	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gary Summach Chief Financial Officer	January 31, 2017	1,230,000	$0.28	January 31, 2022	Nil	January 31, 2017	870,000	$78,300	Nil
Neil Wotton Chief Operating Officer	January 31, 2017	1,230,000	$0.28	January 31, 2022	Nil	January 31, 2017	870,000	$78,300	Nil
Barry Card Senior Vice President, Business Development	January 31, 2017	200,000	$0.28	January 31, 2022	Nil	Nil	Nil	Nil	Nil
Herb Thomas Vice President, Foot Hills	January 31, 2017	100,000	$0.28	January 31, 2022	Nil	Nil	Nil	Nil	Nil
John Cooper(3) President and Chief Executive Officer (former)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Paul Bourque(4) Senior Vice President, Business Development and Corporate Services(former)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) None of the options granted to NEOs were in-the-money as at December 31, 2017.

(2) Calculated using $0.09, the weighted average of the closing prices at which the Shares traded on the TSX for the five trading days preceding December 31, 2017.

(3) Mr. Cooper resigned from the position of President and Chief Executive Officer on June 12, 2017, and resigned as a director of the Corporation in November, 2017. All of Mr. Cooper's awards under the IOP and the PSU and RSU Plan as of the three-month resignation notice period were extinguished.

(4) The employment of Mr. Bourque as Senior Vice President, Business Development and Corporate Services ceased on September 15, 2017. All of Mr. Bourque's awards under the IOP and the PSU and RSU Plan were extinguished.

<u>Value Vested or Earned During the Year</u>

No option-based awards or share-based awards vested during the financial year ended December 31, 2017 nor were any awards paid to the NEOs under non-equity incentive compensation plans.

<u>Pension Plan</u>

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

<u>Termination and Change of Control Benefits</u>

None of the NEOs have employment agreements with the Corporation, however, each one (other than Mr. MacDonald) is party to an employment agreement with ClearStream Energy Holdings Limited Partnership, one of the Corporation's subsidiaries, that sets out certain payments to the NEO upon termination of employment, as further described below. Mr. MacDonald does not have an employment agreement with the Corporation or any of its subsidiaries and as such he does not have any contractual termination or change of control benefits.

Upon termination for cause, the NEOs are entitled to any salary and vacation pay that has accrued but not been paid, and to reimbursement for valid expenses for which they have not been reimbursed at the date of termination. NEOs terminated for cause may exercise any outstanding vested options granted under the IOP by the earlier of: (i) 30 days after the date of termination, and (ii) the expiry date of such options. All unvested options will immediately and automatically terminate, unless otherwise provided. Any unvested units granted to an NEO under the PSU and RSU Plan terminate if the NEO is terminated for cause.

Upon termination without cause, each of the NEOs is entitled to a lump sum payment equal to 12 months' of his annual salary. The NEOs are not entitled to any bonus amounts under the AIP, even if such amount would have been paid during the 12 month notice period. The NEOs are entitled to exercise any outstanding vested options granted under the IOP by the earlier of: (i) 90 days after the NEO's termination without cause, and (ii) the expiry date of such vested options. All unvested options will immediately and automatically terminate, unless otherwise provided. Any units granted to the NEO under the PSU and RSU Plan will be pro-rated to the date of the NEO's termination. The unvested units so adjusted shall continue to vest in accordance with the terms of the PSU and RSU Plan.

Each of the NEOs is entitled to resign from his position with the Corporation by providing written notice to the Corporation 90 days prior to the date of resignation. 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 90 day notice period. Any awards under the IOP and PSU and RSU Plan that are unvested as of the end of the 90 day resignation notice period will be extinguished and not payable.

Upon a change of control, all outstanding options granted under the IOP vest immediately, and the NEOs have the right to exercise all or part of their options at any time up to and including the earlier of: (i) the date of which is 90 days following the date of the change of control, and (ii) the expiry date of the options granted. The terms of the PSU and RSU Plan require that upon a change of control or permitted reorganization of ClearStream, the surviving or acquiring entity (the "**Continuing Entity**") must take all reasonably necessary steps to continue the PSU and RSU Plan, including continuing units granted under the PSU and RSU Plan. If this is not possible or practicable, units granted under the PSU or RSU Plan will be substituted with reasonably equivalent units tied to the value of the Continuing Entity's securities, on substantially the same terms and conditions as the PSU and RSU Plan. If the Continuing Entity does not continue the PSU and RSU Plan, or the Board determines that, for certain reasons provided for in the PSU and RSU Plan, the PSU and RSU Plan should not be continued, all units credited to an NEO's account that have not vested as of the consummation of the change of control will vest immediately.

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. If a holder ceases to be an IOP Participant by reason of death, all outstanding unvested options will, unless otherwise provided, immediately terminate other than those options that would have vested within one year of such death if death had not occurred (which rights shall immediately vest), and any outstanding vested options must be exercised at the earlier of (i) one year after such death and (ii) the expiry date of such vested options. All units granted under the PSU and RSU Plan shall vest on the date of such NEO's death.

The following table sets forth the amounts that the Named Executive Officers would have received upon termination of employment for the various reasons outlined below, determined as if termination occurred on December 31, 2017.

Name and Position	Event	Contractual Severance		Benefits ($)	Long-term incentives	Other ($)	Total ($)
		Salary ($)	Annual Bonus ($)		Options ($)		
Dean T. MacDonald Interim Chief Executive Officer and Executive Chairman	Termination with cause Termination without cause Resignation Death Change of Control	Nil 1,500,000 Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil 1,500,000 Nil Nil Nil
Gary Summach Chief Financial Officer	Termination with cause Termination without cause Resignation Death Change of Control	Nil 250,000 61,644 Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil 26,583(1) Nil 87,000(2) 87,000(3)	Nil 276,583 61,644 87,000 87,000
Neil Wotton Chief Operating Officer	Termination with cause Termination without cause Resignation Death Change of Control	Nil 250,000 61,644 Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil 26,583(1) Nil 87,000(2) 87,000(3)	Nil 276,583 61,644 87,000 87,000
Barry Card Senior Vice President, Business Development	Termination with cause Termination without cause Resignation Death Change of Control	Nil 235,000 57,945 Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil 17,722(1) Nil 58,000(2) 58,000(3)	Nil 252,722 57,945 58,000 58,000
Herb Thomas Vice President, Foot Hills	Termination with cause Termination without cause Resignation Death Change of Control	Nil 214,000 52,767 Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil	Nil 16,194(1) Nil 53,000(2) 53,000(3)	Nil 230,194 52,767 53,000 53,000

Notes:

(1) Under the PSU and RSU Plan, any unvested units granted to the NEO will be pro-rated to the date of the NEO's termination without cause. The unvested units so adjusted continue to vest in accordance with the terms of the PSU and RSU Plan.

(2) All units granted under the PSU and RSU Plan vest on the date of such NEO's death.

(3) Assumes full vesting of PSUs and RSUs granted under the PSU and RSU Plan in the event of a change of control or permitted reorganization.

(4) The value of PSUs and RSUs is determined using the closing price of ClearStream's Shares as at December 31, 2017 of $0.10.

Director Compensation

Each independent director was entitled to an annual director's retainer of $40,000 in respect of the Corporation's 2017 financial year and such retainer was paid quarterly in arrears. Each independent director was paid an attendance fee of $1,000 per meeting and was entitled to be reimbursed for reasonable out-of-pocket expenses incurred in connection with the conduct of the Corporation's business. In addition, the chair of the Audit Committee is paid a retainer of $20,000 per annum, the chair of the CCGC is paid a retainer of $10,000 per annum and the chair of the HSE Committee is paid a retainer of $10,000 per annum.

Director Compensation Table

The following table sets forth information concerning the compensation paid to directors for the financial year ended December 31, 2017. Relevant disclosure for Messrs. MacDonald and Cooper has already been provided in the Summary Compensation Table above.

Name and principal position	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value[1] ($)	All other compensation ($)	Total compensation ($)
Jordan L. Bitove (director)	67,000[2]	Nil	Nil	Nil	Nil	Nil	67,000
Herbert Fraser Clarke (director)	77,000[3]	Nil	Nil	Nil	Nil	Nil	77,000
Sean McMaster (director)	67,000 [4]	Nil	Nil	Nil	Nil	Nil	67,000
Peggy Mulligan (director)	57,000	Nil	Nil	Nil	Nil	Nil	57,000

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) Of this amount, $10,000 in fees were on account of Mr. Bitove's role as chair of the CCGC.

(3) Of this amount, $20,000 in fees were on account of Mr. Clarke's role as chair of the Audit Committee.

(4) Of this amount, $10,000 in fees were on account of Mr. McMaster's role as chair of the HSE Committee.

Director Incentive Plan Awards

As at December 31, 2017, there were no outstanding option-based awards or share-based awards for any of the directors, including awards granted before such date.

Director Value Vested or Earned During the Year

No option-based awards or share-based awards vested during the year ended December 31, 2017 and there was no non-equity incentive plan compensation earned during the year ended December 31, 2017.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No director, executive officer or employee, and no former, director or executive officer, 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, 2017, 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 following table sets out information as at December 31, 2017 concerning the Corporation's Equity Compensation Plans approved by securityholders. The Corporation does not have any equity compensation plans not approved by securityholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Incentive Option Plan	3,160,000	$0.28	6,094,124(1)
PSU and RSU Plan	1,740,000	N/A	6,094,124(1)
Total	4,900,000	$0.28	6,094,124(1)

Note:

(1) The maximum number of Shares issuable under the IOP and the PSU and RSU Plan combined will in no event exceed 10% of the issued and outstanding number of Shares (10% of the issued and outstanding number of Common Shares as at December 31, 2017 was 10,994,124).

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Canadian Securities Administrators have established National Policy 58-201 – *Corporate Governance Guidelines*, 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* requires the disclosure by each public company of its approach to corporate governance with reference to the Guidelines. **Appendix A** to this Information Circular is a statement of the Corporation's corporate governance practices.

INTEREST OF MANAGEMENT AND OTHERS IN MATTERS TO BE ACTED UPON

No person who has been a director, trustee or executive officer of ClearStream at any time since the beginning of the Corporation's most recently completed financial year, or any management proposed nominee for election as a director, 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 other than (i) the election of directors and (ii) management of the Corporation has been, and may be in the future, granted awards under the PSU and RSU Plan of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than described below, no director, senior officer or other insider, as applicable, and no management proposed nominee to be elected as a director, or any associate or affiliate thereof, has or has had any material interest, direct or indirect, in any transaction since the commencement of ClearStream's most recently completed financial year or in any proposed transaction that has materially affected or will materially affect ClearStream or any of its subsidiaries.

In connection with certain refinancing transactions, and pursuant to a refinancing agreement dated December 27, 2017, between ClearStream and Canso, in its capacity as portfolio manager for and on behalf of certain accounts that it manages, (collectively, the "**Canso Purchasers**"), Canso, for and on behalf of the Canso Purchasers, agreed, among other things, to exchange $75,000,000 principal amount of the Corporation’s 8.00% Senior Secured Debentures due 2026 (the “**Senior Secured Debentures**”) for 75,000 newly created series 1 preferred shares of ClearStream (the “**Preferred Shares**”) and $33,565,000 principal amount of the 10.00% Second Lien Secured Convertible Debentures due 2026 (the “**Convertible Secured Debentures**”), for 33,565 Preferred Shares. As part of the refinancing transactions, the Corporation issued 19,000 Preferred Shares on a private placement basis to the Canso Purchasers, in the aggregate principal amount of $19,000,000. In addition, Dean MacDonald, Interim Chief Executive Officer and Executive Chairman of the Corporation, holds 96 Preferred Shares. Additional details regarding the refinancing transactions are available in the Corporation’s material change report dated January 16, 2018, a copy of which is available under the Corporation’s SEDAR profile at www.sedar.com.

ADDITIONAL INFORMATION

A copy of this Information 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 Information Circular is given as of the date hereof except as otherwise noted. Additional information relating to the Corporation can be found on 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, 2017 together with the auditor’s report thereon and accompanying management’s discussion and analysis for the year ended December 31, 2017. Copies of these financial statements, as well as copies of this Information Circular, are available to securityholders of the Corporation upon written request, free of charge, by contacting Gary Summach at gsummach@clearstreamenergy.ca and are available under the Corporation’s profile on SEDAR at www.sedar.com.

This Information Circular refers to EBITDA, a financial measure that does not have any standardized meaning prescribed by International Financial Reporting Standards (IFRS) and may not be comparable to similar measures presented by other corporations or entities. Readers should refer to the Corporation's 2017 annual financial statements and associated management's discussion and analysis for a full discussion of this financial measure and for a reconciliation of this measure to its most closely related IFRS measure.

APPROVAL

The contents and mailing of this Information Circular have been approved by the Board.

DATED at Calgary, Alberta, this 7th day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Signed “Dean MacDonald”
Dean MacDonald
Interim Chief Executive Officer and Executive Chairman
ClearStream Energy Services Inc.

APPENDIX A

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") of the Canadian Securities Administrators provide for mandated disclosure of an issuer's corporate governance practices and guidelines on best practices, respectively.

The Compensation and Corporate Governance Committee (the "**CCGC**") reports to the board of directors of the Corporation (the "**Board**"). The Board and senior management recognize the importance of corporate governance to the effective management of the Corporation and to shareholders of the Corporation ("**Shareholders**"). 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 Shareholder value.

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 National Instrument 52-110 – *Audit Committees* ("**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" (as defined below). The Board is currently comprised of Jordan L. Bitove, Herbert Fraser Clarke, Dean T. MacDonald, Sean D. McMaster, and Peggy Mulligan, the majority of whom are considered independent (being Messrs. Bitove, Clarke, McMaster and Ms. Mulligan). Mr. MacDonald is the Interim Chief Executive Officer and Executive Chairman of the Corporation, and therefore is not considered independent.

In order to assist the Board to exercise independent judgment in carrying out its responsibilities, the Board engages external legal, tax, financial and accounting advisors as required from time to time. In addition, when appropriate, the independent directors of the Corporation meet without non-independent directors and management participants being present. These are not regularly scheduled meetings; however, since January 1, 2017, there have been several such meetings as the independent directors determined necessary from time to time.

Pursuant to the *Business Corporations Act* (Ontario), a director who is a party, directly or indirectly, to a material contract or transaction or proposed material contract or transaction is obligated to disclose to the Corporation the nature and extent of his or her interest. The interested director is then subject to certain restrictions relating to his or her ability to participate in meetings and vote on matters relating to the contract or transaction. Under the Corporation's Code of Business Conduct and Ethics (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.

To assist in making determinations as to the independence of directors, the board assesses each member's independence against the definition of independence contained in NI 52-110. The other directorships held by the directors in other reporting issuers (or equivalent in foreign jurisdictions) are as follows:

Director	Reporting Issuer
Jordan L. Bitove	Nil
Herbert Fraser Clarke	Axis Auto Finance Inc.
Dean T. MacDonald	Nil
Sean D. McMaster	Nil
Peggy Mulligan	Ontario Power Generation Inc. Canadian Western Bank

The Board appointed Dean T. MacDonald as the Executive Chairman of the Board, who is not an independent director. The Board has also appointed Mr. Bitove as the independent Lead Director. In addition to Mr. Bitove's appointment, the Board provides leadership to its independent directors by encouraging members to bring forth agenda items, having access to members of management and information regarding the Corporation's activities, and by retaining outside advisors when necessary.

The independent members of the Board are also encouraged to conduct discussions and meet independently of management. The Board has adopted a policy of meeting without management present at each regularly scheduled meeting of the board. These sessions are of no fixed duration and participating directors are encouraged to raise and discuss any issues of concern.

Since the beginning of the most recently completed financial year to the date hereof, the full Board of the Corporation met nine times. At each such meeting of the Board, the independent directors met in camera for a portion of the meeting.

The attendance record of each director for board meetings and committee meetings of the Corporation held from January 1, 2017 to the date hereof, is as follows:

Director	Board Meetings Attended	Audit Committee Meetings Attended	CCGC Meetings Attended	HSE Committee Meetings Attended
Jordan L. Bitove	9/9	5/5	5/5	3/3
Herbert Fraser Clarke	9/9	5/5	5/5	3/3
Dean T. MacDonald	9/9	5/5	5/5	3/3
Sean D. McMaster	9/9	5/5	5/5	3/3
Peggy Mulligan	9/9	5/5	5/5	3/3

Note: Mr. MacDonald attended each of the Audit Committee and CCGC meetings despite not being a member of such committees.

Mandate of the Board

The Board has adopted the following mandate setting out their responsibilities for the stewardship of the Corporation. The mandate of the Board is to oversee management of the Corporation and includes the following duties and responsibilities:

- supervising the management of the Corporation;
- the establishment of standards of conduct to be communicated to senior management and staff;
- the adoption of intermediate and long term goals and the establishment of a strategic planning process to reach established goals;
- approving significant acquisitions, investments and divestitures before they are implemented;
- establishing the dividend rate payable to Shareholders;
- ensuring systems are in place that effectively monitor and manage risks as well as measure the potential returns with a view to the long-term viability of the Corporation;
- adopting a disclosure policy, reviewing that policy annually and, prior to issuance, reviewing major Shareholder communications;
- establishing policies and processes to ensure the integrity of internal control and management information systems;
- approving a Code of Business Ethics and monitoring compliance with that Code;

- assessing the contribution of the committees and all directors annually and reviewing matters of succession and succession planning (including appointing, training and monitoring senior management);

- developing an approach to corporate governance. Reviewing and monitoring corporate governance principles and disclosures, as well as measures for receiving Shareholder feedback (including establishing a process for direct communication between Shareholders and the independent directors); and

- ensuring that all new directors receive a comprehensive orientation and 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).

In general, all matters of management philosophy, strategic direction and all actions proposed to be taken that are not in the ordinary course of operations require prior approval of the Board, or a board committee to which approval has been delegated by the Board.

The Board can and does act independently of management. The Board expects management to be responsible for operations while respecting authorized limits, adhering to the business plan, operational budget and policies adopted for the Corporation. The Board expects to be advised by management in a complete, accurate and timely fashion on the business and affairs of the Corporation and its subsidiaries generally and on any individual matter that management considers to be of material or significant consequence.

The Board has discussed and considered how the Corporation communicates with its Shareholders, other stakeholders and the public. The Board has approved a 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.

The Board, through the Audit Committee, reviews with management and the Corporation's auditors, the adequacy of the Corporation's internal controls and management information systems on a regular basis.

Position Descriptions

The Board has not developed a written position description for the Executive Chairman or the Chair of each board committee. The Board believes that the charters of the Audit Committee and the CCGC adequately delineate the roles of the chairs of such committees.

The Corporation has developed a written position description for the Chief Executive Officer of the Corporation. The Chief Executive Officer is responsible for:

- ensuring that the Board is advised in a complete, accurate and timely fashion on the business and affairs of the Corporation and on any individual matter that management considers to be material or of significant consequence for the Corporation and/or the Shareholders of the Corporation;

- ensuring the business plan is being followed;

- ensuring that annual general and administrative budgets are prepared and presented to the Board for approval and that the results are reviewed with the Board quarterly;

- ensuring there are proper internal controls and financial reporting to effectively monitor and report on the performance of the Corporation, and all of its subsidiary companies, as well as their operations; and

- Ensuring financial statements for the Corporation, and all subsidiary entities, are prepared quarterly in accordance with generally accepted accounting principles and that the annual financial statements are audited in accordance with the mandate prescribed by the Audit Committee and tendered to the Board for approval.

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 obligations of directors, the business and operations of the Company, 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 Company is committed to providing all new directors with such information as he or she requires in order to become familiar with the Company's business and the Board's procedures.

To foster the familiarity of the Board with corporate matters on an on-going basis, the Board from time to time may invite senior management to attend at meetings of the Board to report on their respective business unit activities. In addition, the Company provides education (through management and outside professional advisers) on specific issues as they arise. The directors are encouraged to participate in continuing education opportunities in order to keep current on developments in the Company'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 and its subsidiaries and operating partnerships have adopted an updated Code for all directors, officers, employees and service providers (each, a "**Covered Party**"). The principles of the Code establish a minimum standard of conduct by which each Covered Party must abide.

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 Company, is responsible for monitoring compliance with the Code. Upon accepting a position with the Company, a new director, officer or employee is required to provide an acknowledgement with respect to his or her commitment to comply with the Code. In addition, each year company personnel and directors must acknowledge their compliance with the Code.

The text of the Code is available under the Corporation's profile on SEDAR at www.sedar.com, and is also available on the Corporation's website at www.clearstreamenergy.ca.

Compensation

The CCGC reviews and recommends to the Board for approval the remuneration of directors. In determining the appropriate remuneration, the CCGC considers time commitment, comparative fees and responsibilities of board members. Messrs. Bitove, Clarke and McMaster and Ms. Mulligan are the members of the CCGC and are all independent directors.

The CCGC reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluates the Chief Executive Officer's performance in light of those goals and objectives, and makes recommendations to the Board with respect to the Chief Executive Officer's compensation level based on this evaluation. The CCGC also reviews the recommendation of the Chief Executive Officer as to the compensation of the Corporation's other senior executives. The CCGC is responsible for the administration of the IOP and PSU and RSU Plan of the Corporation.

Nomination of Directors

The Board believes that it is an appropriate size to facilitate decision-making. The Board considers the competencies and skills that the Board, as a whole, should possess; evaluates the competencies and skills of current board members and then determines the competencies and skills and other qualities for new directors and assesses new directors against this framework. Additionally, the Board considers whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board. The CCGC is responsible for recommending to the Board, as required, candidates suitable for election to the Board based on the Board of Director's determination of the competencies, skills and personal qualities desired in new Board of Director members. 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 independent directors to join the Board.

Diversity

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

The Corporation does not have a written policy or target with respect to the identification and nomination of female directors as the Board does not believe that quotas, strict rules or targets necessarily result in the identification and selection of the best candidates. However, the Corporation believes that diversity in general benefits the Board and its performance.

Currently one of the Corporation's five directors (25%) is a woman. As it becomes necessary to identify and nominate candidates for appointment to the Corporation's Board, either to expand the Board or to replace an incumbent director, the Board intends that the search for such a replacement will include a search for and equal consideration of suitable female candidates with expertise and experience suited to the candidate's expected role on the Board.

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 none of the Corporation's executive officers are women. The Corporation expects to consider the diversity of the workplace in the selection process for executive officers, in addition to the expertise and experience requirements of the position.

Assessments

The CCGC is responsible for assessing the effectiveness of the Board as a whole. The CCGC evaluates the performance and contribution of individual members of the Board in their capacity as directors and as members of any board committee and recommends timely changes in the role, size, composition and structure of the Board and the board committees.

While the CCGC did not conduct a formal assessment of the Board and its committees for the 2017 financial year, the Board satisfied itself that the Board of Directors, its committees and its individual directors are performing effectively by encouraging discussion amongst the Board with respect to its effectiveness as a whole and that of each individual director.

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. 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. Notwithstanding the foregoing, the Board regularly assesses its effectiveness, its committees and individual directors.

Audit Committee

Pursuant to NI 52-110, the Corporation is required to have an audit committee. The Audit Committee is responsible for: recommending to the Board the appointment and compensation of the external auditor; overseeing the work of the external auditor, including the resolution of disagreements between the external auditor and management; pre-approving all non-audit services to be provided to the Corporation or its subsidiaries by the external auditor; satisfying itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures; 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 or its subsidiaries of concerns regarding questionable accounting or auditing matters; reviewing and approving any proposed hiring of current or former partners or employees of the current and former auditor of the Corporation or its subsidiaries; and reviewing and approving the annual and interim financial statements, related management discussion and analysis and other financial information provided by the Corporation to any governmental body or the public. All of the members of the Audit Committee, being Messrs. Bitove, Clarke and McMaster and Ms. Mulligan, are "independent" and "financially literate" within the meaning of NI 52-110.

Please see Section 8.2 as well as Appendix "A" in the Corporation's annual information form dated February 28, 2018 for the year ended December 31, 2017 (the "**2017 AIF**"), for certain other information concerning the Audit Committee, including the text of the charter of the Audit Committee. The 2017 AIF is available under the Corporation's profile on SEDAR at www.sedar.com.

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 is responsible for, among other things: 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 to ensure they comply with legislation that applies to the Corporation and meets industry standards; investigating any activity that the Committee deems appropriate, and reporting to the Board on the Corporation's performance with respect to applicable laws, regulations and Corporation's policies on health, safety and the environment, emerging trends, relevant issues and regulations; 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 health, safety and environment; and reviewing and reporting to the Board on the Corporation's performance with respect to health, safety and environmental compliance.

The members of the HSE Committee are Messrs, Bitove, Clarke, MacDonald and McMaster (chair) and Ms. Mulligan, all of whom are independent within the meaning of NI 52-110 except Mr. MacDonald, who is an executive officer of the Corporation.

Questions? Need Help Voting?

Please contact our Strategic Shareholders Advisor and Proxy Solicitation Agent, Kingsdale Advisors

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ClearStream