ENSIGN

Management Information Circular

2021

NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF ENSIGN ENERGY SERVICES INC.

Date, Time and Webcast Link: The annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Ensign Energy Services Inc. (the "**Corporation**") will be held on Friday, May 7, 2021, at 3:00 p.m. (Calgary time) as a virtual online meeting via live audio webcast at: https://web.lumiagm.com/292503179 / password: ensign2021.

Items of Business: The Meeting is being held for the following purposes:

1. To receive the consolidated financial statements of the Corporation for the fiscal year ending December 31, 2020, together with the auditor's report thereon;
2. To set the number of Directors of the Corporation at nine (9) and to elect Directors to hold office until the close of the next annual meeting;
3. To appoint auditors of the Corporation for the ensuing fiscal year to hold office until the close of the next annual meeting;
4. To consider, and if deemed advisable, to pass an ordinary resolution (the "**MAC Resolution**") authorizing and approving the issuance of common shares of the Corporation that may be required to be issued to Mr. N. Murray Edwards upon conversion of all or some of the Corporation's unsecured convertible debenture maturing May 1, 2023 that may be held by Mr. Edwards at the time of such conversion and where such conversion would "materially affect control" (as that term is defined in the Toronto Stock Exchange Company Manual) of the Corporation through the creation of Mr. Edwards as a new "Control Person" (as that term is defined in the *Securities Act* (Alberta));
5. To approve, on a non-binding advisory basis, the Corporation's approach to executive compensation, as described in the Information Circular; and
6. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular (the "**Circular**").

All Shareholders who cannot attend the Meeting are urged to complete, sign and date the enclosed Instrument of Proxy. The Instrument of Proxy has been mailed to all Shareholders of record and a voting instruction form has been delivered to non-objecting beneficial owners of common shares. Proxies are to be submitted to the Corporation as set out therein. The deadline for receipt of proxies is 3:00 p.m. (Calgary time) on Wednesday, May 5, 2021.

Who Can Vote: Only Shareholders of record as of the close of business on March 19, 2021 (the "**Record Date**") are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers his Common Shares after the Record Date and the transferee of those Common Shares establishes that he owns the Common Shares and demands, not later than the close of business 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

How to Vote: Provided they are connected to the internet and comply with all of the requirements set out in the Circular, registered Shareholders and duly appointed proxyholders will be able to attend and participate in the Meeting, ask questions and vote in real time at https://web.lumiagm.com/292503179 /. Beneficial Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting. Shareholders that usually vote by proxy ahead of the Meeting will be able to do so in the normal way as described below.

Shareholders who wish to appoint a person other than the management designees identified on the enclosed form of proxy or voting instruction form to represent him, her or it at the Meeting may do so by inserting such other person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you would like a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Common Shares, including if you are a non-registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, Shareholders MUST visit http://www.computershare.com/EnsignEnergy.

DATED at the City of Calgary, in the Province of Alberta, this 19th day of March, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(s) "Robert H. Geddes"

Robert H. Geddes
President & Chief Operating Officer

Important Notice regarding Proxy Materials and Notice and Access Procedures

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("**Notice-and-Access**") for distribution of the meeting materials to Beneficial Shareholders (as defined herein). Notice-and-Access allows the Corporation to post electronic versions of its proxy-related materials on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and on its website, rather than mailing paper copies to Beneficial Shareholders. Beneficial Shareholders will still receive a Notice of Meeting and a form of proxy (or voting instruction form, if applicable) and may choose to receive a paper copy of the meeting materials in accordance with the instructions set forth below. Registered Shareholders (i.e. a Shareholder whose name appears on the records of the Corporation) will receive a paper copy of the Notice of Meeting, this Information Circular and a form of proxy.

The Corporation will not be sending proxy-related materials directly to non-objecting Beneficial Shareholders. The Corporation intends to pay for intermediaries to deliver proxy-related materials to objecting Beneficial Shareholders.

The meeting materials will be available on the Corporation's website at www.ensignenergy.com as of March 29, 2021. The meeting materials will also be available under the Corporation's profile on SEDAR at www.sedar.com as of March 29, 2021. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. Shareholders are reminded to review the meeting materials prior to voting.

Any Shareholder who wishes to receive a paper copy of the meeting materials, at no cost to them, may request copies from the Corporation at 400 – 5th Ave. S.W., Suite 1000, Calgary, Alberta, T2P 0L6, Fax: (403) 262-8215, Toll Free: 1 (877) 262-1361 or by email at ir@ensignenergy.com. A Shareholder may also use this toll-free number to obtain additional information about how Notice-and-Access works.

Requests for paper copies should be made as soon as possible, but must be received no later than April 6, 2021 in order to allow sufficient time for Shareholders to receive and review the meeting materials and return the proxy form or voting instruction form prior to the proxy deadline. Shareholders who are unable to participate in the meeting are requested to complete, date and sign the enclosed form of proxy (or voting instruction form, as applicable) and return it, in the envelope provided, to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, so that it is received no later than 3:00 p.m. (Calgary time) on Wednesday May 6, 2020.

See also "*Section 1 - Proxy Information - Virtual Online Meeting Format - How to attend and participate at the Meeting*" below for further information.

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FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON FRIDAY, MAY 7, 2021

This Information Circular is dated March 19, 2021.

The information contained in this Management Information Circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Ensign Energy Services Inc. ("**Ensign**" or the "**Corporation**") for use at the 2021 annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares of the Corporation (the "**Common Shares**") to be held as a virtual online meeting via live audio webcast at: https://web.lumiagm.com/292503179 / password: ensign2021, on Friday, the 7th day of May, 2021, at 3:00 p.m. (Calgary time), and at any adjournments thereof, for the purposes set out in the accompanying Notice of the Annual Meeting (the "**Notice**"). Shareholders will not be able to physically attend the Meeting. It is expected that the solicitation of proxies will be primarily online, by telephone or by mail. The cost of any such solicitation will be borne by the Corporation.

SECTION 1 – PROXY INFORMATION

Virtual Online Meeting Format - How to attend and participate at the Meeting

The Meeting is being held as a virtual online meeting. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), Shareholders must have a valid Username.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at https://web.lumiagm.com/292503179 / password: ensign2021. Such persons may then enter the Meeting by clicking "I have a login" and entering a Username and the password before the start of the Meeting. Check that the browser for whichever device you are using is compatible, as you will need the latest version of Chrome, Safari, Edge or Firefox.

- **Registered Shareholders**: The control number located on the form of proxy (or in the email notification you received) is the Username. The Password to the Meeting is "ensign2021" (case sensitive). If as a registered Shareholder you are using your control number to login to the Meeting and you have previously voted, you do not need to vote again when the polls open. By voting at the Meeting, you will revoke your previous voting instructions received prior to voting cut off.
- **Duly appointed proxyholders**: Computershare will provide the proxyholder with a Username by e-mail, providing the proxyholder's appointment has been registered. The Password to the Meeting is "ensign2021" (case sensitive). Only registered Shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Beneficial Shareholders (as defined below) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as a guest but not be able to participate or vote at the Meeting. Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder at: http://www.computershare.com/EnsignEnergy.
- **Guests:** Guests are welcome to attend and view the webcast, but will be unable to participate or vote at the Meeting. To join as a guest please visit the Meeting online at: https://web.lumiagm.com/292503179 / and select "Join as a Guest" when prompted.

Beneficial Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as a guest but will not be able to vote or participate at the Meeting. This is because Ensign and its transfer agent do not have a record of the beneficial Shareholders of Ensign, and, as a result, will have no knowledge of your Shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a Beneficial Shareholder and wish to vote and participate at the Meeting, you have to appoint yourself as proxyholder by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by your intermediary.

Record Date

The persons entitled to attend and vote at the Meeting or to be represented thereat by proxy are those Shareholders of record at the close of business on March 19, 2021 (the "**Record Date**"). Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Designation of Persons Other Than Those Set Forth in the Instrument of Proxy

The persons named in the enclosed Instrument of Proxy to represent a Shareholder are directors or officers of the Corporation. **A Shareholder who chooses to vote by submitting an Instrument of Proxy has the right to appoint a person or company, who need not be a Shareholder of the Corporation, to represent such Shareholder at the Meeting other than the persons designated in the Instrument of Proxy furnished with this Information Circular. Such right may be exercised by inserting in the blank space provided in the Instrument of Proxy the name of the person or company to be designated or by completing another Instrument of Proxy and, in either case, delivering the resulting Instrument of Proxy to the Secretary of the Corporation, care of Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 3:00 p.m. (Calgary time) on Wednesday, May 5, 2021.** Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder at http://www.computershare.com/EnsignEnergy.

Beneficial Holders of Shares

The information set forth in this section is of significant importance to many Shareholders as a substantial number of the Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation.

Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominees for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Common Shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable Voting Instruction Form in lieu of the Form of Proxy. The Beneficial Shareholder is requested to complete and return the Voting Instruction Form to Broadridge by mail, email or facsimile. Alternatively the Beneficial Shareholder can call a toll-free telephone number to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a Voting Instruction Form cannot use that Voting Instruction Form to vote Common Shares directly at the Meeting because the Voting Instruction Form must be returned as directed by Broadridge in advance of the Meeting in order to have the Common Shares voted.

Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder at http://www.computershare.com/EnsignEnergy.

Voting of Common Shares Represented by Proxies

The Common Shares represented by proxy will be voted for, against, or withheld from voting, in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. If no choice is specified, the Common Shares represented by a proxy for the Meeting will be voted for the resolution on any particular resolution.

The enclosed Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations of any resolution voted upon at the Meeting and with respect to other matters which may properly be brought before the Meeting or any adjournment thereof. At the time of printing this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.

Revocation of Proxies

A Shareholder who has given a proxy may revoke the proxy, at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing, or if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. The revocation of proxy must be deposited with the Secretary of the Corporation, care of Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or at the corporate office of the Corporation at 400 - 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of such Meeting on the date of the Meeting or any adjournment thereof, and upon any of such deposits, the proxy is revoked.

SECTION 2 – PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of management of the Corporation, the only matters to be placed before the Meeting are those matters set forth in the Notice.

The resolutions relating to the Number of Directors, the Election of Directors, the Appointment of Auditors and the MAC Resolution are ordinary resolutions and must be approved by in excess of 50% of the votes cast by the Shareholders, present in person or represented by proxy, at the Meeting.

Number of Directors

The affairs of the Corporation are managed by a Board of Directors who are elected annually for a one (1) year term at each annual meeting of Shareholders and who hold office until the next annual meeting, or until their successors are duly elected or appointed or until a Director vacates his or her office or is replaced in accordance with the bylaws of the Corporation. The Articles of the Corporation provide that the Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons.

Directors who have celebrated their 75th birthday may not, unless the remaining Board members agree to a specific exception, stand for election as a Director of the Corporation (the "**Director Retirement Policy**").

The Board presently consists of nine (9) Directors and it is proposed that the nine (9) current Directors be re-elected to serve on the Board for the forthcoming year.

Election of Directors

The following are the names of the nine (9) proposed nominees for election as Directors of the Corporation:

N. Murray Edwards	Robert H. Geddes	Gary W. Casswell
James B. Howe	Len O. Kangas	Cary A. Moomjian, Jr.
John G. Schroeder	Gail D. Surkan	Barth E. Whitham

The persons named herein have been nominated for election and have consented to such nomination. The current Board of Directors recommends that each of the nominees be elected to serve as Directors of the Corporation, to hold office until the next annual meeting of Shareholders or until such person's successor is elected or appointed. As you will note from the enclosed form of proxy or voting instruction form, shareholders may vote for each Director individually. In addition, the Corporation has adopted a majority director voting policy, described below. **If no choice is specified, the Common Shares represented by a proxy for the Meeting will be voted FOR the election of each of these nominees**.

The current Board of Directors has confirmed that Mr. N. Murray Edwards will, subject to his re-election as a Director, be re-appointed by the Board of Directors as Chairman of the Board of Directors. Each such Director's confirmation and Mr. Edwards' re-appointment as Chairman are subject to his or her re-election as a Director by the Shareholders at the Meeting.

The following tables set forth selected information for each of the proposed Directors, together with his or her age, principal place of residence, principal occupation, principal directorships with other boards, date first elected or appointed as a Director of the Corporation, whether the nominee qualifies as independent, the Committee(s) of the Board on which the nominee serves, the number of Common Shares beneficially owned, or controlled or directed by each proposed nominee as at March 19, 2021 and the attendance records for both Board and Committee meetings held in 2020. All nominees are currently Directors of the Corporation. Certain of this information, not being within the knowledge of the Corporation, has been furnished by the respective nominees.

N. Murray Edwards
Age: 61
St. Moritz, Switzerland
Director since: October 1989
Non-independent – management (Chairman of Ensign)

Mr. Edwards is an investor and corporate director. Prior to December 2015, he was the President of Edco Financial Holdings Ltd, a private management and consulting company. He is currently a director and Chairman of Canadian Natural Resources Limited, a publicly traded company and one of the largest independent crude oil and natural gas producers in the world, and a director and Chairman of Magellan Aerospace Corporation, also a publicly traded company. He has a B. Comm. from the University of Saskatchewan (Great Distinction) and an LL.B. (Honours) from the University of Toronto. In 2007, the business school at the University of Saskatchewan was re-named the "N. Murray Edwards School of Business" in recognition of his support of the school. He has been awarded several honorary Doctor of Laws degrees from prominent Canadian universities, including from the University of Calgary (2004), the University of Saskatchewan (2011), and the University of Toronto (2013), in each case in recognition of his achievements in business and support of educational, cultural and community organizations and institutions.

Board/Committee Membership: (1)	**2020 Attendance:**	**Public Board Memberships:**	
Member of the Board As Chairman of Ensign and therefore not an independent director, Mr. Edwards may attend all meetings of Board Committees but as a non-voting participant only.	7/7 (100%)	*Canadian Natural Resources Limited* *Magellan Aerospace Corporation*	1988 to present 1995 to present

Voting Results of 2020 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	91,881,066	86.86
Votes Withheld	13,905,103	13.14

Total Compensation Earned in 2020: (2)	**Securities / DSUs Held (directly and indirectly) as at March 19, 2021:**		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement** (3)
$1,220,715	31,582,085 / N/A	31,582,085	Yes

Options Held as at March 19, 2021:			
Number	**Average Weighted Exercise Price**	**Exercisable in-the-Money Option Value**	**Un-Exercisable in-the-Money Option Value**
637,000	$4.33	$17,696	$70,784

Robert H. Geddes
Age: 64
Calgary, Alberta, Canada
Director since: March 2007
Non-independent – management (President & Chief Operating Officer of Ensign)

Mr. Geddes has been with the Ensign group of companies since 1991 and is currently the President & Chief Operating Officer of the Corporation, a position he has held since January 1, 2007. He acted as Vice President Canadian Drilling from 1999 to 2004 and President Canadian Operations, from 2004 to December 31, 2006. He is a past chairman of the Canadian Association of Oilwell Drilling Contractors (CAODC), currently serves as Chair of the International Association of Drilling Contractors, and is a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta (APEGGA). He holds a B.Sc. in Mechanical Engineering from the University of Alberta.

Board/Committee Membership: (1)	2020 Attendance:	Public Board Memberships:
Member of the Board As President & COO of Ensign and therefore not an independent director, Mr. Geddes may attend all meetings of Board Committees but as a non-voting participant only.	7/7 (100%)	None

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	91,146,700	86.16
Votes Withheld	14,639,469	13.84

Total Compensation Earned in 2020: (2)	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	Common Shares / DSUs	Total Holdings (Shares and DSUs)	Meets Minimum Shareholding Requirement (3)
$1,994,251	1,237,103 / N/A	1,237,103	Yes

Options Held as at March 19, 2021:			
Number	Average Weighted Exercise Price	Exercisable in-the-Money Option Value	Un-Exercisable in-the-Money Option Value
637,000	$4.33	$17,696	$70,784

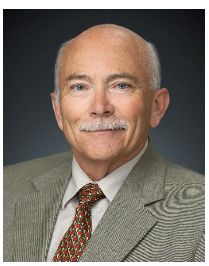
Gary W. Casswell
Age: 68
Montgomery, Texas, USA
Director since: December 2017
Independent

Mr. Casswell is a retired businessman with over 35 years of experience as a senior executive in the onshore and offshore drilling industries. His industry career most recently included tenure as the President & Chief Executive Officer of Northern Offshore Ltd, a Bermuda based offshore drilling company, listed on the Oslo Bors stock exchange. Prior to that, Mr. Casswell acted as the Vice President of Eastern Hemisphere Operations for Pride International, a Houston, Texas-based drilling company that was acquired by Ensco plc (now called Valaris plc) in 2011. Mr. Casswell has lived and worked extensively throughout the Middle East, including Kuwait, Saudi Arabia and Oman, and has extensive experience in the United States land drilling market. Mr. Casswell currently serves as Chairman of the Board for Northern Drilling Ltd, a Bermuda based offshore drilling company, listed on the Oslo Bors stock exchange, and as a member of the board of directors for Norther Ocean Ltd., also listed on the Oslo Bors stock exchange. He obtained a Bachelor of Science degree in Business Administration from the University of California, Long Beach in 1980 and is a member of the Society of Petroleum Engineers.

Board/Committee Membership: (1)	2020 Attendance: (6)	Public Board Memberships:	
Member of the Board	7/7 (100%)	*Northern Drilling Ltd.*	2017 to present
Member of the Corporate Governance, Nominations & Risk Committee	4/4 (100%)	*Northern Ocean Ltd.*	2020 to present
Chair of the Health, Safety & Environment Committee	4/4 (100%)		

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	103,763,182	98.09
Votes Withheld	2,022,987	1.91

Total Compensation Earned in 2020: (4)	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)(6)**
$136,925	40,000 / 159,740	199,740	N/A



James B. Howe
Age: 71
Calgary, Alberta, Canada
Director since: June 1987
Independent

Mr. Howe is President of Bragg Creek Financial Consultants Ltd., a private financial consulting company, since 1982. He brings extensive corporate board experience to Ensign, including in the oil and natural gas and related service industries, together with significant accounting, finance and executive compensation expertise. Over his 40 year career, Mr. Howe has served as Chief Financial Officer of several public companies and currently serves on the board of directors and audit committee of Bengal Energy Ltd., and on the board of directors, audit committee and compensation committee of Pason Systems Inc. Mr. Howe earned a B.A. from the Ivey School of Business at the University of Western Ontario and is a Chartered Accountant. He is a member of the Chartered Professional Accountants of Alberta.

Board/Committee Membership: (1)	2020 Attendance:	Public Board Memberships:	
Member of the Board	7/7 (100%)	*Bengal Energy Ltd.*	2005 to present
Member of the Audit Committee	5/5 (100%)	*Pason Systems Inc.*	1997 to present
Chair of the Compensation Committee	3/3 (100%)		

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	90,362,494	85.42
Votes Withheld	15,423,675	14.58

Total Compensation Earned in 2020: (4)	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)**
$139,250	513,490 / 69,717	583,207	Yes

Len O. Kangas
Age: 72
Red Deer, Alberta, Canada
Director since: June 1990
Independent

Mr. Kangas is a retired businessman and oilfield marketing consultant with over 40 years of experience in oilfield servicing, transportation and related businesses. He was the President of Mar-Len Enterprises Trucking & Rental Company, from 1992 until 2006. He has also served on a number of community and non-profit boards.

Board/Committee Membership: [1]	2020 Attendance:	Public Board Memberships:
Member of the Board Chair of the Corporate Governance, Nominations & Risk Committee Member of the Health, Safety & Environment Committee Lead Director	7/7 (100%) 4/4 (100%) 4/4 (100%)	None

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	103,209,901	97.56
Votes Withheld	2,576,268	2.44

Total Compensation Earned in 2020: [4]	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement [5]**
$143,925	79,232 / 198,824	278,056	Yes

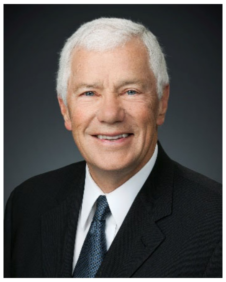
Cary A. Moomjian Jr.
Age: 73
Frisco, Texas, USA
Director since: November 2014
Independent

Mr. Moomjian is a former oil and gas drilling industry executive with over 40 years of international and domestic experience in legal, contractual, risk management, commercial and corporate governance activities that included negotiation of land and offshore drilling contracts, oilfield service and supply agreements, joint venture relationships, rig construction projects, financings, mergers and acquisitions. He acted as Vice President, General Counsel and Secretary to ENSCO International Inc. and Ensco plc (now called Valaris plc) from 2002 until 2011, and prior to that was Vice President, General Counsel and Secretary of Santa Fe International Corporation. He has a B. A. (*cum laude*) from Occidental College in Los Angeles, CA and a J.D. (with distinction) from the Duke University School of Law in Durham, North Carolina. He has been a member of the California and Texas State bar associations since 1972 and 1994 respectively. He has been a prominent member of and contributor to the International Association of Drilling Contractors (IADC), which named him "Contractor of the Year" in 1996, and is a recognized expert on drilling contracts.

Board/Committee Membership: [1]	2020 Attendance:	Public Board Memberships:
Member of the Board Member of the Compensation Committee Member of the Corporate Governance, Nominations & Risk Committee	7/7 (100%) 3/3 (100%) 4/4 (100%)	None

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	91,148,312	86.16
Votes Withheld	14,637,857	13.84

Total Compensation Earned in 2020: [4]	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement [5]**
$131,600	500,762 / 127,718	628,480	Yes



John G. Schroeder
Age: 74
Calgary, Alberta, Canada
Director since: June 1990
Independent

Mr. Schroeder has over 30 years of experience in the oil and natural gas industry, with significant accounting, finance, compliance and human resources expertise. He retired on July 31, 2009 from his position as Vice President, Finance and Chief Financial Officer of Parkland Income Fund (now called Parkland Fuel Corporation), a public petroleum marketing income trust, following a successful 22-year career with that company during which he played a key role in its growth. Prior to joining Parkland, Mr. Schroeder was Vice President Finance for Geocrude Energy Inc. and Vice President Finance and Administration for Pancana Minerals Inc. Mr. Schroeder earned a B. Comm., with Honours, from the University of Manitoba and is a Chartered Accountant. He is a member of the Chartered Professional Accountants of Alberta.

Board/Committee Membership: (1)	2020 Attendance:	Public Board Memberships:
Member of the Board Chair of the Audit Committee Member of the Compensation Committee	7/7 (100%) 5/5 (100%) 3/3 (100%)	None

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	104,141,593	98.45
Votes Withheld	1,644,576	1.55

Total Compensation Earned in 2020: (4)	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)**
$141,800	18,376 / 242,490	260,866	Yes

Gail D. Surkan
Age: 73
Red Deer, Alberta, Canada
Director since: March 2006
Independent

Ms. Surkan is a retired businesswoman with 30 years of experience in economic and human resource development, strategic leadership and governance. She was a four-term mayor of Red Deer, Alberta, from 1992 to 2004. Ms. Surkan was a founding director of ATB Financial, where she served for nine years and chaired the Human Resources Committee. She also served as the chair of the Alberta Heritage Foundation for Medical Research for four years. Ms. Surkan has served on the boards of numerous other private, crown corporation and non-profit organizations. These include Agriculture Financial Services Corporation and Canada West Foundation where she chaired the Governance Committees. She chaired the Governance Committee for the 2019 Canada Winter Games. In addition to her extensive board experience, Ms. Surkan has significant expertise in business and organizational strategy, executive recruitment and human resources. She has a Bachelor of Economics from the University of Saskatchewan. Ms. Surkan continues to be very active at the community level and is an Honorary Colonel (retired) for the 20th Field Regiment of the Canadian Forces.

Board/Committee Membership: (1)	2020 Attendance:	Public Board Memberships:
Member of the Board Member of the Compensation Committee Member of the Corporate Governance, Nominations & Risk Committee	7/7 (100%) 3/3 (100%) 4/4 (100%)	None

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	104,307,825	98.60
Votes Withheld	1,478,344	1.40

Total Compensation Earned in 2020: (4)	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)**
$130,100	62,953 / 181,486	244,439	Yes

Barth E. Whitham
Age: 64
Denver, Colorado, USA
Director since: March 2007
Independent

Since 2004, Mr. Whitham has been the President & Chief Executive Officer of Enduring Resources, LLC, a private Denver-based company with exploration and production operations onshore United States. He also serves as a director for that company. In 1991 he co-founded Westport Oil and Gas, which went public as Westport Resources Corp., an upstream energy company listed on the NYSE, and served as its President & Chief Operating Officer from 1991 until 2004, when it merged with Anadarko Petroleum Corporation. He also served on the Board of Directors for Westport Resources Corp. Prior to Westport, Mr. Whitham worked extensively in the upstream United States, international and offshore energy industry in project planning, development and operations. He has a B.Sc. in Petroleum Engineering, an M.Sc. in Economics from the Colorado School of Mines, and is a Registered Professional Engineer. Mr. Whitham serves on the Audit and Governance committee of Intrepid Potash and chairs the Compensation committee. He is currently Board Chair of Children's Hospital Colorado and its Health System. He is a past director for the Society of Petroleum Engineers.

Board/Committee Membership: (1)	2020 Attendance:	Public Board Memberships:	
Member of the Board Member of the Audit Committee Member of the Health, Safety & Environment Committee	6/7 (86%) 5/5 (100%) 4/4 (100%)	*Intrepid Potash Inc.* *QEP Resources, Inc.*	2008 – present 2019 – March 17, 2021

Voting Results of 2020 AGM:	Number of Votes:	% of Votes:
Votes For	91,683,043	86.67
Votes Withheld	14,103,126	13.33

Total Compensation Earned in 2020: (4)	Securities / DSUs Held (directly and indirectly) as at March 19, 2021:		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (5)**
$133,300	208,478 / 0	208,478	Yes

(1) As at December 31, 2020 and the date hereof.
(2) For further details on the compensation earned by the Chairman and the President & Chief Operating Officer of the Corporation, please see the section of this Information Circular entitled "Compensation Discussion and Analysis".
(3) For further details on the minimum shareholding requirement for the Chairman and the President & Chief Operating Officer of the Corporation, please see the section of this Information Circular entitled "Compensation Discussion and Analysis – Mandatory Executive Share Ownership".
(4) For further details on the compensation earned by Directors, please see the section of this Information Circular entitled "Director Compensation".
(5) For further details on the minimum shareholding requirement applicable to Directors who are not members of Management, please see the section of this Information Circular entitled "Director Equity Ownership Requirement".
(6) Mr. Casswell has until December 2022 to meet our share ownership requirement.

"**Independent**" in the tables above refers to the standards of independence established under Section 1.2 of the Canadian Securities Administrators' National Instrument 58-101 (Disclosure of Corporate Governance Practices).

Majority Director Voting

In 2008, the Board adopted a policy whereby the election of director nominees by shareholders in an uncontested election shall be by majority vote. A director nominee who receives less than 50% of the votes cast in favour of the election of the director nominee shall forthwith submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Board shall exercise discretion in considering any such resignation of the director nominee. If it is deemed to be in the best interests of the Corporation and the Shareholders, and absent any extenuating circumstances deemed by the Board to exist, the Board shall accept such resignation within 90 days of having received the resignation of the director nominee.

In 2016, this policy was updated to include the following additional requirements:

- A director who tenders a resignation pursuant to the policy will not participate in any meeting of the board or any sub-committee of the board at which the resignation is considered;
- A news release will be promptly issued with the board's decision regarding the tendered resignation of the director;
- A copy of the news release with the board's decision will be provided to TSX; and
- If the board determines not to accept a resignation, the news release must fully state the reasons for that decision.

Committees

The Board of Directors currently has four (4) Committees:

1. ***Audit Committee;***
2. ***Compensation Committee;***
3. ***Corporate Governance, Nominations & Risk Committee; and***
4. ***Health, Safety & Environment Committee.***

Throughout 2020 and as at March 19, 2021, the Board of Directors was comprised of nine (9) members, all of whom are standing for re-election at the Meeting. Membership of the Board Committees (comprised exclusively of independent Directors) is currently as follows:

		Committees			
Independent Director	Year Appointed	Audit	Compensation	Governance, Nominations & Risk	Health, Safety & Environment
Casswell, Gary W.	2017			X	Chair
Howe, James B.	1987	X	Chair		
Kangas, Len O.	1990			Chair	X
Moomjian Jr., Cary A.	2014		X	X	
Schroeder, John G.	1990	Chair	X		
Surkan, Gail D.	2006		X	X	
Whitham, Barth E.	2007	X			X

Meetings of the Board of Directors and its Committees During 2020

The individual attendance record for meetings of the Board of Directors and its committees is set forth in the tables above and in the section of this Information Circular entitled "Statement of Corporate Governance Practices".

The overall average attendance for all meetings of the Board of Directors and its committees held in 2020 was 99.1% (2019 = 99.2%).

Director Tenure

Other than in connection with the Director Retirement Policy, Ensign does not currently have a policy for Director term limits. The Board of Directors believes it is critical that all Directors have a comprehensive understanding of the Corporation's business, and that such an understanding is achieved through and enhanced by length of tenure. While new Directors may bring fresh perspectives and new experience, Directors who have served for several years accumulate valuable knowledge regarding our business, including industry trends and cycles, market conditions and geo-political influences.

The nominees for election to the Board of Directors include individuals having served between two (2) and up to 34 years as a Director of the Corporation, as categorized below:

Tenure	# of Directors	Director
0 – 5 years	1	Gary W. Casswell
6 – 10 years	1	Cary A. Moomjian, Jr.
11 – 15 years	3	Geddes, Robert H. Surkan, Gail D. Whitham, Barth E.
16 – 20 years	0	N/A
21+ years	4	Edwards, N. Murray Howe, James B. Kangas, Len O. Schroeder, John G.

The average age of the Corporation's Directors as of the date of this Information Circular is 68.9 years.

No Common Outside Boards

As of the date of this Information Circular, no two or more of the Corporation's directors were serving together on any other board of directors.

Director Equity Ownership Requirement

With a view to aligning the non-management Directors interests with those of the Shareholders, the Corporation has implemented a requirement that such Directors acquire and hold Common Shares and/or DSUs with a minimum aggregate value equal to three (3) times the base annual cash and equity retainer, within five (5) years of their initial appointment as a Director.

The minimum equity ownership requirement for 2020, based on a multiple of three (3) times the base annual cash and equity retainer as at December 31, 2020, was Common Shares and/or DSUs having a value of $312,000, a decrease from the 2019 level of $420,000 due to reductions in retainer fees in 2020.

Once the applicable threshold is met, further purchases are not required if the value of the Common Shares held decreases solely as a result of a decline in the market value of the Common Shares. However, if the value decreases for any other reason (i.e. sale of Common Shares), such Director would be required to increase the value of his or her holdings to achieve the required threshold.

To avoid the need to continuously monitor and adjust the value of holdings based on fluctuations in the market price of the Common Shares, for purposes of the minimum equity ownership requirement applicable to the Corporation's non-management Directors, the value of holdings is calculated based on the greater of:

i. ***The current market value of the Common Shares;***
ii. ***The market value of the Common Shares as at December 31 of the immediately preceding year; or***
iii. ***The acquisition cost of each Director's holdings.***

Throughout 2020 and as at March 19, 2021, each Director being nominated for election at the Meeting, and subject to the minimum equity ownership requirement, has met the minimum equity ownership requirement, based on one or more of the permitted calculation methods, as demonstrated below:

	2020 Requirement: Value of $312,000		
Name	Holdings as at December 31, 2020 (DSUs + Common Shares)	Holdings as at March 19, 2021 (DSUs + Common Shares)	Meets Requirement [1][2]
Casswell, Gary W.	199,740	199,740	N/A
Howe, James B.	583,207	583,207	Yes – current value, Dec 31 Value & acquisition cost
Kangas, Len O.	278,056	278,056	Yes – current value & acquisition cost
Moomjian Jr., Cary A.	628,480	628,480	Yes – current value, Dec 31 Value & acquisition cost
Schroeder, John G.	260,866	260,866	Yes – current value & acquisition cost
Surkan, Gail D.	244,439	244,439	Yes – current value & acquisition cost
Whitham, Barth E.	208,478	208,478	Yes – acquisition cost
TOTAL:	**2,403,266**	**2,403,266**	

(1) Based on the acquisition cost of holdings that exceed both current market value and the equity ownership requirement.
(2) All Directors except for Mr. Casswell, who was appointed to the Board of Directors on December 4, 2017, have been on the Board of Directors for five (5) or more years and are therefore subject to the requirement.

As at March 19, 2021, the non-management Directors being nominated for election at this Meeting hold an aggregate of 1,423,291 Common Shares and 979,975 DSUs. The Common Shares of the non-management Directors represent 0.87% of the issued and outstanding Common Shares as at that date. Management Directors have separate share ownership requirements.

Cumulatively, non-management and management Directors hold a total of 34,242,479 Common Shares representing 21.24% of the issued and outstanding Common Shares.

The Director equity ownership requirement is reviewed periodically by the Corporate Governance, Nominations & Risk Committee to ensure that the level is appropriate to demonstrate commitment to Ensign's success, in view of Common Share value and the current level of compensation being provided to non-management Directors.

In addition to equity ownership, the following Directors (including the non-independent Directors) hold convertible debentures, issued March 29, 2018 and maturing on January 31, 2022, in the following principal amounts:

Director	Principal Amount of Convertible Debenture
Edwards, N. Murray	$20,000,000
Geddes, Robert H.	$200,000
Howe, James B.	$500,000
Moomjian, Cary A.	$250,000
Whitham, Barth E.	$5,000,000
TOTAL:	**$25,950,000**

These convertible debentures, of which $37,000,000 are outstanding, bear interest at 7.0% per annum, payable semi-annually in arrears, on April 1 and October 1 of each year, and are convertible at the option of the holder into Common Shares at any time prior to the close of business on the maturity date upon at least 61 days prior notice, at a conversion price of $7.00 per Common Share. These debentures are described in further detail in the Corporation's financial statements for the year ended December 31, 2020, available on SEDAR at www.sedar.com. It is proposed that the Debentures be amended. For further details, see "*Approval of Creation of a Control Person*" below.

Additional Disclosures Regarding Directors

To the knowledge of the Corporation, in the last ten years, none of the above-named nominees is or has been: (i) a director, chief executive officer or chief financial officer of any company (including Ensign) that, while that person was acting in that capacity or which resulted from an event which occurred while that person was acting in such capacity, was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days; or (ii) a director or executive officer of any company (including Ensign) that, while such person was acting in such capacity, or within one 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.

Furthermore, to the knowledge of the Corporation, in the last ten years, no director or officer of the Corporation, or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has become 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 his or her assets.

To the best of the Corporation's knowledge, no proposed director has, as at date hereof, been subject to: (a) 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) 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 proposed director.

Appointment of Auditors

The Shareholders will be asked to consider an ordinary resolution to appoint the firm of PricewaterhouseCoopers LLP as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders and to authorize the Board of Directors to fix their remuneration.

Total fees for audit and audit-related services for the Corporation's fiscal year ended December 31, 2020 were $1,039,500 (2019 – $1,303,370). For more information relating to auditors' fees, reference is made to the Annual Information Form dated March 8, 2021, under the heading "Audit Committee Disclosures", which is hereby incorporated by reference and which can be found on SEDAR at www.sedar.com or obtained free of charge by any shareholder from the Corporate Secretary of the Corporation at 400 – 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6.

Approval of Creation of a Control Person

At the Meeting, the disinterested Shareholders of the Corporation will be asked to consider and, if deemed advisable, to approve an ordinary resolution (the "**MAC Resolution**") authorizing and approving the issuance of Common Shares that may be required to be issued to Mr. N. Murray Edwards upon conversion of all or some of the Corporation's unsecured convertible debenture, maturing May 1, 2023, that may be held by Mr. Edwards at the time of such conversion and where such conversion would "materially affect control" (as that term is defined in the Toronto Stock Exchange Company Manual) of the Corporation through the creation of a new "Control Person" (as such term is defined in the *Securities Act* (Alberta)).

Background

The Corporation completed a private placement of unsecured, subordinated convertible debentures (the "**Debentures**") for gross proceeds of $37,000,000 in two tranches on March 29, 2018 and April 12, 2018. Prior to the Amendments described below, the Debentures matured on January 31, 2022 (the "**Maturity Date**"), bore interest from the date of closing at 7.0% per annum, payable semi-annually in arrears, on April 1 and October 1 of each year, and were convertible at the option of the holder into Common Shares at any time prior to the close of business on the Maturity Date upon at least 61 days prior notice, at a conversion price of $7.00 per Common Share, subject to customary anti-dilution adjustments (the "**Conversion Price**"). Holders converting their Debentures will receive accrued and unpaid interest thereon (if any), up to, but excluding, the date of conversion.

On December 31, 2020, the Corporation amended and extended its existing $900 million credit facility by amending or replacing certain financial covenant ratios and extending the maturity date of the credit facility to November 25, 2022. As a condition to the credit facility amendment, if, on or before September 30, 2021, the Maturity Date of the Corporation's existing Debentures is not extended to a date no earlier than February 26, 2023, then the maturity date of the credit facility shall automatically be amended to November 29, 2021.

Following the credit facility amendment, the Corporation negotiated the terms of certain Debenture amendments, including an extension of the Maturity Date, with Fairfax Financial Holdings Limited ("**Fairfax**"), an arm's length holder of $11,050,000 principal amount of Debentures (with the remaining $25,950,000 principal amount of Debentures held by current insiders of the Corporation, as disclosed above under "*Director Equity Ownership Requirement*"). The amendments have been approved by the directors of the Corporation (excluding those directors who have declared an interest in the amendments).

The Corporation has therefore amended the terms of the Debentures to: (i) extend the Maturity Date from January 31, 2022 to May 1, 2023; (ii) increase the interest rate from 7.00% to 7.75% per annum; and (iii) reduce the Conversion Price from $7.00 to $1.75 (collectively, the "**Amendments**"). The effect of the Amendments is that the Debentures are convertible into up to 21,142,857 Common Shares, which is equal to 12.96% of the Corporation's 163,118,758 Common Shares currently outstanding.

TSX Share Issuance Requirements

The Toronto Stock Exchange (the "**TSX**") regulates the issuance or potential issuance of listed securities, such as the issuance of the Common Shares upon conversion of the Debentures. The TSX requires security holder approval where an issuance of securities will “materially affect control” of the Corporation, all as more particularly described below.

Pursuant to Section 604(a)(i) of the TSX Company Manual, the TSX will generally require security holder approval as a condition of acceptance of a notice of a transaction involving the issuance or potential issuance of securities if, in the opinion of the TSX, the transaction will “materially affect control” of the listed issuer. Under the TSX Company Manual, a transaction is considered to “materially affect control” if it gives any security holder or combination of security holders acting together the ability to influence the outcome of a vote of security holders, including the ability to block significant transactions. A transaction that results, or could result, in a new holding of more than 20% of the voting securities by one security holder or combination of security holders acting together is generally considered to materially affect control, unless the circumstances indicate otherwise. Transactions resulting in a holding of less than 20% of the voting securities may also materially affect control, depending on the circumstances (collectively, to “**Materially Affect Control**”).

Creation of A Control Person

Upon conversion of some or all of the Debenture held by Mr. Edwards, at the time of such conversion, Mr. Edwards could become a “Control Person” of the Corporation (as such term is defined in the *Securities Act* (Alberta)). Assuming conversion of all of the Debenture currently held by Mr. Edwards, he would hold an aggregate of 43,010,656 Common Shares or 23.34% on a partially-diluted basis. As such, the Corporation is seeking Shareholder approval of the issuance of Common Shares that may be required to be issued upon conversion of all or some of the Debenture that is held by Mr. Edwards at the time of such conversion, and where such conversion would Materially Affect Control of the Corporation through the creation of a new “Control Person” (as such term is defined in the *Securities Act* (Alberta)).

The table below reflects Mr. Edward’s current shareholdings and his resulting shareholdings, if Mr. Edwards were to convert all of the Debentures currently held by him (as amended by the Amendments).

Name	**Common Share Holdings (March 19, 2021)**	**Debenture**	**Common Shares issued upon conversion of the Debenture**	**Percentage of Common Shares after conversion (1)**	**Percentage of Common Shares (partially diluted) after conversion (2)**
N. Murray Edwards	31,582,085	$20,000,000	11,428,571	24.64%	23.34%

(1) Based on conversion by Mr. Edwards of the full amount of the Debentures currently held by him, at the amended conversion price ($1.75) and issued and outstanding Common Shares totaling 174,547,329 (being 163,118,758 plus 11,428,571 Common Shares issuable upon conversion of all of the Debenture currently held by him).
(2) Based on conversion of all Debentures at the amended conversion price ($1.75) and issued and outstanding Common Shares totaling 163,118,758 (giving a total partially diluted share count of 184,261,615).

The proposed resolution must be approved by a simple majority (50%+1) of the disinterested Shareholders. To the knowledge of the Corporation, and assuming the following remains true as of date of the Meeting, the only votes to be excluded will be those held by Mr. Edwards, who, as at the date hereof holds 31,582,085 Common Shares.

If, prior to the amended Maturity Date of May 1, 2023, Mr. Edwards were to sell some or all of the Debenture currently held by him to an arms’ length party, the Common Shares issued to such arms’ length party following any conversion of such Debentures would not result in the creation of a new "Control Person", unless such arms' length party would hold over 20% of the Corporation's issued and outstanding Common Shares following such conversion.

Interest of Directors; Potential Creation of a New Insider

The interests of certain of the directors of the Corporation in the Amendments are summarized in the following table. The Board was aware of these interests and considered them, among other matters, when approving the Amendments and recommending approval of the MAC Resolution.

Name	**Common Share Holdings (March 19, 2021)**	**Debenture**	**Common Shares issued upon conversion of the Debenture**	**Percentage of Common Shares after conversion (1)**	**Percentage of Common Shares (partially diluted) after conversion (2)**
Whitham, Barth E. *(Director)*	208,478	$5,000,000	2,857,143	1.85%	1.66%
Howe, James B. *(Director)*	513,490	$500,000	285,714	0.49%	0.43%
Moomjian, Jr., Cary A. *(Director)*	500,762	$250,000	142,857	0.39%	0.35%
Geddes, Robert H. *(President, COO)*	1,237,103	$200,000	114,286	0.83%	0.73%

(1) Based on conversion of all of the Debenture held by the respective individual, at the amended conversion price ($1.75) and issued and outstanding Common Shares totaling 163,118,758 plus the Common Shares issuable upon conversion of the respective Debenture.

(2) Based on conversion of all Debentures at the amended conversion price ($1.75) and issued and outstanding Common Shares totaling 163,118,758 (giving a total partially diluted share count of 184,261,615).

Upon conversion of the Debenture held (directly or indirectly) by Fairfax, Fairfax would hold (directly or indirectly) more than 10% of the issued and outstanding Common Shares of the Corporation and would become an "insider" (as that term is defined in the TSX Company Manual) of the Corporation. The table below reflects Fairfax and its affiliates current shareholdings, and shareholdings following conversion of the Debenture (as amended by the Amendments).

Name	**Common Share Holdings (March 19, 2021)**	**Debenture**	**Common Shares issued upon conversion of the Debenture**	**Percentage of Common Shares after conversion (2)**	**Percentage of Common Shares (partially diluted) after conversion (3)**
Fairfax Financial Holdings Limited and its Affiliates(1)	15,486,600	$11,050,000	6,314,286	12.87%	11.83%

(1) As at the date hereof, Fairfax, through its subsidiaries, owned or controlled (directly or indirectly), 15,486,660 Common Shares.

(2) Based on conversion of all of the Debentures held (directly or indirectly) by Fairfax, at the amended conversion price ($1.75) and issued and outstanding Common Shares totaling 169,433,043 (being 163,118,758 plus 6,314,286 Common Shares issuable upon conversion of the Debentures held (directly or indirectly) by Fairfax).

(3) Based on conversion of all Debentures at the amended conversion price ($1.75) and issued and outstanding Common Shares totaling 163,118,758 (giving a total partially diluted share count of 184,261,615).

Resolution

At the Meeting, the disinterested Shareholders of the Corporation will be asked to consider and, if deemed advisable, to approve the MAC Resolution, authorizing and approving the issuance of common shares of the Corporation that may be required to be issued to Mr. Edwards upon conversion of all or some of the Corporation's unsecured convertible debenture maturing May 1, 2023 that may be held by Mr. Edwards at the time of such conversion and where such conversion would "materially affect control" (as that term is defined in the TSX Company Manual) of the Corporation through the creation of Mr. Edwards as a new "Control Person" (as that term is defined in the *Securities Act* (Alberta)).

The Corporation's board of directors (excluding interested directors) approved the Amendments and the potential creation of Mr. Edwards as a "Control Person" upon conversion of some or all of his Debenture into Common Shares and, after undertaking such review, resolved to approve the Amendments. **The Corporation's board of directors unanimously recommends that the Shareholders vote in favour of the MAC Resolution.**

The text of the ordinary resolution, which will be submitted to Shareholders at the Meeting or any postponement or adjournment thereof, is set forth below.

"BE IT RESOLVED as an ordinary resolution of the Shareholders of the Corporation that:

1. **the Corporation be and is hereby authorized and approved to issue any Common Shares that may be required to be issued to Mr. N. Murray Edwards upon conversion of all or some of the Debenture that may be held by Mr. Edwards at the time of such conversion, and where such conversion would result in the creation of a holding of more than 20% of the voting securities of the Corporation by one security holder or combination of security holders acting together and which would "materially affect control" of the Corporation (pursuant to section 604(a)(i) of the TSX Company Manual);**

2. **the creation of Mr. N. Murray Edwards as a Control Person (as defined in the *Securities Act* (Alberta)) be and is hereby authorized and approved, in the event that Mr. Edwards, directly or indirectly, holds more than 20% of the issued and outstanding Common Shares of the Corporation upon conversion by Mr. Edwards of some or all of the Debenture held by Mr. Edwards at the time of such conversion;**

3. **any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution; and**

4. **notwithstanding that these ordinary resolutions have been duly approved by the Shareholders, the directors of the Corporation, in their sole discretion and without the requirement to obtain any further approval from the Shareholders, are hereby authorized and empowered to revoke these ordinary resolutions at any time before they are acted upon without further approval from the Shareholders**."

In order for the foregoing ordinary resolution to be adopted, it must be approved by the affirmative votes cast by disinterested holders of not less than a simple majority of the Common Shares represented in person or by proxy at the Meeting that vote on such resolution. **Unless otherwise directed, the persons named in the Proxy intend to vote FOR the MAC Resolution.**

To the knowledge of the Corporation, and assuming the following remains true as of date of the Meeting, the only votes to be excluded will be those held by Mr. Edwards, who, as at the date hereof, holds 31,582,085 Common Shares.

Certain Consequences if Resolution is not Approved

If at the Meeting or at any postponement or adjournment thereof, the Shareholders do not approve the MAC Resolution, the Corporation anticipates that it will take the following actions, subject to regulatory approval:

- Mr. Edwards' Debenture will be amended to: (i) include a cap on conversion of the Debenture into Common Shares, so that as long as Mr. Edwards or his affiliates own all or some of the Debenture, he will not be able to convert that portion of the Debenture into Common Shares that would result in him holding greater than 19.99% of the Corporation's issued and outstanding Common Shares at the relevant time; (ii) include a provision that, so long as the Debenture is owned by Mr. Edwards, allows for the principal amount of Debenture remaining after the conversion described in (i) (limited to the cap at 19.99%) to be, at the Corporation's discretion, (A) repaid by the Corporation at their stated principal amount, plus an amount equal to the trading value of the Common Shares at the time of repayment, less the $1.75 amended Conversion Price, multiplied by the number of Common Shares that the Debenture would be convertible into (such amount being the "**Make Whole Amount**"), or (B) repaid through the issuance of a junior non-convertible secured instrument, with a 7.75% per annum interest rate, in an amount equal to the stated principal amount of the Debenture plus the Make Whole Amount, which would mature the same date as the Corporation's senior notes, in April 2024.

The foregoing amendments to the Debentures will aim to treat Mr. Edwards in the same manner as other Debentureholders, without the creation of a "Control Person". The Make Whole Amount payable to Mr. Edwards, so long as he continues to own all or some of the Debentures currently owned by him, may, if required by the TSX in accordance with s. 604(a)(ii) of the TSX Company Manual, be limited to an amount that together with the Common Shares payable to insiders on conversion of the Debenture, does not exceed 10% of the market capitalization of the Corporation.

Nothing shall prevent Mr. Edwards from selling all or some of his Debentures at any time to an arms' length party, who would be entitled to convert all or some of such purchased Debentures into Common Shares, in accordance with the terms of the Debentures, so long as that arms' length party's shareholdings in the Corporation would not then exceed 20% of the Corporation's issued and outstanding Common Shares.

Securities Law Matters

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), Mr. Edwards is a “related party” of the Corporation, as Mr. Edwards is a the Chairman of the Corporation and is a person that has beneficial ownership of, and control or direction over, directly or indirectly, securities of the Corporation carrying more than 10% of the voting rights attached to all of the Corporation’s outstanding voting securities. The Corporation’s approval and adoption of the Amendments is therefore a “related party transaction” pursuant to MI 61-101.

MI 61-101 requires an issuer to obtain a formal valuation for a related party transaction. However, pursuant to subsection 5.5(a) of MI 61-101, at the time the Amendments were agreed to, the fair market value of the Debentures held by interested parties did not exceed 25% of the Corporation’s market capitalization. As a result, the Amendments meets the requirements of Section 5.5(a) of MI 61-101 and the Corporation is therefore exempted from having to obtain a formal valuation in connection with the Amendments.

MI 61-101 also provides that an issuer shall not carry out a related party transaction unless the issuer has obtained minority approval for the transaction in accordance with MI 61-101. However, pursuant to subsection 5.7(1)(a) of MI 61-101, at the time the Amendments were agreed to, the fair market value of the Debentures held by interested parties did not exceed 25% of the Corporation’s market capitalization. As a result, the Amendments meet the requirements of Section 5.7(1)(a) of MI 61-101 and the Corporation is therefore exempted from having to obtain minority approval under MI 61-101 to effect the Amendments.

Advisory Vote on Executive Compensation ("Say on Pay")

The Board has resolved to hold a "Say on Pay" vote on the Corporation's approach to executive compensation at each annual meeting of Shareholders. At the Meeting, Shareholders will be asked to cast an advisory vote on the Corporation's approach to executive compensation. Ensign's approach to compensation paid to its NEOs is described in detail under the heading "Compensation Discussion and Analysis".

The Board believes that this advisory vote will continue to assist Ensign in its dialogue with our Shareholders about governance and other matters relating to executive compensation. The results of the "Say on Pay" vote will be non-binding on the Board. However, the vote is an important part of our engagement with Shareholders with respect to executive compensation.

Shareholders are encouraged to review the discussion about Ensign's executive compensation under the heading "Compensation Discussion and Analysis" to cast an informed vote.

At the Meeting, Shareholders will be asked to vote for or against the following non-binding, advisory resolution concerning Ensign's approach to executive compensation:

> **"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Ensign Energy Services Inc. ("Ensign") or its committees, that the Shareholders of Ensign accept the approach to executive compensation disclosed in Ensign's Information Circular dated March 19, 2021 and delivered in advance of the 2021 annual meeting of Shareholders."**

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the voting results and other Shareholder feedback into consideration when evaluating the Corporation's approach to executive compensation, including discretionary awards. The Board and the Compensation Committee of the Board actively monitor trends relating to compensation and governance of compensation to ensure executive management is aligned with Shareholder interests and incentivized to act in the best interests of Ensign.

At our annual meeting held in 2020, 80.28% of the shares voted were in favour of our approach to executive compensation (2019 = 90.94%).

Interest of Certain Persons or Companies in Matters to be Acted Upon

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, of any person or company who has been: (a) a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year; (b) any proposed nominee for election as a director of the Corporation; or (c) any associate or affiliate of any of the foregoing persons.

SECTION 3 – COMPENSATION DISCUSSION AND ANALYSIS

Ensign strives to continually refine and improve our compensation programs and associated disclosure.

Letter to Shareholders from the Compensation Committee

Fellow Shareholders,

We are pleased to present Ensign's Compensation Discussion & Analysis ("**CD&A**") with respect to the compensation paid to our Named Executive Officers in 2020. This section will help you understand our compensation philosophy, practices and approach to executive compensation, both in 2020 and for the current year.

Beginning in 2016, the Board of Directors has annually offered Shareholders an advisory vote on executive compensation. Although we are continually reviewing and refining our compensation program design, we specifically consider the outcome of such advisory votes in determining whether and when further improvements could be made to certain elements of our compensation program design and disclosure. The results of each prior advisory vote have been carefully considered, as will the results from our 2021 Meeting.

The most recent significant improvements made to our medium and long term compensation programs were implemented in 2017. At that time: we implemented a "Performance Share Unit Plan" (the "**PSU Plan**"); we re-aligned the weighting of medium and long term compensation such that more emphasis is now placed on PSUs than on stock options; we amended our stock option plan to include a "double trigger" applicable to NEOs; we re-aligned the weightings assigned to metrics used to calculate our short term incentives for NEOs; and we implemented a cap on the annual aggregate payments calculated pursuant to our Annual Bonus Plan and PSU Plan. These improvements to medium and long term executive compensation were adopted to increase the emphasis on performance-based vesting and reinforce the link between pay and performance for our key executives. We are pleased that Shareholders responded positively to those improvements and consequently, the changes have remained in place since implementation in 2017.

Since 2016, the Compensation Committee has placed a fixed cap on the total amount of any payout under the Annual Bonus Plan at 3% of EBITDA (as adjusted). A fixed cap on the total amount of any payout under the PSU Plan has been set at 2% of EBITDA (as adjusted) of the final year of each award. The first PSUs awarded pursuant to the PSU Plan matured on December 31, 2019.

We have also continued our focus on improving the disclosure related to our compensation programs. We believe our comprehensive disclosure demonstrates a transparent link between pay and corporate performance, which is significantly based upon performance relative to designated peer companies.

On an annual basis, we review our compensation peer group, our performance peer group, the compensation and disclosure practices of our peers, as well as the outcome of realized pay in a year. We make adjustments as appropriate to ensure that our compensation program continues to be competitive, is aligned with the interests of Shareholders and meet our objectives of attraction and retention of our top talent.

Since the changes to our compensation programs implemented for the 2017 year, we have not made any significant adjustments to our compensation programs. However the impact of the novel coronavirus (COVID-19) outbreak upon global commerce and energy demand, dramatic commodity price declines, and related market disruptions experienced in early 2020 caused us to implement significant wage reductions, which became effective on April 1, 2020 and remain in place today. These wage reductions impacted all of our senior managers, including the NEOs, our board of directors, as well certain other groups of employees.

Although we will continue to monitor global progress in mitigating the adverse impact of the novel coronavirus ("**COVID-19**") upon our company and the industry in which it operates, and plan to be responsive in addressing any resulting emerging trends in compensation, we do not currently intend to make changes to the design of our compensation programs in 2021. We believe that the compensation programs we refined, changed and implemented in 2017 are generally achieving our objectives of appropriate pay outcomes, retention, attraction, market competitiveness and an alignment with corporate performance. In the event that any adjustments are necessary or desirable, the Compensation Committee will continue to use its experience and collective judgment in making any such adjustments.

We live in challenging times and will continue to assess ongoing developments that impact our industry and our company. As a Committee, we will continue to monitor trends in executive compensation and review our compensation programs to ensure they remain competitive and aligned with the best interests of the Shareholders.

Submitted by members of the Compensation Committee, all of whom are independent.

James B. Howe (Chair)	***Cary A. Moomjian, Jr.***
John G. Schroeder	***Gail D. Surkan***

Compensation Discussion & Analysis

This Compensation Discussion and Analysis ("**CD&A**") describes the compensation programs and practices applicable to the following executive officers of the Corporation who are classified as "Named Executive Officers" pursuant to National Instrument 51-102 (each a "**NEO**" and collectively, the "**NEOs**") for 2020:

Geddes, Robert H.	President & Chief Operating Officer
Gray, Michael R.	Chief Financial Officer
Conway, Brent J.	Executive Vice President International Operations
Nuss, Michael R.	Executive Vice President United States Operations
Edwards, N. Murray	Chairman

References in this CD&A to our "**Executive Management Committee**" means, collectively, the NEOs listed above. As described further in the section of this Information Circular entitled "Statement of Corporate Governance Practices", the Corporation does not have a named Chief Executive Officer ("**CEO**").

Board of Directors Oversight and the Compensation Committee

The Board of Directors recognizes the importance of appointing knowledgeable and experienced individuals to the Compensation Committee in general and, in particular, to appoint those who have the necessary background in executive compensation and risk management to fulfill the Compensation Committee's obligations to the Board of Directors and Shareholders.

The Compensation Committee is currently comprised of James B. Howe (Chairman), Cary A. Moomjian Jr., John G. Schroeder and Gail D. Surkan, all of whom served on the Committee during the entire year ended December 31, 2020. Mr. Howe served as Chairman of the Compensation Committee throughout 2020 and continues in this role as of the date hereof.

All members of the Compensation Committee are independent directors who have the experience and knowledge required with respect to compensation, specifically in connection with executive compensation programs and levels, and other human resources matters including succession planning, talent development, recruitment, employee retention and employee engagement.

Two members of the Compensation Committee also sit on our Audit Committee. Two members of the Compensation Committee also sit on our Corporate Governance, Nominations & Risk Committee. This assists in bringing important risk management and risk assessment perspectives to our compensation programs, philosophy and practices.

Committee Member	Relevant Skills and Experience
Howe, James B. (Committee Chairman)	Mr. Howe has been a member of Ensign's Compensation Committee since 1998, and has acted as Chairman since 2004. Mr. Howe has also served for several years (until 2020), on the compensation committee of Pason Systems Inc., a Canadian public company. As a Chartered Accountant and experienced public company director, he has significant financial expertise in, and in-depth exposure to, the design, implementation and evaluation of alternative strategies and best industry practices to performance-based compensation programs, in the energy industry in general and in the oilfield services sector specifically.
Moomjian Jr., Cary A.	Mr. Moomjian was appointed to the Compensation Committee in December 2014. He brings over 40 years of industry experience, including 18 years of experience in executive compensation, to the Committee. From 1994 to 2011, in his former roles as Vice President, General Counsel and Secretary of Ensco plc, ENSCO International Inc., and Santa Fe International Corporation, he participated in all meetings of the boards of directors and committees of those issuers, including compensation committees. While serving as Vice President, General Counsel and Secretary of those companies, Mr. Moomjian developed a depth and breadth of understanding of compensation programs, design, evaluation, issues and trends, and related governance and best practices considerations, in the context of an oilfield services provider. Further, having served as a department head of an oilfield services company between 1983 and 2011, he has had comprehensive experience with human resources management. Such experience includes succession planning, employee retention, performance review, cash and incentive compensation administration as well as personnel training and development.
Schroeder, John G.	Mr. Schroeder has been a member of Ensign's Compensation Committee since 1998. As a Chartered Accountant and a finance executive on the senior management team of Parkland Income Fund (now called Parkland Fuel Corporation), a public petroleum marketing company, Mr. Schroeder was responsible for the human resources function for 20 years. This included, together with the President and CEO, responsibility over the design and evaluation of compensation plans for executives and senior employees. Further, as a long-serving member of Ensign's Compensation Committee, Mr. Schroeder is experienced in the design, evaluation, modification and best practices generally as they relate to compensation practices for a corporation of the size and scope of Ensign.
Surkan, Gail D.	Ms. Surkan has been a member of Ensign's Compensation Committee since 2007 and she brings approximately 15 years of experience in human resources planning, in particular in executive recruitment, executive compensation, succession planning and employee engagement, to Ensign's Compensation Committee. In her former capacity as the Mayor of Red Deer and Chair of the Alberta Heritage Foundation for Medical Research, and in the numerous board positions she has held with crown corporations, non-profit organizations and private companies, she has had extensive experience with oversight of human resources functions, including compensation planning and evaluation, and the retention aspects associated with employee and executive compensation. More specifically, Ms. Surkan chaired the Human Resources Committee for ATB Financial for a number of years and led the CEO recruitment teams for both the City of Red Deer and the Alberta Heritage Foundation for Medical Research during her tenure with those organizations.

The Board of Directors believes that the members of the Compensation Committee have the knowledge and experience to effectively perform their responsibilities.

Compensation Committee Mandate

The mandate of the Compensation Committee of the Board of Directors includes the following:

i. Establishing and reviewing the Corporation's executive compensation philosophy;
ii. Administering compensation policies and programs, including salaries, bonuses and equity compensation plans, which reflect the executive compensation philosophy;
iii. Reporting to the Board of Directors and submitting compensation recommendations to the Board of Directors for approval;
iv. Performing a review of the Corporation's senior management and the steps being taken to assure the succession of qualified senior management at the Corporation;
v. Periodically reviewing and approving grants or awards pursuant to the Corporation's Stock Option Plan, and other equity-based award programs as may be established from time to time, under which Common Shares may be acquired or awarded to eligible participants;
vi. Reviewing the administration of any equity plans the Board may establish; and
vii. Reviewing and monitoring risks associated with the Corporation's compensation and human resources programs and practices, including succession planning and retention.

In approving any element of compensation, the Compensation Committee considers recommendations from management.

Compensation Philosophy, Principles and Objectives

Compensation levels and programs for NEOs are designed and implemented to align with the Corporation's annual and long-term growth objectives, and the enhancement of shareholder value driven by the following principles and objectives:

i. Provide market-competitive compensation to attract and retain qualified individuals;
ii. Maintain a pay-for-performance philosophy by delivering a meaningful proportion of total compensation using variable pay tied to corporate, business unit, safety and personal performance;
iii. Provide incentives linked to financial performance and enhanced shareholder returns relative to our peers, as well as operating results and non-financial metrics measured by the health, safety and environmental performance of the Corporation;
iv. Provide incentives which support appropriate risk-taking in support of the short-term and long-term goals of the Corporation, reflective of our risk tolerance;
v. Consistency with Ensign's vision of growth through collaborative learning, achieving the potential of our people and technology and creating excellence; and
vi. Consistency with Ensign's values of integrity, teamwork and learning.

The compensation programs at Ensign are intended to reward strong performance. Employees, including NEOs, maximize their compensation when annual operating and financial goals are achieved, when annual safety performance goals are achieved, when progress is made in executing Ensign's strategic goals, and when strong relative total shareholder return and return on capital employed are achieved.

Risk Considerations of Executive Compensation

The committees of the Board assist the Board in monitoring the most significant risks facing the Corporation, including strategic, operational and reputational risks, which build upon management's risk assessment and mitigation processes. Specifically, the Compensation Committee:

i. Assists the Board in monitoring the risks associated with the Corporation's compensation programs and practices, including the retention of key senior management personnel;
ii. Reviews from time to time the risk implications of the Corporation's compensation programs, including specifically compensation risks as they relate to the Corporation's strategic plans, other desired performance measures, overall corporate performance and risk management principles; and
iii. Periodically undertakes a formal review of the risk implications of the design of the Corporation's compensation policies for senior executives and succession plans for such senior personnel.

In reviewing and prior to approving the Corporation's compensation programs or compensation being provided pursuant to such programs, risks are considered. The Compensation Committee believes that the Corporation's compensation policies do not create an environment where an executive or any individual is encouraged to take excessive risk.

The compensation offered by Ensign is designed to reward prudent business judgment and appropriate risk taking over both the short-term and the long-term, without creating risk that could reasonably be likely to have a material adverse impact on the Corporation.

The Compensation Committee reviews incentive programs on an annual basis. The Compensation Committee also models and adjusts programs, targets and measures as needed to ensure optimal alignment with the Corporation's strategic plans. The Compensation Committee also reviews and considers the results of the Shareholder's advisory votes on executive compensation, and other input from the investor and corporate governance constituencies. As a result of these reviews, significant adjustments were made to our compensation programs in 2017, described in detail elsewhere herein, which remain in place today.

Key oversight procedures and risk mitigation features to support managing compensation risk are as follows:

Oversight Procedures and Risk Mitigation Features

"At Risk" Compensation:

- A significant portion of Ensign's NEO compensation is "at risk", consisting of the annual cash bonus, annual Performance Share Unit grants, and awards of stock options. PSUs are "at risk" and "medium term", as they cliff-vest at the end of a three-year period. Stock options are "at risk" and "long-term", as options do not fully vest until the end of the fifth (5th) year following the date of the grant.
- Since the final value of the PSUs is dependent, in whole or in part, upon the price of the Common Shares at the end of the applicable vesting period, and thus is linked to the achievement of medium and long-term value creation, the Compensation Committee believes that the motivation for executives to take inappropriate action or excessive risk that may be beneficial to them from the standpoint of their compensation, at the expense of Ensign and its Shareholders, is limited.
- Furthermore, the Compensation Committee may apply discretion to adjust the size of the cash bonus. This discretion would only be used sparingly following a comprehensive assessment of corporate performance and the accomplishments of each executive. Although this discretionary power may be exercised judiciously by the Compensation Committee, it nonetheless discourages undue risk taking. Such discretion has not been used in more than five (5) years, except with respect to: (i) the suspension in 2016 and subsequent termination in 2017 of a "Performance Share Award" program, which impacted all eligible employees including NEOs; and (ii) the election offered to senior executives to receive their 2016 annual cash bonus in Common Shares at a 50% premium over the value of the cash bonus.
- ***Since 2016, in light of persistent economic and market challenges facing the Corporation and our industry around the globe, the Compensation Committee has set a fixed cap for the payout of the Annual Bonus Plan (cash bonus) in each year at 3% of EBITDA (as adjusted). This cap remains in place for each annual period until otherwise determined by the Compensation Committee.***

Executive Equity Ownership Policy:

- Ensign's executive equity ownership policy (described in detail below) is intended to discourage excessive risk-taking. This policy promotes an alignment of long-term interests between the Corporation's executives and those of its Shareholders.

Anti-Hedging:

- The Corporation's policies prohibit directors and officers of the Corporation from purchasing any financial instrument that is designed to hedge or offset any decrease in the market value of the Common Shares.

Compensation Recoupment ("Clawback") Policy:

- A Compensation Recoupment Policy was implemented in 2014, which provides the Compensation Committee the authority to direct the Corporation to seek reimbursement from a NEO of some or all of the incentive compensation paid to such NEO in the event of an accounting restatement resulting from misconduct by a NEO.

Succession Planning:

- The Compensation Committee reviews the Corporation's succession planning and implementation progress, at a minimum on a semi-annual basis. Succession planning is also frequently considered in the in-camera discussions of the Board of Directors, as well as by the Corporate Governance, Nominations & Risk Committee in the context of its quarterly review of enterprise risks.
- The Corporation has developed a strong culture of developing its employees and promoting from within. The majority of our NEOs attained their current positions through prior positions within the Corporation, assuming increasing responsibility as they progressed and demonstrated excellent leadership skills. For example in 2019, folowing completion of the Corporation's acquisition of Trinidad Drilling Ltd., we augmented our NEO group by retaining the former Trinidad CEO to serve as our Executive Vice President of International Operations.
- Members of senior management review, on an annual basis, each key management position, evaluating the qualification, experience and leadership competencies needed to succeed in the position. The results of that evaluation drive management's decisions regarding identification of candidates for succession and the desired developmental steps to be undertaken for such candidates.
- The Compensation Committee receives reports, at a minimum annually, on the progression and development of the executives and members of senior management being considered for future executive roles and on succession planning more generally throughout the management levels of the Corporation. The Executive Management Committee makes succession recommendations for senior management positions to the Compensation Committee for their review, consideration and approval.

Corporate Operating Structure:

- As described in further detail in the "Statement of Corporate Governance Practices", the Corporation does not have a named CEO. The duties and responsibilities normally associated with the role of CEO are delegated by the Board of Directors to the Executive Management Committee, composed primarily of the NEOs. This structure, which has been in place throughout the Corporation's history, limits the ability of any one individual to unduly influence the direction of the Corporation and enables the continuation of strong leadership in the event of the departure of a member of the Executive Management Committee.

Compensation Benchmarking Peer Group

Ensign compares its executive compensation to the compensation provided to executives in comparable positions by a comparator group of Canadian oilfield service companies in primarily the contract drilling and well servicing lines of business. The comparator group is further refined on the basis of size, complexity, operating regions and style of operation. The companies in this comparator group compete with Ensign for executive personnel and therefore provide a useful and relevant benchmark for the Compensation Committee in its evaluation of the Corporation’s executive compensation programs.

For 2020, Ensign looked to the following companies in benchmarking executive compensation:

Pay Peer Name:	Sector
CalFrac Well Services Ltd.	Oil and Gas Equipment & Services
ShawCor Ltd.	Oil and Gas Equipment & Services
Total Energy Services Corp.	Oil and Gas Drilling
Secure Energy Services Inc.	Oil and Gas Equipment & Services
Precision Drilling Corporation	Oil and Gas Drilling
Trican Well Service Ltd.	Oil and Gas Equipment & Services

For benchmarking purposes, we review peer company proxy materials and participate in third party compensation surveys, which provides relevant data regarding our selected peer group.

Because Ensign is a complex, global enterprise with multiple geographical operating units, the Compensation Committee also looks at selected energy services companies outside Canada, primarily in the United States, to ensure that executive compensation reflects the international scope of Ensign’s operations. From time to time, Ensign reviews and evaluates compensation and compensation programs disclosed by the following oilfield service companies that are either US-based or have a significant presence in the United States:

Pay Peer Name:	Sector
Unit Corporation	Oil and Gas Drilling
Valaris plc	Oil and Gas Drilling (offshore)
Nabors Industries Ltd.	Oil and Gas Drilling
Patterson-UTI Drilling Company, LLC	Oil and Gas Drilling
Helmerich & Payne, Inc.	Oil and Gas Drilling

In addition to benchmarking against peer groups as described above, in 2020 the Corporation participated in selected compensation surveys, and purchased certain published results in order to assist in benchmarking against its peers in the various geographic locations in which it operates.

The Corporation does not anticipate making significant changes to its compensation benchmarking peer group for 2021, however, a normal course review takes place each year.

Performance Peer Group

With the adoption of a PSU program in 2017, we now also look to a performance peer group to benchmark the metrics we have chosen in connection with the PSU Plan.

Our performance peer group is made up of companies in our industry sector (primarily land-based drilling, completion and production services peers), with similar risk profiles as ours, and with whom we compete for investors. Our performance peer group is somewhat different from our compensation peer group (see above), which is focussed on comparable companies with whom we compete for executive talent.

The Compensation Committee reviews the performance peer group annually for relevance and ongoing measurement similarities. The key issues and principles we consider in establishing our performance peer group are the following:

- Which peer group companies operate in the same industry sector, and are of similar size to Ensign? Land-based drilling operations, and completions and production services, are the primary considerations.
- Do we compete with the peer group company for investor dollars? On this basis, our performance peer group should include a majority of Canadian-listed peers.
- Size is considered to be less important than business similarity and risk profile.
- The best peers will have historical price performance that is reasonably well correlated to Ensign's.
- Aim to select at least 10 performance peers to foster the validity of results and have some (but not total) overlap with the compensation peer group so that pay outcomes are likely to be directionally aligned with corporate performance.

Following a review of business profiles, revenues, EBITDA, assets, employees and market capitalization, the following performance peers were selected in late 2019, for the 2020 year:

2020 PERFORMANCE PEERS	
CANADIAN-BASED PERFORMANCE PEERS:	
1.	Precision Drilling Corporation
2.	Total Energy Services Inc.
3.	Western Energy Services Corp.
4.	Pason Systems Inc.
5.	Akita Drilling Ltd.
6.	Secure Energy Services Inc.
US-BASED PERFORMANCE PEERS:	
1.	Patterson-UTI Drilling Company, LLC
2.	Helmerich & Payne, Inc.
3.	Nabors Industries Ltd.
TOTAL PERFORMANCE PEERS = 9	

Adjustments will be made as needed to respond to changes in our industry to ensure that each year's performance is compared against a representative group of companies.

2020 Compensation Program Design

As noted elsewhere in this CD&A, in 2017, the Compensation Committee implemented significant changes to certain elements of our compensation programs in order to better achieve alignment between pay and performance, ensure the appropriate and competitive compensation of our senior executives, and provide additional transparency regarding the metrics used in measuring outcomes.

Wage reductions were implemented on April 1, 2020 which impacted all of our non-field personnel globally, including the NEOs. This step was necessary in light of the then-evolving impact of the novel coronavirus (COVID-19) outbreak upon global commerce and energy demand, dramatic commodity price declines, and related market disruptions. Specifically,the base annual compensation of to our NEOs was reduced (effective April 1, 2020) as follows:

- By 12.5% (Mssrs. Gray, Conway and Nuss);
- By 20% (Mr. Geddes); and
- By 40% (Mr. Edwards).

No additional changes took place in 2020 and none are currently being contemplated for 2021, however the Compensation Committee will continue to use its experience, collective judgment and discretion in implementing further changes that may be necessary or desirable in light of changing business conditions. The Compensation Committee has maintained the cap on the aggregate payment of any future annual cash bonus, including for 2021, at 3% of EBITDA (as adjusted), and the cap on the aggregate payment of any PSU award at 2% of EBITDA (as adjusted) achieved in the final year of the term of each award. These caps will remain in place until changed by the Compensation Committee.

NEO Compensation Components – Summary

The Corporation recognizes the importance of attracting, developing and retaining top quality talent and is committed to paying for individual and team performance in the context of strong operating results and achievement of financial and non-financial metrics. Since 2017, the Corporation's compensation program for NEOs has consisted of four (4) main components, as follows:

Component	Description	Form	Performance Period	Performance Orientation
FIXED: Base Pay	Base salary or annual consulting fee	Cash	1 year	Fixed pay for performing day to day responsibilities. Evaluated based on past and expected future contribution, level of responsibility and value to the organization. Reflects the market value of the position, as well as experience, expertise, education, time in the role, and internal equity considerations. Reviewed on an annual basis, adjusted based on outcome of review. Increases reflect job performance and promotions.
AT RISK: Short-term incentive	Annual Bonus Plan	Cash	1 year	Tied to the achievement of annual corporate and divisional objectives, including financial, health, safety and environmental objectives and strategic objectives. Level and objectives reviewed on an annual basis, adjusted based on outcome of review. The aggregate maximum payout amount (including payouts to NEOs) with respect to the Annual Bonus Plan is capped at 3% of the Corporation's EBITDA (as adjusted) for the year.
AT RISK: Medium-term incentive	Performance Share Unit Plan	Cash	3 year performance cycle (cliff vest at end of term)	Rewards relative share price performance and return on capital employed. Fully at-risk with a 0% to 200% of target payout. Performance criteria are based on relative total shareholder return and return on capital employed. The aggregate maximum payout amount of the PSUs (including payouts to NEOs) is capped at 2% of the Corporation's EBITDA (as adjusted) in the final year of the term of each award. The first payout of these awards occurred in 2020, with respect to awards granted in 2017 that matured on December 31, 2019.
AT RISK: Long-term Incentive	Stock Option Plan	Stock Options	1/5th of award vest each year over 5 years, full term of up to 6 years	Designed to focus executive officer efforts on sustainably increasing shareholder value and returns over a period of years. Delivers value only if share price appreciates. Grant levels are determined with reference to role, responsibilities, individual performance, and performance of the Corporation overall, as well as the applicable division in which an employee is employed and peer group grant levels. Previous grants are not taken into account when considering new grants. The aggregate maximum number of options granted in a year (together with any stock appreciation rights) is capped at 1% of the Corporation's issued and outstanding Common Shares.

NEO Compensation Components – Detailed Description

Total compensation for NEOs at Ensign is reviewed for competitiveness and compared to the Corporation's peer group for the achievement of established levels of performance.

A detailed description of each of the four (4) elements of NEO compensation for 2020 is below. Please see the "Summary Compensation Table" for details regarding overall executive compensation awarded to NEOs in 2020 and the table entitled "Outstanding Share-Based and Option-Based Awards" for details on grants of stock options and PSUs to the NEOs in 2020.

The Compensation Committee retains the ability to exercise discretion to ensure that compensation and incentive plan designs achieve the intended results and avoid unintended consequences. In determining whether discretion is warranted, the Compensation Committee comprehensively assesses each element of the compensation package provided to executives, the overall compensation package provided to each executive, the performance of the Corporation (financial and non-financial) and individual performance. This discretionary power is exercised sparingly and judiciously by the Compensation Committee.

As noted above, other than with respect to: (i) the suspension in 2016 and subsequent termination in 2017 of a "Performance Share Award" program, which impacted all eligible employees including NEOs; and (ii) the election offered to senior executives to receive their 2016 annual cash bonus in Common Shares at a 50% premium over the value of the cash bonus; no other adjustments from the set formulas were made with respect to any NEOs in 2020 or in any of the past five (5) years.

1. **Base Compensation (salary or annual consulting fee)**: The Compensation Committee typically reviews and approves base compensation for the upcoming year in the fourth quarter of the prior year and makes adjustments as necessary to reflect changes in economic circumstances, market conditions and competitive practices.

   Base compensation remained largely unchanged, except with respect to promotions and relocations, from 2015 until August 2018, when half of the wage rollbacks that had been implemented in 2015 were reinstated for all employees, including NEOs. Then, effective January 1, 2019, certain NEOs received increases to their base annual salaries, in part due to the acquisition of control over Trinidad Drilling Ltd. in the fourth quarter of 2018, and the resulting increase in the size and scope of the Corporation and corresponding duties and responsibilities of certain NEOs. These increases were also due in part to modest improvements in the industry outlook at that time.

   For 2020, modest base salary increases of between 2.5% and 4%, depending on an employee's geographic region, were effective January 1, 2020, however, as mentioned elsewhere in this Circular, significant wage reductions were then implemented effective April 1, 2020 in light of the then-evolving impact of the novel coronavirus (COVID-19) outbreak upon global commerce and energy demand, dramatic commodity price declines, and related market disruptions. These wage reductions impacted all of our non-field personnel globally, including the NEOs whose base annual compensation was reduced by 12.5% (Mssrs. Gray, Conway and Nuss), 20% (Mr. Geddes) and 40% (Mr. Edwards). These reductions in base annual compensation are also reflected in the annual bonus plan (described below), as earned base compensation in a year is the denominator used for the calculation of annual bonuses in each year.

2. **Annual Bonus Plan ("ABP"):** Ensign's ABP is a short-term incentive plan designed so that NEOs have all or a high portion of their potential annual cash bonus compensation linked to overall corporate financial results and the achievement of safety and strategic goals, rather than to individual business unit or geographical segment results. The potential ABP payout grid varies from "entry level" up to the NEO levels, increasing in accordance with role responsibilities and influence on corporate goal achievement. The ABP is designed to recognize achievements measured over a one-year period, and provides an opportunity for employees, including NEOs, to earn a target annual cash bonus based on meeting corporate performance objectives in key areas:

Annual Bonus Plan – Metrics	
1. **Corporate financial performance:** EBITDA (as adjusted) vs. approved 2020 budget 50% or 75% of NEO annual bonus	• This component of the annual bonus uses the key financial metric of EBITDA (as adjusted) as a percentage of the annual approved budget. The Board of Directors approves annual budgets, which define operating, financial, safety and other corporate goals for the Corporation (which includes all of its operating divisions). • Overall corporate financial performance is based on the Corporation's consolidated financial results, while each operating division has specific financial performance targets based on its own approved annual budget to ensure "line of sight" for the employees in that division. • A minimum threshold for corporate earnings (80% of target) must be met in order to receive an annual bonus. The maximum bonus is achieved at 120% of target.
2. **Corporate financial performance:** Asset Efficiency Ratio (AER) 30% or 45% of NEO annual bonus	• The Asset Efficiency Ratio is a financial metric developed by Ensign to reflect the return on capital invested with respect to its assets. The ratio applicable to NEOs measures the adjusted after-tax cash flow generated by Ensign on a consolidated basis, divided by the average value of the assets and equipment utilized by Ensign in the year. • A minimum AER of 15% achieves the minimum threshold for achievement of a bonus based on this metric; an AER rate of 25% achieves the maximum bonus achievement based on this metric.

3. **Safety:**
 	
10% or 15% of NEO annual bonus
	• This component of the Annual Bonus Plan is designed to incentivize ongoing positive behaviour to reduce or eliminate incidents and injuries.
	• The Health, Safety & Environment Committee approves annual objectives comprised of a combination of:
	  o Leading indicators (2020 weighting = 75%) – composed of a minimum of three (3) key behavior-based performance indicators; and
	  o Lagging indicators (2020 weighting = 25%) – total recordable injury rates, to promote year-over-year improvement;
	on both a divisional and a corporate basis.
	• Threshold, target and stretch targets are set and aligned with a points system.

4. **Strategic Goals:**
 	
10% or 15% of NEO annual bonus
	• The Board of Directors annually approves strategic goals and objectives for the NEOs, in some or all of the following areas:
	  o Balance Sheet Management
	  o Safety and Training
	  o Business Development
	  o Debt Covenant Compliance
	  o Systems
	  o Innovation / Technology
	• Threshold, target and stretch targets are set and aligned with a points system.

The annual cash bonus varies based on the degree to which financial, non-financial and strategic objectives meet or exceed the established targets. If all objectives are met or exceeded, NEOs are eligible for an annual cash bonus for 2020 at a set level of up to either 100% or 150% (depending on the NEO's role) of their base compensation, as follows:

LEVEL 1A – MAXIMUM 100% ANNUAL BONUS LEVEL (1)							
1. Financial Performance [50%]		2. Asset Efficiency Ratio (AER) [30%]		3. Safety (vs. 2020 Safety Targets) [10%]		4. Strategic Bonus [10%]	
EBITDA (as adjusted) as a % of 2020 Budget	Bonus % of 2020 Base Comp.	AER %	Bonus % of 2020 Base Comp.	HSE Points	Bonus % of 2020 Base Comp.	Strategic %	Bonus % of 2020 Base Comp.
Below 80%	0.00%	Below 15%	0.00%	Below 80 PTS	0.00%	Below 20 PTS	0.00%
At 80%	5.00%	At 15%	3.00%	At 80 PTS	1.00%	At 20 PTS	5.00%
At 85%	11.25%	At 16.25%	6.75%	At 85 PTS	2.25%		
At 90%	17.50%	At 17.50%	10.50%	At 90 PTS	3.50%	At 30 PTS	6.25%
At 95%	23.75%	At 18.75%	14.25%	At 95 PTS	4.75%		
At 100%	30.00%	At 20.00%	18.00%	At 100 PTS	6.00%	At 40 PTS	7.50%
At 105%	35.00%	At 21.25%	21.00%	At 105 PTS	7.00%		
At 110%	40.00%	At 22.50%	24.00%	At 110 PTS	8.00%	At 50 PTS	8.75%
At 115%	45.00%	At 23.75%	27.00%	At 115 PTS	9.00%		
At 120%	50.00%	At 25+%	30.00%	At 120 PTS	10.00%	At 60 PTS	10.00%

LEVEL 1 – MAXIMUM 150% ANNUAL BONUS LEVEL (2)							
1. Financial Performance [50%]		2. Asset Efficiency Ratio (AER) [30%]		3. Safety (vs. 2020 Safety Targets) [10%]		4. Strategic Bonus [10%]	
EBITDA (as adjusted) as a % of 2020 Budget	Bonus % of 2020 Base Comp.	AER %	Bonus % of 2020 Base Comp.	HSE Points	Bonus % of 2020 Base Comp.	Strategic %	Bonus % of 2020 Base Comp.
Below 80%	0.00%	Below 15%	0.00%	Below 80 PTS	0.00%	Below 20 PTS	0.00%
At 80%	7.50%	At 15%	4.50%	At 80 PTS	1.50%	At 20 PTS	5.00%
At 85%	16.88%	At 16.25%	10.13%	At 85 PTS	3.38%		
At 90%	26.25%	At 17.50%	15.75%	At 90 PTS	5.25%	At 30 PTS	7.50%
At 95%	35.63%	At 18.75%	21.38%	At 95 PTS	7.13%		
At 100%	45.00%	At 20.00%	27.00%	At 100 PTS	9.00%	At 40 PTS	10.00%
At 105%	52.50%	At 21.25%	31.50%	At 105 PTS	10.50%		
At 110%	60.00%	At 22.50%	36.00%	At 110 PTS	12.00%	At 50 PTS	12.50%
At 115%	67.50%	At 23.75%	40.50%	At 115 PTS	13.50%		
At 120%	75.00%	At 25+%	45.00%	At 120 PTS	15.00%	At 60 PTS	15.00%

(1) This bonus level applied in 2020 to Mr. Conway.
(2) This bonus level applied in 2020 to Messrs. Geddes, Edwards, Gray and Nuss.

For 2020, certain NEOs (being Mr. Geddes, Mr. Edwards, Mr. Gray and Mr. Nuss) were eligible for an annual cash bonus at a set level of up to 150% of their base compensation, and certain NEOs (being Mr. Conway) were eligible for an annual cash bonus at a set level of up to 100% of their base compensation.

In 2020, on a consolidated basis, the Corporation’s EBITDA (as adjusted) achieved approximately 63% of the approved annual budget for the year, resulting in an no annual cash bonus payout to the NEOs based on this metric.

As desribed elsewhere, since 2016, the Compensation Committee has used its authority to set a fixed cap on the aggregate payout under the Annual Bonus Plan, including payments to NEOs, at a maximum of 3% of EBITDA (as adjusted). The total payout pursuant to the ABP for 2020 to all of Ensign’s eligible employees, including NEOs, was 0.7% of EBITDA (as adjusted), and as such did not result in excess of 3% of EBITDA (as adjusted) and therefore it was not necessary to roll-back the calculated payments to the level of the cap. This cap remains in place for future years, until specifically removed or modified by the Compensation Committee.

The Compensation Committee reviews and approves the final proposed annual cash bonus payments to NEOs, and may, where appropriate, adjust such bonus payments following a comprehensive assessment of corporate performance and the accomplishments of each NEO. No such adjustments impacting NEO bonuses have been made in more than five (5) years, except with respect to: (i) the suspension in 2016 and subsequent termination in 2017 of a “Performance Share Award” component of the Annual Bonus Plan, which impacted all eligible employees including NEOs; and (ii) the election offered to senior executives to receive their 2016 annual cash bonus in Common Shares at a 50% premium over the value of the cash bonus; described in further detail in the Summary Compensation Table below.

The ABP is subject to annual review by the Compensation Committee, and in particular the annual safety and strategic metrics are considered and approved.

For 2021, the strategic metrics approved with respect to the NEOs are largely related to financial objectives, which remain the Corporation’s ongoing priority following the acquisition of Trinidad Drilling Ltd. in late 2018, which substantially increased the size and scope of Ensign’s global operations and footprint. These strategic metrics for 2021 specifically relate to capital expenditure management, the generation of free cash flow from operations, a reduction in worldwide inventory levels and the operational achievement of certain objectives across our global fleet.

3. **Performance Share Units ("PSUs")**: The Compensation Committee has implemented a Performance Share Unit Plan, intended to provide an incentive that will enable the Corporation to achieve its medium and long-term objectives, and allow the Corporation to attract and retain quality personnel.

The first grant of PSUs pursuant to this plan occurred in 2017. Grants of PSUs are approved by the Compensation Committee annually on or before April 1 of each year.

Performance Share Units ("PSUs")	
Form of Award	Cash payment.
Who Participates	Senior executives of the Corporation (vice president level and above). Directors are not eligible to receive PSUs unless he or she is also an officer or employee of the Corporation.
Target Award Amount	A dollar amount is determined based on a percentage of base annual salary, which is used to determine a number of PSUs based on the volume weighted average trading price of Ensign's Common Shares over the 10 days prior to the grant date. The target amount of the award is a PSU value of 100% of the PSU grant.
Dividends	Dividends are accrued on outstanding, unvested PSUs, and accumulate in the form of additional PSUs.
Vesting	Awards of PSUs cliff-vest at the end of a three (3) year performance period, which aligns with calendar years beginning the year of the grant. Extending the realization of PSUs over a three (3) year period is intended to encourage corporate performance and stock price appreciation. If an employee leaves employment with the Corporation for any reason (other than in certain limited circumstances, including termination of employment concurrently with or following a change of control), unvested PSUs are forfeited.
Payout	Cash settlement, based on a formula that includes relative total shareholder return and return on capital employed, calculated in each year of the term (20% weighting per year) and over the full term (40% weighting of the full term average). Any after-tax payment is to be used to purchase Common Shares if the recipient's minimum shareholding requirement has not yet been met.
Performance Measures	The value at vesting of the PSUs will depend on Ensign's stock price and corporate performance, as measured by metrics including the Corporation's relative total shareholder return (TSR) and return on capital employed (ROCE) relative to its peer group, over the three-year vesting period. Future realized values at the time of vesting will reflect stock price performance, reinvested dividend accruals, and achievement of performance criteria, all as measured over the vesting period. The aggregate payout pursuant to each PSU grant is capped at a maximum of 2% of EBITDA (as adjusted), in the final year of each three-year term. This cap remains in place until specifically removed or modified by the Compensation Committee.

NEOs and other key corporate and operational employees at the vice president level and above are eligible to receive grants of PSUs. Grant amounts for 2020 were determined using base salaries and a multiplier based on role:

Title	Multiple of Base Salary (to determine grant value)
President & Chief Operating Officer Chairman	Base Salary x 150% = grant value
Divisional President Executive Vice President Chief Financial Officer	Base Salary x 75% = grant value
Senior Vice President Vice President	Base Salary x 50% = grant value

The calculated grant value is then divided by the Corporation's volume weighted average share price over the 10 trading days prior to the grant date, to determine the final number of units granted.

Any eventual payment amount a NEO may ultimately receive depends on our three-year TSR relative to the performance peer group (67% weighting), our relative return on capital employed (33% weighting), and our share price at the end of the vesting period. We believe relative TSR and return on capital employed compared to our peers are important measures of performance, because they reflect our ability to outperform companies affected by similar market conditions and our ability to efficiently use our capital over time.

At the end of the three-year performance period, a multiplier ranging from 0–2.0x is calculated by ranking our three-year TSR against the TSR of the performance peer group (adjusted to reflect dividends paid over the period), and our three-year ROCE relative to our performance peer group, using the scales below. The performance multipliers between the thresholds described will be calculated on a sliding scale.

	Relative TSR Ranking (67% weighting)	Multiplier
Maximum Performance Level	75% or higher	2.0 times payout
Target Performance Level	50% (median)	1.0 times payout
Threshold Performance Level	35%	0.4 times payout
Below Threshold Performance Level	Below 35%	0 payout
	ROCE (33% weighting)	**Multiplier**
Maximum Performance Level	75% or higher	2.0 times payout
Target Performance Level	50%	1.0 times payout
Threshold Performance Level	35%	0.4 times payout
Below Threshold Performance Level	Below 35%	0 payout

The overall performance multiplier is calculated for each one-year performance period in the term, and an average performance multiplier is calculated for the entire term:

Performance Multiplier Formula		
20% weighting	**Year 1**	67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Year 1 Performance Multiplier
20% weighting	**Year 2**	(67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Year 2 Performance Multiplier
20% weighting	**Year 3**	(67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Year 3 Performance Multiplier
40% weighting	**Years 1-3**	(67% weighting x Relative TSR share multiplier 0-2.0) + (33% weighting x ROCE share multiplier 0-2.0) = Years 1-3 Performance Multiplier
		= Performance Multiplier over the full Term

From this, the total payout of PSUs on maturity is determined in accordance with the following formula:

Number of PSUs granted + dividends accumulated over the 3-year term	**X**	**Performance multiplier over the full term 0-2.0x**	**X**	**10-day volume weighted average price of ESI shares on the TSX over the 10 trading days prior to the Dec. 31 maturity date**	**=**	**PSU payout, subject to cap of 2% of EBITDA (as adjusted)**

The amount that NEOs and other PSU award recipients ultimately may receive will depend on the number of units including dividend reinvestment over the three-year term, our three-year relative TSR and ROCE as compared with our performance peer group and our share price at the end of the term of the award.

The aggregate payout of all PSUs is capped at 2% of EBITDA (as adjusted) for the final year of the term of each award.

4. **Option-Based Awards – Stock Options**: The Compensation Committee periodically awards stock options to NEOs and other qualifying employees for the purpose of providing an incentive that will foster achievement of the Corporation's long-term objectives and allow the Corporation to attract and retain quality personnel.

   The Compensation Committee considers proposals from the Executive Management Committee for awards of stock options to NEOs and other qualifying employees on an individual basis.

   Stock appreciation rights (SARs) are provided to certain employees residing outside of Canada and the United States, in lieu of stock options, and are subject to the same general conditions and restrictions as stock options. As all of our NEOs currently reside in North America, SARs are not currently awarded to any of our NEOs.

   Beginning with stock options granted in 2018, the Compensation Committee implemented a cap on the aggregate number of stock options and SARs that may be approved by the Compensation Committee in any fiscal year of 1% of the Corporations' issued and outstanding Common Shares.

Stock Option Plan	
Form of Award	Options on Common Shares, which are issued from treasury.
Who Participates	Officers and employees of the Corporation. Directors are not eligible to receive stock options unless he or she is also an officer or employee of the Corporation.
Exercise Price	The closing price for the Corporation's Common Shares on the last trading day preceding the date the options were granted.
Vesting	20% per year over a period of five (5) years.
Term	Expire at the end of the sixth (6^{th}) year following the grant date.
Payout	Upon exercise of a stock option, the holder receives one Common Share for each stock option exercised. The holder of stock options may elect to receive a cash payment, in lieu of Common Shares, equal to the difference between the stock option exercise price and the market price of the Corporation's Common Shares on the TSX on the date of exercise.
Termination	Unvested stock options are forfeited on the date of cessation of employment, whether due to termination without cause, termination with cause, resignation, retirement or death. Vested options outstanding as at the date of cessation of employment may be exercised in the 90 days following the effective date of the cessation of employment.
Change of Control	The vesting of stock options in a change of control scenario will depend on whether the NEO is actually or constructively terminated following a change of control event ("double trigger").
Restrictions	No one person, nor the NEOs as a group, may hold stock options exceeding 5% of the Corporation's outstanding Common Shares.
Re-Pricing	The Corporation does not re-price out-of-the-money, or other, stock options.

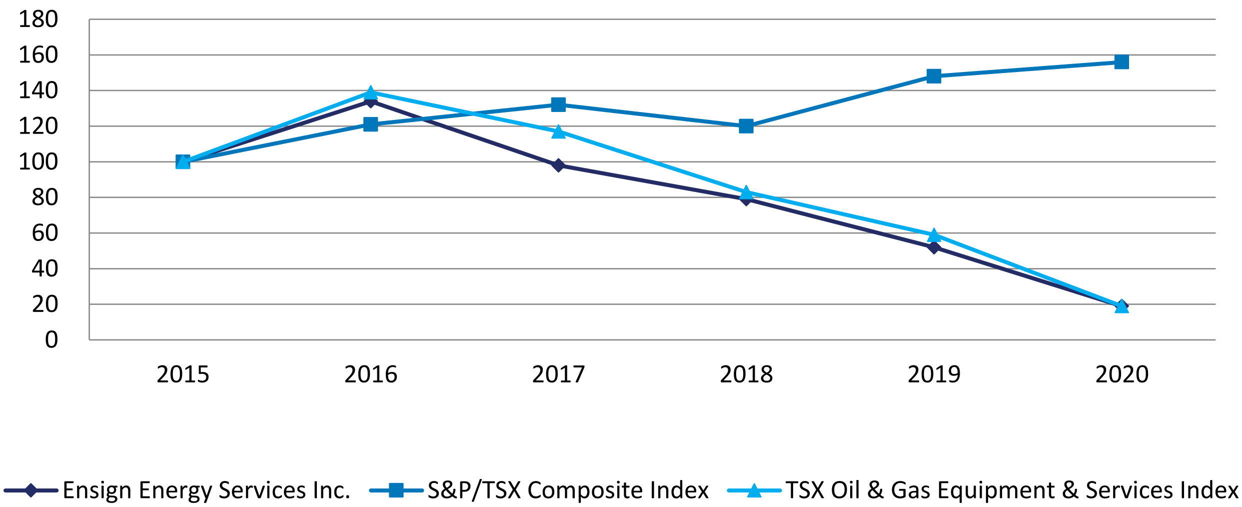
5. **Other Compensation:**

Other Compensation Elements	
Employee Savings Plan:	For Canada-based employees, the Corporation also provides an “Employee Savings Plan”, whereby employees can elect to contribute, based on years of service, up to 5% of their regular earnings to a savings plan. Ensign contributes, on a matching basis, by way of the purchase of Common Shares acquired each pay period through the TSX. The Common Shares vest in favour of participating employees as to 50% in the year following the year in which the contribution was made, and 50% in the next year. Certain alternative plans are provided by the Corporation to employees in jurisdictions outside of Canada.
Benefits and Perquisites:	Ensign provides standard benefits as part of a competitive compensation package. We limit the use of perquisites for our executives, as we do not think they should be a significant element of compensation beyond what is appropriate to keep Ensign competitive. The Corporation does not have: • Employment contracts with any of its NEOs or other executives; • Separate change in control agreements; or • Executive pension or retirement plans.

Where the Corporation refers to EBITDA (as adjusted), the Corporation is referring to earnings before interest, taxes, depreciation and amortization, and adding back any one-time or non-recurring costs.

Performance Graph

The following performance graph illustrates Ensign's five year cumulative shareholder return, as measured by the closing price of Ensign's Common Shares at the end of each financial year, assuming an initial investment of $100 on December 31, 2015, compared to the S&P/TSX Composite Index and the TSX Oil & Gas Equipment & Services Index, assuming the reinvestment of dividends, where applicable.



	2015	2016	2017	2018	2019	2020
Ensign Energy Services Inc.	100	134	98	79	52	19
S&P/TSX Composite Index	100	121	132	120	148	156
TSX Oil & Gas Equipment & Services Index	100	139	117	83	59	19

The December 31, 2015 starting point in the performance graph reflected a period of steep declines in energy commodity prices, as energy supply and demand fundamentals remained imbalanced, and a significant decrease in our share price over the year which reflected a decline in operating revenue of 40% as compared with 2014, reflective of the challenged commodity prices and corresponding weak demand for oilfield services.

Continued low commodity prices prolonged the period of challenged operating and financial results across the energy sector into 2016. However, oil and natural gas prices began to stabilize and slowly recover throughout the year, such that notwithstanding a further decline in operating revenue of 38% in 2016 as compared to 2015, our share price began a modest recovery over the year.

Although our financial results for 2017 improved as compared with 2016 and 2015, and the modest recovery of crude oil and natural gas prices continued throughout the year, our share price, together with the share prices of our Canadian peers, declined somewhat. This was due, in part, to an imbalance between rig supply and customer demand resulting in drilling and services contracts being negotiated at lower rates and for shorter terms than the preceeding contracts. Moreover, ongoing uncertainties in

Canada regarding pipeline access for both oil and gas and energy supply and demand fundamentals adversely impacted oifield service companies operating in Canada.

In 2018, production in the United States increased, resulting in some downward pressure on global crude oil prices, which was somewhat off-set by OPEC supply cuts that took effect during the year. Compounding this effect, by the latter part of 2018, the price differential between WTI spot prices and lower Canadian oil spot prices increased to wider levels than historical differentials. Although there was some narrowing of this differential in the latter part of 2018, the resulting moderate activity levels in Canada negatively impacted our overall activity levels.

In the aggregate, although our 2018 financial results were again improved year-over-year, our share price (and the share prices of many oilfield services companies and our Canadian peers, in particular) continued to be negatively impacted by these macro-economic conditions.

Crude oil prices modestly improved early in 2019 over the 2018 exit, due in part to additional production cuts announced by OPEC and other select non-OPEC countries in late 2018. However average crude oil prices generally were slightly lower throughout the year as compared with 2018.

Operating activity overall in Canada was modestly lower in 2019 as compared with 2018, in part due to the price differential between WTI spot prices and lower Canadian oil spot prices, which continued to demonstrate significant volatility. In the aggregate, although our 2019 financial results were again improved year-over-year, our share price (and the share prices of many oilfield services companies and our Canadian peers, in particular) continued to be negatively impacted by these macro-economic conditions.

Our financial results in 2020 were significantly negatively impacted by the global COVID-19 pandemic, which resulted in travel restrictions, business closures, stay-at-home orders and other public health measures to combat the spread of the virus. These measures resulted in a significant slow-down in global economic activity that subsequently reduced the demand for crude oil and natural gas. This reduction in activity compounded the already declining commodity prices of crude oil and natural gas, which was already underway as a consequence of a market share and oil price war between certain crude oil producing countries. Our share price, along with the share prices of our peers, was negatively impacted by these global conditions.

The trend in the performance graph does not directly correlate to the trend of the compensation paid to the Named Executive Officers. The Corporation has concluded that management must be compensated based on competitive market conditions and the value of the services provided, irrespective of Common Share price movements. Options and PSUs each form a portion of compensation, and therefore total compensation for the Corporation's Named Executive Officers is affected by increases or decreases in the price of the Common Shares as the value of such Options and PSUs changes as the Corporation’s share price changes.

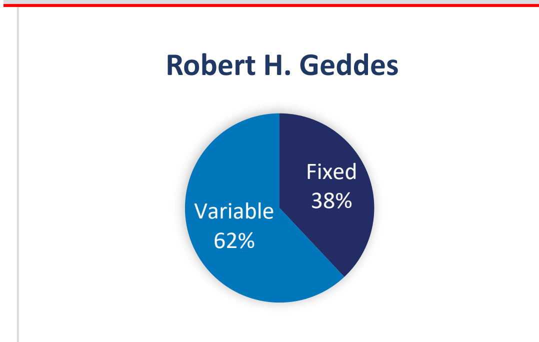
2020 Compensation and Pay Mix

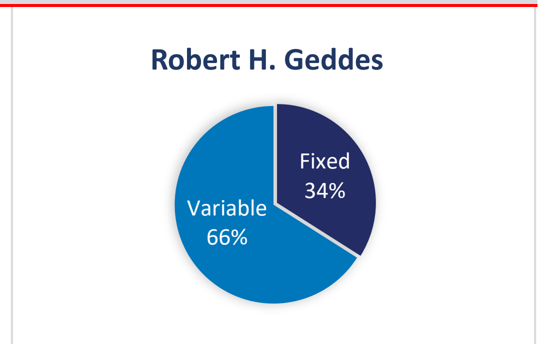
The following pie charts show the respective actual pay mixes as between fixed and variable compensation achieved for each of the NEO’s for 2020 and 2019. As demonstrated, a significant proportion of our NEOs’ compensation is delivered through variable compensation.

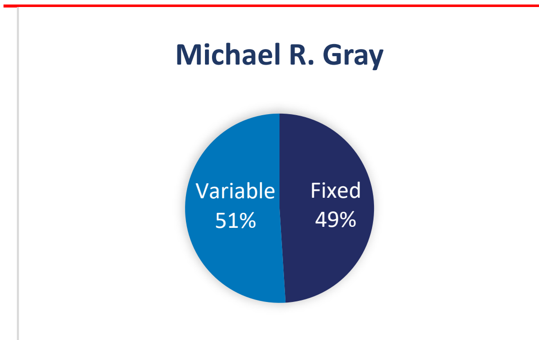
The pie charts demonstrate fairly consistent proportions of total pay granted to or received by NEOs in the form of variable compensation. In 2019 and in 2020, the compensation provided to NEOs included the four (4) elements described above, being base salary, annual cash bonus, a grant of PSUs and a grant of stock options (of less than historical grant levels).

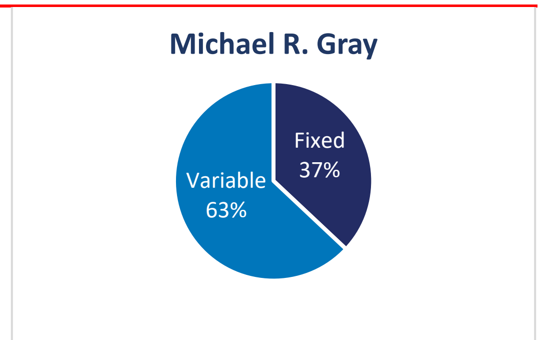
For a breakdown of all elements of actual compensation paid in 2020, please refer to the "Summary Compensation Table".

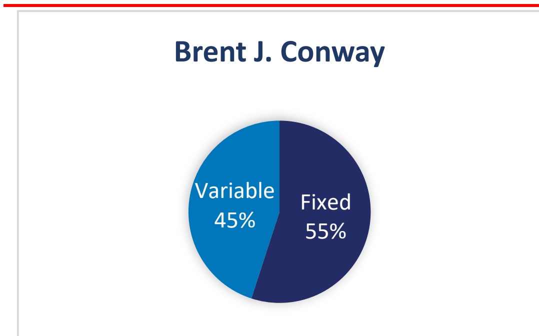
2020	2019

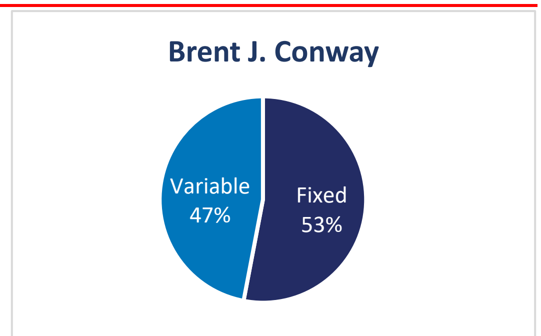


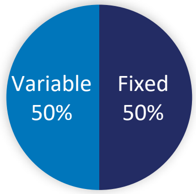
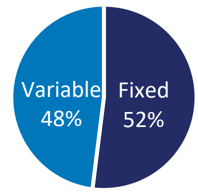
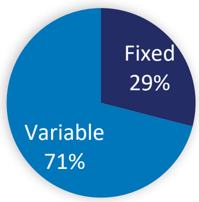
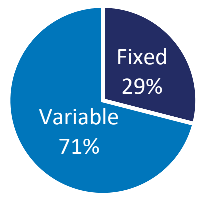










2020	2019
Michael R. Nuss 	**Michael R. Nuss** 
N. Murray Edwards 	**N. Murray Edwards** 

Compensation Objective Supported

Base salaries reflect Ensign's goal of retaining and attracting qualified individuals. Base salary determination for the NEOs is based primarily on past and expected future contribution, value to the organization, market competitiveness and individual performance. Industry challenges and outlook as well as general economic conditions in the regions in which Ensign operates, factors which customarily affect Common Share performance, are also considered in determining base salary levels.

In early 2015, in response to the challenging industry outlook which was ongoing at that time, the NEOs accepted a 10% reduction in base salary or annual consulting fee, coinciding with a period of lower performance for the Common Shares. This reduction largely remained in place until August 2018, although certain adjustments were made during that three-year period, to base compensation for NEOs and other employees, as applicable, to reflect promotions and increases in responsibility.

Certain NEOs received increases in August 2018 and then a general wage increase was effective as of January 1, 2019 for all employees (including NEOs). The result was that, effective January 1, 2019, employees (including NEOs) had salary levels restored to pre-2015 wage rollback levels.

In 2018 and 2019, in part due to modest improvements in industry conditions, the majority of compensation granted to most of our NEOs was derived from variable compensation. In 2020, as a consequence of drastic reductions in the price of the Corporation's Common Shares that coincided with the onset of the COVID-19 global pandemic and significant weaknesses and volatility in commodity prices, which primarily impacted variable compensation (although base annual compensation was also reduced, as explained elsewhere in this information circular), overall compensation for the NEOs in 2020, as demonstrated in the Summary Compensation Table below, was reduced by between 19% and 32% year-over-year.

In 2018, 2019 and 2020, no variable compensation benefit was realized by the NEOs from the exercise of stock options. The first PSU award matured on December 31, 2019 and this award was paid in March of 2020. PSU award payments, if any is achieved, will be paid by March 15th of the year following the December 31 maturity date.

The pie charts (which reflect compensation paid as well as compensation granted but not paid) generally reflect reductions in the proportion of variable compensation as compared to fixed compensation in 2020 as compared with 2019. The reported totals for NEOs who were paid in US dollars (Mr. Nuss) fluctuate somewhat due to the year-end exchange rates used (2020: CAD $1.00 = USD $1.28; 2019: CAD $1.00 = USD $1.30).

The total compensation for Mssrs. Geddes, Gray and Edwards was lower in 2020 than in 2019, due in part to a one-time extraordinary bonus of $200,000 having been earned by each of these individuals in 2019 in connection with the completion of the final refinancing steps related to the acquisition of Trinidad Drilling Ltd. Further, total compensation for each NEO in 2020 reflects the wage rollbacks implemented on April 1, 2020 which resulted in lower annual salaries and a lower denominator used for the calculation of the annual bonus for the year, as compared with 2019.

These outcomes for both 2020 and 2019 reflect the Corporation's compensation philosophy of delivering a meaningful proportion of total compensation to NEOs using variable pay, such that in years where the Corporation experiences very challenging market conditions and prolonged poor economic fundamentals, as was the case in 2020 in particular, variable pay declines significantly. The Corporation's compensation program is structured to achieve significantly increased variable pay during years of stronger financial, safety and relative share price performance.

Ensign's ABP pays out when certain minimum thresholds are met for corporate earnings, safety results and the achievement of strategic objectives over a one-year period. Value from PSUs is realized when Ensign's performance relative to its performance peer group on the metrics of total shareholder return and return on capital employed are at or above a threshold level, and where Ensign's share price appreciates over the medium-term. Lastly, value is realized from stock options when Ensign's share price appreciates over the long-term.

The annual and long-term incentives are variable or at-risk compensation, which are awarded based on corporate and business unit performance. The relative weighting of these elements varies by level within the Corporation, where the most senior individuals, including the NEOs, have the highest proportion of compensation at-risk. This is intended to ensure alignment between an individual's ability to influence business unit and corporate results, and the degree to which his or her compensation is affected by those results.

2020 Performance of the NEO's

2020 was an extraordinary year. The global COVID-19 pandemic and resulting measures to combat the virus led to a significant slow-down in global economic activity, reducing the demand for crude oil and natural gas. This further challenged commidity prices which were already reeling early in the year from a market share and oil price war between certain crude producing nations.

These challenges persisted throughout 2020, and continue today. However notwithstanding these challenges, Ensign's senior executives remained focused throughout the year on our strategic objectives, which include best in class safety performance, debt reduction, cost controls, the strategic deployment of new technologies and prudent capital expenditures.

Even as the overall market environment continues to experience significant challenges, Ensign's executive team continues to deliver on our goals and objectives.

The Board of Directors believes that Ensign continues to compare favourably to its peer group on the key metrics of balance sheet, capital structure, return on invested capital and cash flow. Specific measures have been put into place to monitor achievement of corporate strategy, including return on invested capital, total shareholder return, annual growth targets, reliability and cost targets.

Progress generally continues to be made towards the Corporation's health, safety and environmental performance goals on employee development, recordable injuries, energy efficiency, environmental stewardship and reliability. Our focus on and commitment towards behaviour-based training, in particular for inexperienced personnel, has resulted in sustained improvements. Our NEOs continued to provide outstanding leadership in focusing on operational excellence, capital discipline and strategic direction. In 2020 the Corporation specifically achieved the following:

2020 Achievements	
Financial	We successfully limited the net amount of capital expenditures, excluding proceeds from asset dispositions, to less than $50 million during the year. The Corporation's capital budget was cut by 50%, from $100 million to $50 million, in March 2020 in response to the then-changing market conditions.
Financial	We reduced our equipment repair and maintenance costs in our United States business units by more than 15% (weighted average) in 2020 as compared to 2019 through effective preventative maintenance programs and new hire competency programs.
Financial	We purchased for cancellation USD $77.84 million of our outstanding Senior Notes in 2020, representing a net reduction of USD $198.73 million in face value, and total debt decreased year over year by CAD $196.9 million.
Safety	In 2020, Ensign achieved a record low global "Total Recordable Injury Rate" (TRIR) of 0.72, representing less than one recordable incident per 100 full-time workers during 2020. This is the second consecutive year that Ensign achieved an historic low on this important safety measure (2019 = 1.05). This result is an outcome of having a persistent strong focus on leading indicators such as leadership visits, operational excellence meetings and the implementation of effective corrective and preventative measures.

Operations	Our crews around the world maintained operations in the field without disruption throughout the challenges faced due to COVID-19 and related travel restrictions and quarantine requirements.
Innovation/ Technology	In 2020, we installed the Ensign Edge® rig controls system on four (4) drilling rigs acquired through the acquisition of Trinidad Drilling Ltd. These systems include one or more of Controls, ControlsPlus, Analytics/Historian, and the full Rig Operating System. Further, we successfully beta tested the Ensign Edge® Auto Pilot system and we successfully rolled out our new Ensign Edge® customer portal.
Training	We have fully implemented our "Global Skills Standard" (GSS) training program across our entire active drilling fleet in 2020, establishing a minimum base level of competency for Ensign field crews worldwide.

2020 Annual Bonus Calculation – Cash Award

As described in the section above entitled "Executive Compensation Components – Detailed Description", for the 2020 year, Ensign rewarded the NEOs and other ABP participants based on the performance achieved of annual approved targets, as follows:

Metrics	2020 Achievement
Financial Performance	In 2020, on a consolidated basis, the Corporation's EBITDA (as adjusted) achieved approximately 63% of the approved annual budget for 2020, resulting in no annual cash bonus payout to the NEOs based on this metric.
Asset Efficiency Ratio	In 2020, on a consolidated basis, the AER ratio was less than 15%, resulting in no annual cash bonus paid to NEOs based on this metric.
Safety Performance	Safety performance metrics on a consolidated basis in 2020 achieved approximately 114.7 points out of a target of 100 and a stretch of 120. Depending on bonus level, splits between corporate and divisional results, and other safety goals, NEOs achieved a cash bonus of between 10% and 15% for this bonus component.
Strategic Goals	Four pre-approved strategic goals were set for the NEO group in 2020. All were achieved in an extremely challenging business environment in 2020. This resulted in the achievement of a cash bonus of either 10% or 15% for NEOs, depending on bonus level, on this metric for the year.

Governance of the financial performance criteria and metrics is comprehensive. Reviews of measures, weightings, targets and performance results are conducted at various times of the year by the appropriate divisional, corporate and Compensation Committee levels before being approved by the Board of Directors. Annual safety goals for each division are reviewed by the Health, Safety & Environment Committee ("**HSE Committee**") of the Board of Directors, to ensure alignment with the objectives of that Committee.

Together, the achievement in 2020 of financial and safety metrics resulted in a total annual cash bonus pursuant to the ABP of between 18.9% and 28.4% of earned base salary for the NEOs (depending on bonus level and the proportion of the annual bonus which is based on corporate consolidated results as compared with divisional results).

2020 PSUs – Achievement of Performance Metrics (2018 Award)

As described above, the performance metrics used to calculate any eventual payout of PSUs are based upon relative total shareholder return and return on capital employed, as measured against our performance peer group. For 2020, the following performance metrics were achieved:

2020 Performance Multiplier	
Component	**2020**
Relative TSR Rank	0%
Relative TSR Multiplier (67% weighting)	**0.0x**
ROCE Actual	66.80%
ROCE Multiplier (33% weighting)	**1.672x**
Combined Multiplier	**0.552x**

2020 Stock Option Grants

NEOs and certain other employees are eligible to receive grants of stock options. Grants of stock options are recommended by the Executive Management Committee to the Compensation Committee for review and approval. Options are not guaranteed to be granted annually or on a pre-determined schedule, but are granted at the discretion of the Compensation Committee, having regard to market cycles, recruitment, retention, competitive compensation, roles, responsibilities and individual performance, as balanced by the number of options available and the requirement to restrict the volume of outstanding options below acceptable dilution thresholds.

The NEOs received the following stock option grants in 2020, and recently in March 2021:

Name	March 2020 Grant Stock Options	March 2021 Grant Stock Options
Geddes, Robert H.	112,000	150,000
Gray, Michael R.	35,000	50,000
Conway, Brent J.	35,000	50,000
Nuss, Michael R.	35,000	50,000
Edwards, N. Murray	112,000	150,000

Looking Ahead to 2021

Base salaries for NEOs in 2020 initially were to have remained at 2019 levels, however as descibed elsewhere in this Information Circular, effective April 1, 2020, a significant wage roll-back was implemented which impacted all of our non-field personnel globally, including the NEOs. Specifically, the base annual compensation to our NEOs was reduced (effective April 1, 2020) as follows:

- By 12.5% (Mssrs. Gray, Conway and Nuss);
- By 20% (Mr. Geddes); and
- By 40% (Mr. Edwards).

This step became necessary in light of the then-evolving impact of the novel coronavirus (COVID-19) outbreak upon global commerce and energy demand, dramatic commodity price declines, and related market disruptions. These reductions remain in place for 2021, with the result that on an annualized basis, base annual compensation is currently expected to be lower for NEOs (and all other impacted employees) in 2021 than in 2020.

Elements of variable compensation are anticipated to remain unchanged in 2021. The reductions to base annual compensation descibed above will have the effect of reducing potential annual bonus plan payments, as those are based on the reduced salaries. The Compensation Committee will make further adjustments as necessary to the compensation of NEOs and all other employees, in response to market and industry conditions. We do not expect the design of our compensation programs to change materially in 2021.

Summary Compensation Table

The following table sets forth for the year ended December 31, 2020 information concerning the compensation paid or payable to the executive officers of the Corporation whose total compensation exceeded $150,000 and who met the requirements to be classified as "Named Executive Officers" pursuant to National Instrument 51-102. As described further in the "Statement of Corporate Governance Practices", the Corporation does not have a named Chief Executive Officer. Specific aspects of this compensation are covered in greater detail in subsequent tables.

The total cash and non-cash compensation paid or awarded to the NEOs over the past three (3) years is detailed in the following table. Amounts earned, but not paid, are reflected in the year in which the compensation was earned.

All amounts are in Canadian dollars. With respect to those NEOs who are paid in United States dollars (Mr. Nuss), the translation to Canadian dollars is reflected at the rate of USD $1 = CAD $1.28 (being the exchange rate on December 31, 2020).

Name and Principal Position	Year	Salary ($)	Share-Based Awards (PSUs) ($) [3]	Option-Based Awards [4] ($)	Non-Equity Incentive Plan Compensation Annual Incentive Plans [5] ($)	All other Comp. [6] ($)	Total Comp. ($)
Geddes, Robert H. President & Chief Operating Officer	2020	595,000	1,050,000	21,280	169,040	158,931	1,994,251
	2019	700,000	1,050,000	86,450	485,303	127,801	2,449,554
	2018	586,000	717,175	115,700	412,147	51,103	1,882,125
Gray, Michael Chief Financial Officer	2020	295,000	243,750	6,650	83,676	22,466	651,542
	2019	325,000	243,750	25,935	332,462	26,218	953,365
	2018	262,000	195,000	44,500	123,988	17,301	642,789
Conway, Brent J. Executive Vice President International Operations	2020	362,500	300,000	6,650	68,585	95,452	833,187
	2019	400,000	300,000	25,935	117,424	92,004	935,363
Nuss, Michael R.[(1)] Executive Vice President United States Operations	2020	458,240	413,750	6,650	128,489	79,876	1,087,005
	2019	513,500	384,197	25,935	152,651	93,166	1,169,449
	2018	497,420	351,120	44,500	297,824	53,673	1,244,537
Edwards, N. Murray[(2)] Chairman	2020	0	750,000	21,280	99,435	350,000	1,220,715
	2019	0	750,000	86,450	403,788	500,000	1,740,238
	2018	0	503,800	115,700	289,525	425,432	1,334,457

(1) Mr. Nuss' base annual salary in 2020 was USD $358,000. For reporting purposes, the US dollar portion of all compensation elements for Mr. Nuss (who receives all of his compensation in US dollars) were translated at the following exchange rates:

Date	Exchange Rate
December 31, 2020	USD $1.00 = CAD $1.28
December 31, 2019	USD $1.00 = CAD $1.30
December 29, 2018	USD $1.00 = CAD $1.36

(2) Mr. Edwards is not an employee of the Corporation and does not receive a salary. However, he and a controlled corporation provide ongoing management services and strategic advice to Ensign and thus Mr. Edwards meets the definition of a NEO. Mr. Edwards' controlled corporation receives an annual consulting fee for the costs it incurs on behalf of and for services it provides to the Corporation, included in the column "All other compensation". When awarded, Mr. Edwards may personally receive variable compensation amounts, for example pursuant to the Annual Bonus Plan, the Stock Option Plan, the PSU Plan or such other compensation awards or plans as may be approved by the Compensation Committee from time to time. Mr. Edwards did not receive any additional compensation for serving as a director of the Corporation.

(3) **Share-Based Awards**: Share-based awards represent the grant date fair value of PSU awards. US dollar amounts (Mr. Nuss) were converted to Canadian dollars on the grant date using the following exchange rates: 2018 awards – 1.28x; 2019 awards – 1.30x; 2020 awards – 1.40x.

(4) **Option-Based Awards**: The grant date fair value of option-based awards granted to NEOs pursuant to the Stock Option Plan is calculated for compensation disclosure purposes using the Black-Scholes option pricing model with the following assumptions:

	Grant Date Fair Value	Black-Scholes Option Pricing Model – Assumptions Average Risk Free Interest Rate	Average Expected Life	Expected Volatility
March 2020	$0.19	0.52%	5 years	40.0%
March 2019	$0.91	1.68%	5 years	40.0%
April 2018	$0.89	2.02%	5 years	40.0%

The fair value for compensation disclosure purposes differs from accounting fair value, as the option-based awards are, under IFRS 2, considered to be compound financial instruments and accounted for as cash-settled awards. Accordingly, these awards are re-valued at every quarter end.

(5) **Annual Incentive Plans:** Annual incentive plans include the cash bonus amounts earned under the Annual Bonus Plan. Cash bonus awards are paid to the NEOs in cash in April or May following the year in which they were earned. Because of the timing of the payments of these bonuses relative to the date of this Information Circular, prior year numbers may be adjusted as appropriate to reflect actual final payment amounts. The 2019 figures reported for Mr. Geddes, Mr. Gray and Mr. Edwards include an extraordinary, one-time bonus of $200,000. This bonus was approved, only after the completion, on April 10, 2019, of the final refinancing steps related to the acquisition of Trinidad Drilling Ltd., to recognize and reward the efforts and achievements of each of these specific individuals in connection with this acquisition and the related refinancing transactions.

(6) **All other compensation**:

(i) Canadian Employee Savings Plan: This includes Common Shares that have vested during the year to the benefit of NEOs who elect to participate in the Corporation's "Employee Savings Plan" for Canadian-based employees. Up to 5% of a participating employee's base salary is matched in cash contributions made by the Corporation, used to purchase Common Shares on the TSX on behalf of the NEO, which vest to the benefit of each NEO equally over two years each February 1. The value of the vested shares is derived by multiplying the Common Share price on the vesting date by the number of Common Shares vesting to the benefit of the NEO on that date.

(ii) Benefits: Our global benefits programs offer competitive comprehensive coverage and cost sharing. Benefits programs offered to NEO's are the same benefits as are offered to all employees in the applicable region.

(iii) Perquisites: Our executives receive limited perquisites consistent with our industry peers and which form a part of their competitive compensation packages. The availability of some perquisites varies by position.

(iv) The amounts reported as "all other compensation" for each NEO include the following:

- Mr. Geddes: The employer match pursuant to the Canadian Employee Savings Plan, a vehicle allowance, parking, the employer portion of benefit premiums, club memberships, a housing amount (to cover the cost of a secondary residence for Mr. Geddes in Houston, which represents the significant portion of time he is normally required to spend in Houston) and an executive health program.
- Mr. Gray: The employer match pursuant to the Canadian Employee Savings Plan, parking, the employer portion of benefit premiums, a club membership and an executive health program.
- Mr. Conway: A $50,000 country allowance paid to Mr. Conway with respect to his responsibilities over the Corporation's operations in Latin America, the Middle East and Australia, a vehicle allowance, parking, the employer portion of benefit premiums and a club membership.
- Mr. Nuss: A USD $30,000 country allowance paid to Mr. Nuss with respect to his responsibilities over the Corporation's operations in Latin America (this country allowance has now been discontinued effective January 1, 2021, as these responsibilities have been fully transitioned to Mr. Conway), a vehicle allowance, the employer portion of benefit premiums, employer contribution to a 401(k) plan and a club membership.
- Mr. Edwards: The consulting fee described in Note 2 above. Mr. Edwards does not receive any additional perquisites or benefits from the Corporation.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each NEO all option-based and share-based awards that were outstanding as at December 31, 2020.

	Option-Based Awards					Share-Based Awards (PSUs)				
Name	Grant Date (dd/mm/yyyy)	# of Securities Underlying Unexercised Options (1)(2) (#)	Option Exercise Price ($)	Option Expiration Date (dd/mm/yyyy)	Value of Un-Exercised in-the-Money Options (3) ($)	Plan	Year	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (4)	Market or payout value of vested share-based awards not paid out or distributed
Geddes, Robert H.	02/12/2015	250,000	7.30	31/12/2020	0					
	10/03/2017	150,000	7.98	31/12/2021	0					
	05/04/2018	130,000	5.60	31/12/2022	0	PSU	2018	166,442	$151,462	--
	12/03/2019	95,000	5.69	31/12/2023	0	PSU	2019	232,529	$211,601	--
	12/03/2020	112,000	0.54	31/12/2024	8,288	PSU	2020	422,799	$384,747	--
Total:		**737,000**			**8,288**			**821,770**	**$747,811**	
Gray, Michael R.	02/12/2015	20,000	7.30	31/12/2020	0					
	10/03/2017	50,000	7.98	31/12/2021	0					--
	05/04/2018	50,000	5.60	21/12/2022	0	PSU	2018	45,256	$41,183	--
	12/03/2019	28,500	5.69	31/12/2023	0	PSU	2019	53,980	$49,122	--
	12/03/2020	35,000	0.54	31/12/2024	2,590	PSU	2020	98,149	$89,316	
Total:		**183,500**			**2,590**			**197,385**	**$179,620**	
Conway, Brent J.	12/03/2019	28,500	5.69	31/12/2023	0	PSU	2019	37,470	$34,098	--
	12/03/2020	35,000	0.54	31/12/2024	2,590	PSU	2019	66,437	$60,458	--
Total:		**63,500**			**2,590**	PSU	2020	120,800	$109,928	
								224,707	**$204,483**	
Nuss, Michael R.	02/12/2015	100,000	7.30	31/12/2020	0					
	10/03/2017	50,000	7.98	31/12/2021	0					
	05/04/2018	50,000	5.60	31/12/2022	0	PSU	2018	81,488	$74,154	--
	12/03/2019	28,500	5.69	31/12/2023	0	PSU	2019	85,083	$77,426	--
	12/03/2020	35,000	0.54	31/12/2024	2,590	PSU	2020	166,603	$151,609	--
Total:		**328,500**			**2,590**			**333,174**	**$303,188**	
Edwards, N. Murray	02/12/2015	250,000	7.30	31/12/2020	0					
	10/03/2017	150,000	7.95	31/12/2021	0					
	05/04/2018	130,000	5.60	31/12/2022	0	PSU	2018	116,922	$106,399	--
	12/03/2019	95,000	5.69	31/12/2023	0	PSU	2019	166,092	$151,144	--
	12/03/2020	112,000	0.54	31/12/2024	8,288	PSU	2020	301,999	$274,819	--
Total:		**737,000**			**8,288**			**585,013**	**$532,362**	

(1) The number of unexercised options as at December 31, 2020.

(2) The securities underlying the options granted are Common Shares. The options granted vest at the rate of 20% per year, on a cumulative basis. For more information, see the section entitled “Stock Option Plan”.

(3) All option values have been determined based on the closing price for Common Shares of $0.91 on December 31, 2020. “In-the-money” means that the exercise price for the option was less than $0.91 on December 31, 2020.

(4) PSU values are based on the closing price for Common Shares of $0.91 on December 31, 2020, and assume a payout multiplier of 1.0x. PSUs granted in 2018 vested on December 31, 2020, PSUs granted in 2019 vest on December 31, 2021 and PSUs granted in 2020 vest on December 31, 2022. The value of all PSU awards assumes a payout multiplier of 1.0x.

Payout of 2018 PSU Awards

The 2018 award of PSUs vested on December 31, 2020 and were paid out on or before March 15, 2021. The table below shows the difference between the grant value and the payout value for each NEO, illustrating the at-risk nature of these awards. The NEOs received a final PSU payout that was 17% of the grant value of the award.

Name	Grant Value (1)	# of PSUs Granted (2)	# of PSUs at Maturity (3)	2018 Multiplier (20%)	2019 Multiplier (20%)	2020 Multiplier (20%)	Full Term Combined Multiplier (40%)	VWAP to December 31, 2020 ($)	Final PSU Payout ($)	Payout % of Grant Value
Geddes, Robert H.	$717,175	122,385	166,442	1.469	0.348	0.552	0.790x	0.92	$121,060	17%
Gray, Michael	$195,000	33,276	45,256	1.469	0.348	0.552	0.790x	0.92	$32,916	17%
Conway, Brent J.	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Nuss, Michael R. (4)	$351,120	59,918	81,488	1.469	0.348	0.552	0.790x	0.92	$59,269	17%
Edwards, N. Murray	$503,800	85,973	116,922	1.469	0.348	0.552	0.790x	0.92	$85,042	17%

(1) Grant values are determined by role. Mr. Geddes and Mr. Edwards received a PSU grant, in 2018, having a value of 125% of their 2018 base annual compensation; Mssrs. Gray and Nuss received a grant having a value of 75% of their 2018 base annual compensation.
(2) The number of PSUs initially granted were based on the grant value divided by the volume weighted average price of the Corporation's shares for the 10 trading days prior to the grant date of April 1, 2018, being $5.86.
(3) The number of PSUs that matured at the end of the three-year term of the award includes additional PSUs received as reinvested dividend equivalents.
(4) The PSU payout for Mr. Nuss was converted back to USD at the same rate his base salary was converted into CAD on the award date of April 1, 2018, being CAD $1.00 = USD $1.28, with the result that the payment to Mr. Nuss in USD was $46,307.

When Mr. Conway joined Ensign in late 2018, following Ensign's acquisition of Trinidad Drilling Ltd., described elsewhere in this Circular. At that time he received a special one-time grant of 30,000 PSUs on January 1, 2019, having a two-year term to maturity on December 31, 2020. The grant of 30,000 PSUs does not translate to a grant value as this special grant was on the basis of a set number of units and not a percentage of salary.

Name	# of PSUs Granted (2)	# of PSUs at Maturity(1)	2019 Multiplier (30%)	2020 Multiplier (30%)	Full Term Combined Multiplier (40%)	VWAP to December 31, 2020 ($)	Final PSU Payout ($)
Conway, Brent J.	30,000	41,085	0.348	0.552	0.451x	0.92	$17,043

(1) The number of PSUs that matured at the end of the three-year term of the award includes additional PSUs received as reinvested dividend equivalents.

Calculation of Payout Multiplier

For the 2018 PSU awards which matured on December 31, 2020, our three-year average TSR and ROCE for the performance period from January 1, 2018 to December 31, 2020, relative to our PSU Performance Peer Group and weighted as to 20% in each individual year and 40% for the average over the three-year period, resulted in an overall award multipier of 0.790x, as demonstrated below:

PSU Multiplier					
Component	**2018 (20%)**	**2019 (20%)**	**2020 (20%)**	**3 Yr Avg (40%)**	**Overall Weighted Multiplier**
Relative TSR Rank	71.60%	24.90%	0.00%	-	-
Relative TSR Multiplier (67%)	1.864x	0.000x	0.000x	0.62x	-
ROCE Actual	41.70%	51.40%	66.80%	-	-
ROCE Multiplier	0.668x	1.056x	1.672x	1.132x	-
Combined Multiplier	1.469x	0.348x	0.552x	0.79x	0.790x

For the 2019 special grant of PSUs to Mr. Conway, which matured on December 31, 2020, our two-year average TSR and ROCE for the performance period from January 1, 2019 to December 31, 2020, relative to our PSU Performance Peer Group and weighted as to 30% in each individual year and 40% for the average over the three-year period, resulted in an overall award multipier of 0.783x, as demonstrated below:

PSU Multiplier			
Component	**2019**	**2020**	**2 Yr Avg**
Relative TSR Rank	24.90%	0.00%	
Relative TSR Multiplier (67%)	0.000x	0.000x	0.000x
ROCE Actual	51.40%	66.80%	
ROCE Multiplier	1.056x	1.672x	1.364x
Combined Multiplier	0.348x	0.552x	0.450x

The Compensation Committee reviewed and approved the multipliers in each year of the award and at the end of the performance period, and believes that the payouts are appriopriate in light of original grant values, market conditions during the applicable years included in the performance period, our relative share price performance and our relative return on capital employed over the term of these awards.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of option-based and share-based awards which vested during the year ended December 31, 2020, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2020.

Name	Option-Based Awards – Value Vested During the Year ($) (1)(2)	Share-Based Awards – Value Vested During the Year ($)(3)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)(4)
Geddes, Robert H.	$10,976	$153,127	$169,040
Gray, Michael R.	$3,430	$41,636	$83,676
Conway, Brent J.	$3,430	$34,472	$68,585
Nuss, Michael R.	$3,430	$74,969	$128,489
Edwards, N. Murray	$10,976	$107,568	$99,435

(1) Includes options which vested pursuant to the Stock Option Plan during 2020.

(2) **Option-based awards**: Options vest at the rate of 20% per annum. Each option-based award has a set vesting date of July 1 in each year. As such, one fifth of the options granted to each NEO in 2015, 2017, 2018, 2019 and 2020 vested and became exercisable in 2020. The value of option-based awards is calculated based on the difference between the market value of the Common Shares underlying the options on the vesting date (July 2, 2020, being the first trading day following the vesting date of July 1, 2020 – $1.03) and the exercise price of the options, and reflects the aggregate value realized had the vested options been exercised on the vesting date.

(3) **Share-based awards (PSUs):** The share-based awards outstanding as of December 31, 2020 were the 2018, 2019 and 2020 PSU grants. The 2018 grant vested December 31, 2020 and was payable in cash in 2021. The 2019 and 2020 grants vest on December 31, 2021 and December 31, 2022 respectively, and are payable in cash on or before March 15, 2022 and March 15, 2023 respectively. The value of PSUs for this purpose is calculated based on the volume weighted average of the trading price per Common Share for the 10 trading days prior to the maturity date of such award (being December 31, 2020 – $0.92), and assumes a multiplier of 1.0x. Values reported for Mr. Conway relate to a one-time special grant of PSUs awarded to him effective January 1, 2019 and which had a two-year term that matured on December 31, 2020.

(4) **Non-Equity Incentive Plan Compensation**: Non-equity incentive plan compensation earned for the 2020 year by NEOs includes the annual cash bonus. The exchange rate used to convert the bonus awarded to Mr. Nuss in USD is as of December 31, 2020 is USD $1.00 = CAD $1.28.

None of the Corporation’s NEOs realized any benefit from the exercise of stock options in the year ended December 31, 2020.

Pension Plan Benefits

The Corporation does not have a pension plan or provide other retirement plan benefits.

Termination and Change of Control Benefits

Ensign does not have written employment agreements in place with any of its NEOs which provide for incremental payments, payables or benefits upon termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a NEO's responsibilities. Upon termination of employment for any reason, such executives (as with other employees) would be entitled to benefits for a severance period to be determined, pursuant to applicable law, at the time of termination, depending upon length of service, age, salary level and a number of other factors.

The specific provisions of the Corporation's Stock Option Plan, and the PSU Plan (which was implemented in 2017), govern the treatment of unvested and vested Options and PSUs, and the PSA and the Employee Savings Plan govern the treatment of unvested shares held in these plans on the cessation of employment, including on a change of control (please see the section entitled "Stock Option Plan" below, and the section entitled "Executive Compensation Components" above, for further details). Depending on the conditions of termination, we treat NEOs and other employees as follows:

Type	Termination Payment	Annual Bonus Plan	Stock Options	Employee Savings Plan [(1)]	Performance Share Units
Resignation	All salary and benefit programs cease.	Cash bonus is forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs are forfeited.
Termination without Cause	All salary and benefit programs cease. Severance provided on an individual basis pursuant to applicable law, which in most jurisdictions reflects length of service, position, age, salary level and other applicable factors.	Cash bonus is forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs will mature on a pro-rated basis, using days of employment within the Term relative to the days in the Term. Unmatured PSUs are forfeited.
Termination with Cause	None. All salary and benefit programs cease.	Cash bonus is forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs are forfeited.

Type	Termination Payment	Annual Bonus Plan	Stock Options	Employee Savings Plan [(1)]	Performance Share Units
Retirement (age plus years of service at the time of retirement is equal to or greater than 65).	All salary and benefit programs cease.	Cash bonus is paid on a pro-rata basis.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust vest in an accelerated manner, as at the retirement date.	Matured PSUs which have not yet been paid as of last day of employment are paid in the normal course. Unmatured PSUs are subject to forfeiture.
Death or Disability	All salary and benefit programs cease (except for the payout of applicable life insurance benefits).	Cash bonus is paid on a pro-rata basis.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust vest in an accelerated manner (on the date of death).	All unmatured PSUs mature in an accelerated manner as of the date of death or permanent disability.
Change of Control	No trigger.	No trigger.	No accelerated vesting unless employment is also terminated.	No accelerated vesting unless employment is also terminated.	No accelerated vesting unless employment is also terminated.

(1) The Canadian Employee Savings Plan is an employee benefit plan available to employees resident in Canada only. Similar plans may be in place for the benefit of employees in the Corporation's other jurisdictions of operation.

No other incremental payments, payables and benefits are triggered by, or result from, a change of control scenario for compensation. If any of the NEOs were terminated following a change of control, such executives would be entitled to salary, annual bonus and other compensatory benefits for a severance period to be determined at the time of such change of control, depending upon length of service, age, salary level and a number of other factors.

In March 2017, the Compensation Committee adopted certain amendments to the Stock Option Plan (discussed in further detail in the section below entitled "Stock Option Plan"). The amended Stock Option Plan added a "double trigger" with respect to the accelerated vesting of options upon a change of control. Upon a change of control, substitute or replacement options on similar terms will be provided to participants. Only where this replacement does not or will not occur upon the occurrence of the change of control for any reason, would outstanding Options vest automatically. The replacement stock options will vest immediately if the executive is terminated without cause or is constructively terminated within 12 months following the change of control. Similar change in control provisions are applicable to PSUs.

Executive Equity Ownership Policy

With a view to further aligning management's interests with those of the Shareholders, the Corporation has implemented a policy that the executive officers and senior managers at the levels listed below hold the level of equity (being Common Shares or share grants or units having the same economic interest as Common Shares) outlined below:

Executive Level	Ownership Requirement
Chairman	4 times annual consulting fee
President & Chief Operating Officer	4 times base salary
Chief Financial Officer, Executive Vice Presidents and Divisional Presidents	2 times base salary
Senior Vice Presidents and Vice Presidents	1 times base salary

Executive officers and senior managers to whom this policy applies must reach the minimum required level of equity ownership within five (5) years of their date of promotion or appointment to the executive officer or senior manager level position. In calculating equity ownership for officers, the aggregate value of Common Shares or share grants or units having the same economic interest as Common Shares is used (including PSUs at target, but excluding the value of any exercisable and vested stock options). The minimum requirement for the levels noted above fluctuates yearly based on salary changes and changes to the price of the Common Shares.

In order to avoid the need to continuously monitor and adjust holdings based on fluctuations in the market price of the Common Shares, for the purposes of the minimum equity ownership requirement applicable to the Corporation's members of management, the value of equity holdings is calculated based on the greater of:

i. ***The current market value of the Common Shares;***
ii. ***The market value of the Common Shares as at December 31 of the immediately preceding year; and***
iii. ***The acquisition cost of such Common Shares.***

Once the applicable threshold is met, further purchases or acquisitions are not required if the value of the Common Shares held decreases solely as a result of a decline in the trading price of the Common Shares. However, if the value decreases for any other reason (i.e. sale of Common Shares), such member of Management is required to increase the value of his or her investment to the required threshold.

Due to the suspension in 2016 and subsequent termination in 2017 of the Corporation's Performance Share Award program, which historically had been an element of compensation through which the minimum shareholding requirement was intended to be, in part, satisfied, the Compensation Committee has determined that PSUs currently will be counted, at target, towards the achievement of the minimum shareholding requirement. However, for any executive subject to this requirement who has not met his or her requirement through ownership of actual Common Shares, the after-tax proceeds of any PSU payment (the first of which occurred in 2020, for awards granted in 2017 and which matured on December

31, 2019) must be used to purchase Common Shares, such that the applicable ownership level is ultimately met through ownership of actual Common Shares.

As of December 31, 2020, all of the executive officers and senior managers subject to this policy have satisfied their ownership requirements, other than those senior managers who are within the five (5) year time period during which such senior managers have to accumulate these holdings. The table below summarizes the share ownership levels for each of the current NEOs as of March 19, 2021.

		Ownership Requirement		
Name and Principal Position	**Ownership as at March 19, 2021 (#)** (1)	**Multiple of 2021 Base Compensation (CAD $)**	**Requirement (CAD $)**	**Meets Requirement**
Geddes, Robert H. President & Chief Operating Officer	1,237,103	4 x $560,000	$2,240,000	Yes – Acquisition Cost
Gray, Michael R. Chief Financial Officer	158,937	2 x $284,375	$568,750	N/A (2)
Conway, Brent J. Executive Vice President International Operations	125,000	2 x $350,000	$700,000	N/A (3)
Nuss, Michael R. Executive Vice President United States Operations	126,619	2 x $441,600 (4)	$883,200	N/A (5)
Edwards, N. Murray Chairman	31,582,085	4 x $300,000	$1,200,000	Yes – Acquisition Cost, December 31, 2020 value and March 19, 2021 value

(1) Includes Common Shares beneficially owned, controlled or directed by the NEO.
(2) Mr. Gray has until October 2021, being 5 years from his appointment to the office of Chief Financial Officer, to meet the requirement.
(3) Mr. Conway has until January 1, 2024, being 5 years from his appointment to the office of Executive Vice President, International Operations, to meet the requirement.
(4) For reporting purposes and consistency throughout this Information Circular, current (2021) base compensation level paid in US dollars (Mr. Nuss = USD $345,000) has been translated at the exchange rate of USD $1.00 = CAD $1.28.
(5) Mr. Nuss has until August 2021, being 5 years from his appointment to the office of Executive Vice President, United States Operations, to meet the requirement. He currently meets the requirement for his prior position of Senior Vice President, based on the acquisition cost of his shares and the inclusion of his PSUs at target (currently permitted by our policy, as described above).

SECTION 4 – DIRECTOR COMPENSATION

Director Compensation Philosophy and Objectives

In 2020, all non-management Directors of the Corporation received a comprehensive compensation package comprised of both cash and equity compensation, as follows:

i. An annual retainer in the form of a cash retainer;
ii. An annual equity retainer in the form of deferred share units ("**DSUs**") or Common Shares pursuant to the "Directors Deferred Share Unit and Common Share Payment Plan" (described in detail below);
iii. Committee chair and committee member cash retainers; and
iv. Meeting fees.

Compensation programs and levels for non-management Directors are designed to attract and retain high quality individuals who possess experience and capabilities appropriate for the demands of the Corporation's board, and to align the interests of the non-management Directors with the Shareholders.

In addition, the remuneration package for Directors is intended to compensate these individuals for their time commitment, the discharge of their responsibilities and the accountabilities of serving as a Director of the Corporation.

The Corporate Governance, Nominations & Risk Committee (the "**CGNR Committee**") and the Board of Directors as a whole review director compensation on an annual basis for its adequacy in light of the foregoing factors, as well as for competitiveness against the Corporation's peer group.

Director fees for 2020 began the year at levels consistent with 2019 fees, however In response to the impact of COVID-19 global pandemic on commerce and energy demand, and the rapid deterioration in commodity prices and related market disruptions in Q1 of 2020, the Board of Directors unanimously agreed to a 20% reduction on all cash retainers and a 40% reduction to the equity retainer. These reductions were effective on April 1, 2020. These measures were taken to demonstrate leadership in a period of uncertainty, and to emphasize the importance of controlling costs at all levels of our company. Director fees for 2021 remain at the adjusted 2020 levels and will reflect the 20% and 40% reductions for the full year.

The Board of Directors continues to monitor evolving industry conditions and may make further adjustments to Director compensation as may be deemed appropriate under the circumstances.

Non-Management Directors – Retainers and Fees:

Director compensation for 2020 as compared with 2019, and current 2021 compensation, is as follows:

Compensation Description	2021(1)(2)	2020(2)	2019(6)
Base Retainer	$32,000	$34,000	$40,000
Base Equity Retainer (DSU or Common Share Retainer)	DSUs or Common Shares valued at $60,000	DSUs or Common Shares valued at $70,000	DSUs or Common Shares valued at $100,000
Audit Committee Chair Retainer	$12,000	$12,750	$15,000
Compensation Committee Chair Retainer	$8,000	$8,500	$7,500
Committee Chairperson Retainer – other committees	$6,000	$6,375	$7,500
Lead Director Retainer	$8,000	$8,500	$10,000
Committee Member Retainer (3)	$2,400	$2,550	$3,000
Audit Committee Member Retainer (3)	$4,000	$4,250	$5,000
Board and Committee Meeting Attendance (4)	$1,500	$1,500	$1,500
Travel Allowance (5)	$1,500/day	$1,500/day	$1,500/day

(1) The next regular annual review of non-management Director compensation is scheduled to take place in November 2021.
(2) 2020 values reflect director fees at 2019 levels from January 1, 2020 until March 31, 2020, and then a 20% reduction, effective April 1, 2020, on all cash retainers over the remainder of the year (including the base cash retainer, committee chair retainers, committee member retainers and the Lead Director retainer), and a 40% reduction, also effective April 1, 2020, on the base equity retainer over the remainder of the year. 2021 values reflect these reductions over the full year.
(3) Committee chairs do not also receive a committee member retainer for the same committee.
(4) Includes meetings held in-person, by video conference and by telephone conference call.
(5) The full amount of the travel allowance day rate is paid where a Director flies to or from outside North America to attend a meeting. Half the day rate ($750) is paid where a Director flies to or from a meeting within North America, where the flight time is equal to or greater than two hours. Out-of-pocket expenses are also reimbursed.
(6) 2019 values reflect the restoration of director compensation to pre-2015 levels for the 2019 year.

All fees (other than the equity retainer, which is credited or paid quarterly) are paid to Directors annually, in December of the year in which the fees are earned. Fees are pro-rated for partial service. Where applicable, DSUs are credited to a DSU account maintained for the eligible Director on a quarterly basis and Common Shares are purchased on the open market by the Corporation on a quarterly basis and are transferred to each eligible Director. Once the applicable minimum equity holding requirement has been met by a Director, such Director can elect to take up to a maximum of 60% of the equity retainer in cash instead of DSUs or Common Shares.

The equity component of the annual retainer for Directors is intended to ensure an alignment of interests between the Directors who are not also full time employees of the Corporation, and those of the Shareholders.

Equity-Based Compensation – Directors DSU Plan and Common Share Payment Plan

The Board of Directors believes that equity-based compensation for Directors provides for greater alignment of interests between Directors and Shareholders. As such, non-management Directors receive equity based compensation in the form of Deferred Share Units (notional shares) or Common Shares.

Effective January 1, 2011, the CGNR Committee implemented a deferred share unit plan. This plan, called the "Directors Deferred Share Unit and Common Share Payment Plan" (the "**DSU Plan**"), applies to non-management Directors of the Corporation.

Pursuant to the DSU Plan, eligible Directors may be awarded DSUs, or may elect instead to receive up to 100% of the award in Common Shares, in such numbers as may be awarded by the CGNR Committee from time to time. An election to receive Common Shares in lieu of DSUs lasts for one year and once made, is irrevocable for such year. If a Director elects to receive Common Shares, these Common Shares are purchased on the open market, on a quarterly basis, at the prevailing market price on the TSX for the Common Shares.

DSUs are credited quarterly to a DSU account for each eligible Director, at a fair market value based upon the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately prior to the date the DSUs are credited. The DSUs may not be redeemed until a Director has ceased to hold any position with the Corporation. Following the date the eligible Director ceases to hold any position with the Corporation, he or she will have until July 1 of the following calendar year to redeem his or her awards in exchange for a cash payment equal to the number of DSUs held multiplied by the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately prior to the date of settlement, adjusted for dividends.

DSUs are regarded as equivalent to Common Shares for the sole purpose of evaluating a Directors' shareholdings in connection with the minimum shareholding requirement applicable to Directors. Once any applicable minimum equity holding requirement was met by a Director, such Director can elect to take up to a maximum of 60% of the equity retainer in cash instead of DSUs or Common Shares.

The CGNR Committee may amend, suspend or terminate the DSU Plan at any time.

Effective January 1, 2019, the CGNR Committee increased the equity retainer to $100,000 per year, which represented a full reinstatement of this element of compensation to pre-2015 levels. Effective April 1, 2020, this was reduced by 40% to $60,000 per year, for an annualized base equity retainer in 2020 of $70,000. The 2021 annualized value of the equity retainer is $60,000, reflecting a full year at the reduced level.

Approximately 47% of non-management Directors total compensation in 2020 was paid through the issuance of DSUs or Common Shares, and the remaining 53% was paid in cash.

2020 Director Summary Compensation Table

The following table sets forth, for the year ended December 31, 2020, information concerning the compensation paid to Directors (other than Directors who are also NEOs, being Robert H. Geddes and N. Murray Edwards, whose compensation information is provided in Section 3 – Compensation Discussion and Analysis).

The Corporation does not provide any non-equity incentive plan compensation to non-management Directors.

Name	Fees Earned ($)	Non-Cash Retainer ($)(1)	Non-Cash Retainer Elected to Be Taken in Cash ($)(1)	All Other Comp ($)(2)	Total Comp ($)
Casswell, Gary W.	65,425	70,000	0	1,500	136,925
Howe, James B.	69,250	28,000	42,000	0	139,250
Kangas, Len O.	73,925	70,000	0	0	143,925
Moomjian, Jr., Cary A.	60,100	70,000	0	1,500	131,600
Schroeder, John G.	71,800	70,000	0	0	141,800
Surkan, Gail D.	60,100	70,000	0	0	130,100
Whitham, Barth E.	63,300	70,000	0	0	133,300
TOTAL:	**463,900**	**448,000**	**42,000**	**3,000**	**956,900**

(1) "**Non-cash retainer**" includes the DSU or Common Share award component of the Directors annual retainer, pursuant to the DSU Plan. The equity retainer values reported in the table above have been rounded to total $70,000. Actual values, without rounding (due to the calculation methods for the DSU and Common Shares awarded), are shown in the tables immediately below.

(i) DSUs: Eligible (non-employee) Directors who received DSUs in 2020 were credited such DSUs at the end of each fiscal quarter. Mr. Casswell, Mr. Kangas, Mr. Schroeder and Ms. Surkan received 100% of their equity retainer in DSUs; Mr. Moomjian elected to receive 50% of his quarterly retainer in DSUs and 50% in Common Shares; and Mr. Howe elected to receive 40% of his quarterly equity retainer in DSUs, with 60% paid in cash.

DSUs – 100% (Casswell, Kangas, Schroeder, Surkan)			
Quarter Ended	Base Price ($)	DSUs Credited (#)	Value of DSUs ($)
31-Mar-20	0.4976	50,241	25,000
30-Jun-20	1.0415	14,402	15,000
30-Sep-20	0.5698	26,325	15,000
31-Dec-20	0.9106	16,473	15,000
TOTAL:			**70,000**

DSUs – 50% Election (Moomjian)			
Quarter Ended	Base Price ($)	DSUs Credited (#)	Value of DSUs ($)
31-Mar-20	0.4976	25,121	12,500
30-Jun-20	1.0415	7,201	7,500
30-Sep-20	0.5698	13,163	7,500
31-Dec-20	0.9106	8,236	7,500
TOTAL:			**35,000**

DSUs – 40% Election (Howe)			
Quarter Ended	**Base Price ($)**	**DSUs Credited (#)**	**Value of DSUs ($)**
31-Mar-20	0.4976	20,946	10,000
30-Jun-20	1.0415	5,761	6,000
30-Sep-20	0.5698	10,530	6,000
31-Dec-20	0.9106	6,589	6,000
TOTAL:			**28,000**

The pricing of the DSUs paid to Directors who received their equity retainer in the form of DSUs in 2020 is based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days prior to the date the DSUs are credited.

(v) Common Shares: Eligible (non-employee) Directors who elected to receive Common Shares in 2020 were paid such Common Shares at the end of each fiscal quarter. Mr. Whitham received 100% of his equity retainer in Common Shares, and Mr. Moomjian elected to receive 50% of his quarterly retainer in DSUs and 50% in Common Shares.

Common Shares (Whitham)			
Quarter Ended	**Base Price ($)**	**Common Shares (#)**	**Value of Common Shares ($)**
31-Mar-20	0.57	43,859	25,000
30-Jun-20	1.05	14,251	15,000
30-Sep-20	0.58	25,861	15,000
31-Dec-20	0.92	16,304	15,000
TOTAL:			**70,000**

Common Shares – 50% Election (Moomjian)			
Quarter Ended	**Base Price ($)**	**Common Shares (#)**	**Value of Common Shares ($)**
31-Mar-20	0.57	21,930	12,500
30-Jun-20	1.05	7,126	7,500
30-Sep-20	0.58	12,931	7,500
31-Dec-20	0.92	8,152	7,500
TOTAL:			**35,000**

The aggregate value of the Common Shares paid to Directors who elected to receive their equity retainer in the form of Common Shares in 2020 is based on the acquisition price of the Common Shares on the TSX. In certain instances, as a consequence of the Common Shares being purchased on the open market, the Common Share credit date may differ from the trade settlement date.

(2) "**All other compensation**" includes the travel allowance amounts paid to certain Directors in 2020.

Directors Fees – Breakdown

The following table sets forth a detailed breakdown of the fees earned by our Directors (other than Directors who are also NEOs, being Robert H. Geddes and N. Murray Edwards, whose compensation information is provided in Section 3 – Compensation Discussion and Analysis), for the year ended December 31, 2020:

Name	Retainer Fees [(1)] ($)	Board Meetings ($)	Committee Meetings ($)	Travel Allowance ($)	Equity Retainer [(2)] ($)	Other [(3)] ($)	Total ($)
Casswell, Gary W.	42,925	10,500	12,000	1,500	70,000	0	136,925
Howe, James B.	46,750	10,500	12,000	0	28,000	42,000	139,250
Kangas, Len. O.	51,425	10,500	12,000	0	70,000	0	143,925
Moomjian, Jr., Cary A.	39,100	10,500	10,500	1.500	70,000	0	131,600
Schroeder, John G.	49,300	10,500	12,000	0	70,000	0	141,800
Surkan, Gail D.	39,100	10,500	10,500	0	70,000	0	130,100
Whitham, Barth E.	40,800	9,000	13,500	0	70,000	0	133,300
TOTAL:	**309,400**	**72,000**	**82,500**	**3,000**	**448,000**	**42,000**	**956,900**

(1) Retainer amounts reported include the annual base cash retainer plus cash retainer amounts for committee chairs and committee membership.

(2) See Note 1 to the Director Summary Compensation Table for a description of the calculation of the equity retainer, comprised of DSUs or Common Shares credited or paid to Directors in 2020. Subject to qualifying conditions, certain Directors elected to take a portion of their annual equity retainer in cash, or split between DSUs and Common Shares.

(3) Non-cash retainer elected to be taken in cash.

Directors' Outstanding Share-Based Awards

The following table sets forth as at December 31, 2020 information concerning all share-based awards outstanding for all of our Directors, other than Directors who are also NEOs (whose compensation information is provided in Section 3 – *Compensation Discussion and Analysis*).

	Share-Based Awards		
Name	# of Shares or Units of Shares That Have Not Vested [(1)](#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed [(2)] ($)
Casswell, Gary W.	0	0	107,814
Howe, James B.	0	0	44,439
Kangas, Len O.	0	0	111,440
Moomjian, Jr., Cary A.	0	0	58,346 [(3)]
Schroeder, John G.	0	0	115,491
Surkan, Gail D.	0	0	109,832
Whitham, Barth E.	N/A	N/A	N/A [(3)]

(1) Although DSUs vest immediately upon being credited to a participant's account, in accordance with the "Directors Deferred Share Unit and Common Share Payment Plan", DSUs cannot be redeemed until after retirement or other separation of service of the Director.

(2) Calculated based on the closing price of the Common Shares on December 31, 2020 of $0.91 multiplied by the accumulated number of DSUs credited to the Director on such date, including DSU equivalents issued in lieu of cash dividends paid on the underlying Common Shares, for the period from the grant date to December 31, 2020 (being a total of 601,497 DSUs: Casswell – 118,477; Howe – 48,834; Kangas – 122,462; Moomjian – 64,117; Schroeder – 126,913; and Surkan – 120,694).

(3) Pursuant to the DSU Plan, Mr. Moomjian elected to receive 50% of his equity retainer in Common Shares and 50% of his equity retainer in DSUs, and Mr. Whitham elected to receive Common Shares in lieu of DSUs in 2020.

The Corporation has not granted options to non-management Directors since 2007 and the amended Stock Option Plan approved by Shareholders at the annual and special meeting of the Shareholders held on May 20, 2009 no longer permits any such grants to Directors.

Directors' Incentive Plan Awards – Value Vested or Earned During the Year

The only share-based awards granted by the Corporation are pursuant to the "Directors Deferred Share Unit and Common Share Payment Plan", instituted in 2011 by the Corporation for Directors who are not also full-time employees of the Corporation. All of these awards vested on their credit or payment date. DSUs expire on July 1 of the calendar year immediately following the year in which a holder ceases to be a Director. The value excludes dividend equivalents credited to such Director's DSU account and dividends paid on Common Shares during the year ended December 31, 2020.

Name	Share-Based Awards – Value Vested During the Year ($) (1)
Casswell, Gary W.	71,362
Howe, James B.	28,987
Kangas, Len O.	71,362
Moomjian, Jr., Cary A.	69,414 (2) ($35,681 DSUs and $33,733 Common Shares)
Schroeder, John G.	71,362
Surkan, Gail D.	71,362
Whitham, Barth E.	67,464 (2)

(1) **DSUs**: Calculated based on the closing price of the Common Shares on the credit date, multiplied by the number of DSUs credited. In 2020, Mr. Moomjian elected to receive 50% of his quarterly equity award in DSUs and 50% in Common Shares, and Mr. Howe elected to take 40% of his quarterly equity retainer in DSUs (the remaining 60% was paid in cash).

DSUs – 100% Election (Casswell, Kangas, Schroeder, Surkan):			
Credit Date	**Closing Price ($)**	**DSUs Credited (#)**	**Value Vested ($)**
31-Mar-20	0.52	50,241	26,125
30-Jun-20	1.04	14,402	14,978
30-Sep-20	0.58	26,325	15,269
31-Dec-20	0.91	16,473	14,990
TOTAL:		**107,441**	**71,362**

DSUs – 50% Election (Moomjian)			
Credit Date	**Closing Price ($)**	**DSUs Credited (#)**	**Value Vested ($)**
31-Mar-20	0.52	25,121	13,063
30-Jun-20	1.04	7,201	7,489
30-Sep-20	0.58	13,163	7,635
31-Dec-20	0.91	8,236	7,495
TOTAL:		53,721	**35,681**

DSUs – 40% Election (Howe)			
Credit Date	**Closing Price ($)**	**DSUs Credited (#)**	**Value Vested ($)**
31-Mar-20	0.52	20,946	10,892
30-Jun-20	1.04	5,761	5,991
30-Sep-20	0.58	10,530	6,107
31-Dec-20	0.91	6,589	5,996
TOTAL:		**43,826**	**28,987**

(2) **Common Shares**: Mr. Whitham elected to receive Common Shares in lieu of DSUs in 2020. Mr. Moomjian elected to receive 50% of his quarterly equity retainer in DSUs and 50% in Common Shares. As a consequence of the Common Shares being purchased on the open market, the Common Share credit or award date may differ from the trade settlement date. Calculated based on the closing price of the Common Shares on the award date, multiplied by the number of Common Shares awarded.

COMMON SHARES (Whitham):			
Award Date	**Closing Price ($)**	**Common Shares (#)**	**Value vested ($)**
31-Mar-20	0.52	43,859	22,807
30-Jun-20	1.04	14,251	14,821
30-Sep-20	0.58	25,861	14,999
31-Dec-20	0.91	16,304	14,837
TOTAL:		**100,275**	**67,464**

COMMON SHARES – 50% Election (Moomjian):			
Award Date	**Closing Price ($)**	**Common Shares (#)**	**Value vested ($)**
31-Mar-20	0.52	21,930	11,404
30-Jun-20	1.04	7,126	7,411
30-Sep-20	0.58	12,931	7,500
31-Dec-20	0.91	8,152	7,418
TOTAL:		**50,139**	**33,733**

SECTION 5 – STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 entitled "Disclosure of Corporate Governance Practices" ("**NI 58-101**") requires that if management of an issuer solicits proxies from its security holders for the purpose of electing directors, that certain prescribed disclosure respecting corporate governance matters be included in its management information circular. The TSX also requires listed companies to provide, on an annual basis, the corporate governance disclosure which is prescribed by NI 58-101.

The Board of Directors of Ensign is responsible for the overall stewardship and governance of the Corporation, and has put in place standards and benchmarks by which that responsibility can be measured.

Director Independence

The Board of Directors of Ensign has determined that a majority of Directors (seven of the nine Directors) standing for election are considered to be independent within the meaning of NI 58-101.

The CGNR Committee and the Board reviews annually the relationship that each Director has with the Corporation (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). Following this review, only those Directors who the Board and the CGNR Committee affirmatively determine have no direct or indirect material relationship with the Corporation will be considered independent directors.

The following table illustrates the independence status of each Director nominee:

Director	Independence Status	Basis for Determination of Non-Independence
Edwards, N. Murray (Chairman)	Non-independent	As a significant shareholder and as Chairman of the Corporation, Mr. Edwards has substantial influence from the Board of Director's perspective on the Corporation's business approach, strategies, practices and culture.
Geddes, Robert H.	Non-independent	Mr. Geddes, President & Chief Operating Officer of the Corporation, is not considered to be an independent director due to his current role as an officer of the Corporation.
Casswell, Gary W.	Independent	N/A
Howe, James B.	Independent	N/A
Kangas, Len O. (Lead Director)	Independent	N/A
Moomjian, Jr. Cary A.	Independent	N/A
Schroeder, John G.	Independent	N/A
Surkan, Gail D.	Independent	N/A
Whitham, Barth E.	Independent	N/A

As noted above, the Board of Directors has determined that the Chairman of the Board of Directors, N. Murray Edwards, is not an independent director. The Board of Directors, in conjunction with the CGNR Committee has developed a broad mandate for the CGNR Committee (of which Mr. Edwards is not a member), which includes managing and developing a more effective board and ensuring that the Board of Directors can function independently of management.

The Corporation's bylaws do not permit a second or casting vote by the Chairman in the event of a tie.

To provide additional leadership to its independent Directors, the Board of Directors encourages all Directors to add agenda items to any Board of Directors meeting or to the meeting of any committee. Further, the Chairman of the CGNR Committee (who currently is also the Lead Director) acts as the chair for the "in-camera" session of each Board of Directors meeting, during which the independent Directors are provided with an opportunity to express views in the absence of members of management.

Lead Director

In 2013, the Board of Directors accepted a recommendation of the CGNR Committee and approved the establishment of a lead director role, which would be assumed by the Chair of the CGNR Committee, who is an independent director or, at the discretion of the independent directors, by another independent director. This provides the independent directors flexibility in determining who is best to lead the independent directors as circumstances dictate.

The Lead Director is charged with providing independent leadership to the Board in circumstances where the non-independent Chairman could potentially be in conflict, or at any other time the Board determines that leadership of a Lead Director is appropriate. Mr. Kangas currently serves as Lead Director.

Other Issuer Directorships

There is no formal limit placed on the number of public corporation directorships that a Director may have. However the Corporation's Directors are encouraged to consult with the CGNR Committee when considering any appointment to the board of another public company, so that such Committee may ensure that the Director's other commitments, including to such other proposed public board, do not interfere with the time commitment required by the Corporation's Board of Directors. Moreover, the Corporation's Code of Conduct prohibits a Director from acting as a director, officer or in any other role of any other entity engaged in the oil and gas drilling and/or service business and which competes directly or indirectly with any activity of the Corporation.

In addition to the foregoing, the Board's mandate does not specifically prohibit interlocking Board positions. The Board prefers to examine each situation on its own merits with a view to examining material relationships which may affect a Director's independence. There are no current interlocking Board memberships among our Directors.

The CGNR Committee is of the view that each Director was in 2020, and will be for 2021, able to devote the time and resources necessary for the proper discharge of his or her duties as a Director. The table below sets forth the current directorships of other issuers held by Ensign's Director nominees:

Name of Director	Names of Other Reporting Issuers
Casswell, Gary W.	Northern Drilling Ltd. (Oslo Bors) Northern Ocean Ltd. (Oslo Bors)
Edwards, N. Murray	Canadian Natural Resources Limited (TSX, NYSE) Magellan Aerospace Corporation (TSX)
Howe, James B.	Bengal Energy Ltd. (TSX) Pason Systems Inc. (TSX)
Whitham, Barth E.	Intrepid Potash Inc. (NYSE) QEP Resources, Inc. (NYSE) (ceased to serve on March 17, 2021 following the acquisition of QEP by another entity)

”In Camera” Sessions of the Independent Directors

The agenda for each Board of Directors meeting and each committee meeting, whether regularly scheduled or specially convened, includes an “in-camera” session which takes place towards or at the end of each such meeting.

The “in-camera” session includes only the independent Directors, absent the Directors who are members of management, being Robert H. Geddes, the President & Chief Operating Officer of the Corporation, N. Murray Edwards, the Corporation’s Chairman, and any other member of management present at such Board of Directors or committee meeting.

The Lead Director acts as chairperson of each “in camera” session of the Board of Directors. The Lead Director or chairperson of each “in-camera” session reports any items of business that arose or resolutions passed during such session to the Corporate Secretary of the Corporation immediately following each such “in-camera” session.

2020 Board and Committee Meeting Attendance

The overall average attendance for all meetings of the Board of Directors and its committees held in 2020 was 99.1%. The specific attendance record of each Director for all Board of Directors meetings and meetings of any committee of the Board of Directors for the financial year ended December 31, 2020 is set forth below:

Director	Board of Directors Meetings (2)	Audit Committee Meetings (2)	Comp. Committee Meetings (2)	Corporate Governance, Nominations & Risk Committee Meetings (2)	Health, Safety & Environment Committee Meetings (2)	Overall Attendance
Edwards, N. Murray (1)	7/7	---	---	---	---	100%
Geddes, Robert H. (1)	7/7	---	---	---	---	100%
Casswell, Gary W.	7/7	---	---	4/4	4/4	100%
Howe, James B.	7/7	5/5	3/3	---	---	100%
Kangas, Len O.	7/7	---	---	4/4	4/4	100%
Moomjian, Jr., Cary A.	7/7	---	3/3	4/4	---	100%
Schroeder, John G.	7/7	5/5	3/3	---	---	100%
Surkan, Gail D.	7/7	---	3/3	4/4	---	100%
Whitham, Barth E.	6/7	5/5	---	---	4/4	94%

(1) As members of management, Mr. Edwards and Mr. Geddes may attend, and in practice do regularly attend, committee meetings but do not serve on any of the Committees of the Board of Directors.

(2) In-camera meetings without Directors who are also members of management were held at the end of each Board and Committee meeting that took place in 2020. Directors in attendance at each of the meetings indicated in this table were also in attendance for the in-camera portion of such meetings.

Board Mandate

The Board of Directors has the obligation to oversee the conduct of the business of the Corporation and to supervise senior management who are responsible for the day-to-day conduct of the business. A copy of the mandate of the Board of Directors is included in Schedule 1 at the end of this Information Circular.

The Corporation's corporate governance guidelines state that the Board of Directors is responsible for the stewardship of the Corporation and supervising the management of the business and affairs of the Corporation. Accordingly, the Board of Directors, through its quarterly meetings and meetings of its committees, and through its directions to management and policies and resolutions of the Board, regularly reviews and supervises the business and affairs of the Corporation. In addition, the Board of Directors, in conjunction with senior management, determines the limits of management's authority and responsibility and establishes and monitors the corporate objectives which management is responsible for meeting.

The Board of Directors has developed written position descriptions for the Chairman of the Board of Directors and the Chairman of each Committee of the Board of Directors.

The Corporation does not have a named CEO. This role is delegated by the Board of Directors to the Executive Management Committee, currently composed of the senior executives of the Corporation acting in the following capacities: Chairman, President & Chief Operating Officer, Chief Financial Officer and Executive Vice President. Collectively, these positions carry the responsibilities normally associated with a CEO.

Committees and Committee Composition

The Board of Directors currently has four (4) standing committees: the Audit Committee, CGNR Committee, the Compensation Committee and the HSE Committee. All Committees are composed entirely of independent Directors.

The CGNR Committee, which is composed entirely of independent Directors, reviews the makeup of the Board and its Committees on an annual basis. This Committee then acts as a nominating committee to consider if and when new directors are to be proposed as additions to, or to fill vacancies of, the Board of Directors, having regard to the competencies, skills and personal qualities of the candidates and the members of the Board of Directors and their perception of the needs of the Corporation.

The Board of Directors periodically considers whether additional committees are required or whether the mandates of existing committees should be expanded to include additional areas of responsibility and consideration.

Director Skills and Experience

Directors are only nominated if they have an appropriate mix of skills, knowledge and business experience, and a history of achievement. This experience is critical for the Board to provide effective oversight and support our future growth.

The CGNR Committee has developed a skills and experience matrix, which is used to assess the composition of the Board and as a tool to assist in the assessment and recruitment of potential candidates for the Board of Directors.

In addition to the identified skills and experience qualifications, candidates must exhibit the highest degree of professionalism, integrity, values and independent judgment.

The age and gender of current and prospective Directors are also considered in the matrix. The objective is to maintain a sufficient range of skills, expertise, experience and diversity necessary to enable the Board as a whole to carry out its responsibilities effectively.

Skills & Experience	Edwards	Geddes	Casswell	Howe	Kangas	Moomjian	Schroeder	Surkan	Whitham
Board of Director Experience: Prior or current experience as a board member of a major organization (public, private or non-profit).	X	X	X	X	X	X	X	X	X
Senior Leadership Experience: Experience driving strategic insight and direction, achieving innovation and growth in a private, public or governmental institution.	X	X	X	X	X	X	X	X	X
Strategic Planning: Experience with planning, evaluating and implementing a strategic plan; demonstrated ability to focus on longer term goals and strategic outcomes.	X	X	X	X	X		X	X	X
Industry Specialist: Experience in oilfield services or oil and gas exploration and production; knowledge of customers, markets, operational challenges, strategies, regulatory matters and technology.	X	X	X	X	X	X	X		X
Financial Expertise: Executive experience in financial accounting, reporting and knowledge of other considerations and issues associated with auditing requirements of public companies; experience in corporate finance with demonstrated knowledge of debt and equity markets, M&A activities, tax, investor relations and insurance.	X			X			X		X
International Experience: Senior executive experience in an organization with global operations; understanding of cultural, political and regulatory requirements outside of North America.	X	X	X	X		X			
Compensation: Executive or board compensation committee experience, leading to a thorough understanding of compensation, benefits, incentives, equity and perquisites.	X	X	X	X		X	X	X	X
Human Resources: Executive or board experience in attracting, promoting, developing and retaining personnel, including succession planning and talent management	X	X	X				X	X	X
Health, Safety, Environment: Understanding of industry regulations and requirements related to workplace health, safety and environment.	X	X	X		X	X			X
Legal: Experience in litigation, contracts, international legal systems and securities / capital markets regulatory framework.						X			
Risk Management: Experience in the process of identifying and managing principal corporate risks.	X	X	X	X	X	X	X	X	X
Securities and Capital Markets: Experience in domestic and cross-border transactions (including debt, equity and financing transactions), including structure, regulatory compliance and disclosure obligations.	X			X		X	X		X

Director Orientation

Under the Corporation's orientation program, senior management, along with certain Directors, provide orientation to new Directors. In addition, new Directors are provided background material regarding the Corporation that include, among other things, details on the Corporation's financial operating results, investor presentations, philosophy and policies, corporate management and legal structure, a list of all corporate divisions and their principal business activities and industry information. Field visits are arranged as appropriate.

The most recent orientation of a new Director took place in the fall of 2017, before Mr. Casswell joined the Board on December 4, 2017. Mr. Casswell was provided extensive materials and met with members of management and certain members of the Board of Directors in Calgary, Alberta, to familiarize himself with our industries, geographic regions of operation, assets and equipment, financial results, debt structure and balance sheet, vision and strategies, policies, governance practices, compensation structure, succession planning, insurance program, and our budgeting and forecasting processes.

Director Education

At regularly scheduled meetings, the Board of Directors receives and discusses reports concerning the operations and financial results of the Corporation and each of its business segments. These reports provide Directors ongoing operational information relevant to market conditions and trends impacting short and long-term divisional results and are important in the Board of Directors' ability to provide strategic direction.

Quarterly presentations are held on topics relevant to the Directors' understanding of the Corporation's business or their role as a Director, and to educate and inform them of relevant matters including in the following areas: industry changes, requirements and standards, business trends, challenges and opportunities, corporate governance and legal trends and issues, market analyses, and technological developments relevant to the industry.

Board of Directors meetings have occasionally been held at divisional offices to allow for a tour of the facilities and improve the Directors' general knowledge of the Corporation's business. Field visits are also periodically undertaken by Directors.

Further, strategic planning sessions are periodically held with the Board of Directors and senior executives. These sessions provide intensive additional detailed operational, market and business activity information to the Directors. A specific focus of these sessions is to provide a briefing on strategic issues affecting the Corporation, including a review of the competitive environment, industry trends, and the Corporation's performance relative to its peers, and to provide a forum for a review of the Corporation's perceived strengths, weaknesses, opportunities and threats.

Folllowing regularly scheduled presentations held in early March 2020, the Corporation suspended its long-standing practice of holding quarterly presentations on topics of relevance to the Director's understanding of the Corporation's business or their role as a Director. These sessions have historically been held as a "working dinner" and therefore due to public health requirements related to in-person gatherings, the "working dinners" were cancelled for the remainder of the year. In addition to the regularly scheduled presentations held in March 2020, the following additional continuing education presentations were attended by all or some of the Directors:

Date	Topic	Presenter / Host	Attendees
March 4, 2020	The state of the industry in North America – drilling and well servicing	Michael Nuss (Executive Vice President) Spencer Theriault (Vice President) Bryan Toth (Senior Vice President)	All Directors
March 24, 2020	Managing the Commercial Impact of COVID-19	Foley & Lardner LLP	Cary A. Moomjian, Jr.
April 3, 2020	Global Share Plans in the Wake of COVID-19	Baker & McKenzie LLP	Cary A. Moomjian, Jr.
October 22-23, 2020	Smart Contracting Under English Law	Ince Gordon Dadds LLP	Cary A. Moomjian, Jr.

Further, Management provides quarterly reports to the HSE Committee regarding current issues, trends, regulatory requirements, risk areas and compliance programs. In addition to the continuing education activities listed above, in 2020, certain directors, being Mr. Howe and Mr. Moomjian, participated in all or a portion of a webinar series hosted by U.S. law firm Hunton Andrews Kurth LLP addressing executive compensation issues. Mr. Moomjian participated in other legal continuing education activities in compliance with Texas State Bar requirements and acquired information on industry compliance, governance and contracting issues as a member of the Ethics & Compliance and Contracts Committees of the International Association of Drilling Contractors.

Directors are also encouraged to identify their continuing education needs through a variety of means, including discussions with management and at Board and Committee meetings. Course and conference attendance on topics relevant to a Director's knowledge and skill set are encouraged and periodically attended. Management also periodically provides Directors newsletters and corporate or outside reports relevant to the Corporation's business or their committee responsibilities. Directors also periodically conduct site visits.

Representatives of the external auditor of the Corporation are present at all meetings of the Audit Committee, providing a forum for discussion of any emerging trends, requirements and issues related to accounting and audit matters. Further, all Directors are invited to attend, and in practice do attend, each meeeting of the Audit Committee. The CGNR Committee receives regular updates on corporate risks, governance trends and best practices from Management. The Compensation Committee receives semi-annual reports from Management regarding compensation programs and trends, succession planning and leadership development programs.

Director Term Limits and Other Mechanisms of Board Renewal

Ensign's Board has not adopted a policy for term limits for Directors. A Director Retirement Policy has been in place for a number of years, which requires that Directors who have celebrated their 75th birthday may not, unless the remaining Board members agree to a specific exception, stand for re-election as a Director of the Corporation.

See "Director Tenure" above for additional disclosure and background regarding Ensign's decision to refrain from implementing a policy for term limits for Directors. See "Directors Skills and Experience" above regarding the skills, experience and other attributes considered by the CGNR Committee in connection with the nomination process of the Board.

Diversity Policy

Ensign is committed to advancing women, and other individuals representing a diversity of backgrounds into leadership roles through its talent management, learning development, and succession planning processes. In support of this commitment, on March 1, 2018, the CGNR Committee recommended, and the Board adopted, a diversity policy for the Board. It provides that the CGNR Committee, which is responsible for recommending director nominees to the Board, will consider candidates on merit, based on a balance of skills, background, experience and knowledge. In identifying the highest quality directors, the Committee will take into account diversity considerations such as gender, age and ethnicity, with a view to ensuring that the Board benefits from a broader range of perspectives and relevant experience.

Ensign's Board of Directors supports the objectives of increasing diversity on boards of directors and at the executive levels of issuers, and recognizes that gender and other diversity characteristics and backgrounds provides a depth and breadth of viewpoints and perspectives. In early 2018, the Board of Directors adopted a written "Board Diversity Policy", which outlines the Corporation's commitment to promoting a diverse board, in particular with respect to gender diversity and the identification and nomination of women directors.

The Board Diversity Policy reiterates Ensign's commitment to a merit and qualifications-based method of selecting Directors. In considering candidates for both Board and executive officer appointments, the Board considers primarily skill, knowledge, experience, business requirements, gender, age and individual character, as it believes this approach is in the best interests of Shareholders. These characteristics in the current Board are also considered, to ensure that a range of characteristics and qualities are present in the Board as a whole. By continuing to foster opportunities for development and promotion at all levels of the Corporation, Ensign's objectives of diversity are continually being pursued.

The Corporation has not adopted specific targets regarding the representation of women on its Board of Directors or in respect of executive officer appointments. While diversity is an important consideration, the Corporation cannot make a commitment to select a Board candidate or executive officer whose gender is a decisive factor above all other considerations. However even before the adoption of the Board Diversity Policy, it considered the level of representation of women on the Board and in executive officer positions, in identifying and nominating candidates for election or re-election to the Board or appointment as an executive officer.

In accordance with this policy, the CGNR Committee considers the level of representation of women on the Board by overseeing the selection process and ensuring that sufficent numbers of women and other diverse candidates are included in the slate of candidates for Board of Directors consideration. The slate of candidates is maintained in the context of the skills matrix developed for the Board of Directors (described above) and planned retirements in accordance with our Director Retirement Policy (also described above). The CGNR Committee periodically reviews the policy to assess whether it is being effectively implemented and to review proress.

In addition, the Board encourages the consideration of women who have the necessary skills, knowledge, experience and character when considering new potential candidates for executive officer positions.

Currently, one (1) of the nine (9) Directors on the current Board, and being proposed for re-election, is a woman (11%). Two (2) of Ensign's current officers at the vice president level and above are women (10%), one (1) of whom serves on the Corporation's Senior Executive Committee, which is currently composed of seven (7) senior executives.

Ethical Business Conduct

The Corporation has developed a code of conduct (the "**Code of Conduct**") that includes such topics as employment standards, conflicts of interest, and the treatment of confidential information and trading in the Corporation's shares, to foster conduct of the Corporation's business in a consistently legal and ethical manner. Each Director, all employees, contractors and consultants are required to abide by the Code of Conduct as a condition of their employment or engagement with the Corporation. The Corporation has also developed a comprehensive anti-bribery and anti-corruption policy (the "**ABC Policy**") aimed at preventing and monitoring corruption, and educating our workforce with respect to our commitment to full compliance with legal and ethical standards in this regard.

The CGNR Committee periodically reviews the Corporation's Code of Conduct and ABC Policy to ensure they address appropriate topics and comply with regulatory requirements. Any recommended changes are submitted to the Board of Directors for approval. The CGNR Committee concluded a regularly scheduled review of the Code of Conduct in 2019, and certain amendments to the prior version of the Code of Conduct were adopted. The next regularly scheduled review of the Code of Conduct is scheduled to take place in the third quarter of 2022. The next regularly scheduled review of the ABC Policy will also take place in 2022.

Ensign provides all employees access to an employee handbook that includes links to the full text of the Code of Conduct and the ABC Policy on the Corporation's intranet. As part of our new employee on-boarding process, all new employees must complete a Code of Conduct e-learning module, and new employees in roles that potentially may be exposed to corruption or bribery (based on function and/or location of employmenty), must also complete an ABC Policy e-learning module. Existing employees as well as all members of the Board of Directors are required to complete these modules on either an annual basis (office personnel and Directors) or every three (3) years (field personnel).

Since 2015, each Director and employee has been required to complete, on an annual basis, an e-training module on the Code of Conduct. This e-training module contains an acknowledgement of understanding of the training and the Code of Conduct.

The Code of Conduct also requires Directors and employees to disclose any real or perceived conflict of interest as they arise. A link to the conflict of interest disclosure form is also included in the e-training module.

The Code of Conduct e-training module, the three-year review cycle of the Code of Conduct itself, the annual acknowledgments and conflict of interest disclosures, and the ABC Policy, are all overseen by the CGNR Committee.

In addition to the foregoing, the Corporation's Business Ethics Hotline provides a procedure for the submission of information by any Director, officer or employee relating to possible violations of the Code of Conduct, the ABC Policy or any other policy. Reports can also be made directly to the Chairman of the Audit Committee.

Since 2015, Ensign has had in place an independent third party "Business Ethics Hotline" service provider for the purpose of receiving reports of violations of the Code of Conduct or any other policy. Reports can be made anonymously and confidentially online, by email, by mail and by phone in over 150 languages. Reports also can still be made directly to the Chairman of the Audit Committee.

The Chairman of the Audit Committee oversees investigations of alleged breaches of the Code of Conduct together with management where appropriate. The Chairman of the Audit Committee reports on Business Ethics Hotline activity to the Board of Directors on a quarterly basis.

No material change reports were filed in 2020 or in 2021 up to the date hereof pertaining to any conduct of a Director or executive officer that constitutes a departure from the Code of Conduct.

The Code of Conduct is available on the Corporation's website (www.ensignenergy.com), on SEDAR at www.sedar.com, or by contacting the Corporate Secretary of the Corporation at 400 – 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6.

Independent Judgment of Directors

Directors who are a party to or are a director or an officer of a person who is a party to a material contract or material transaction or a proposed material contract or proposed material transaction are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or transaction. Such Directors excuse themselves from that portion of the meeting. If required, an independent committee may be formed to deliberate on such matters in the absence of the interested party.

Nomination of Directors

The CGNR Committee is responsible for identifying and recommending to the board new candidates for nomination to the Board of Directors, having regard to the competencies, skills and personal qualities of the candidates and the members of the Board of Directors, diversity, and a perception of the needs of the Corporation. From time to time the CGNR Committee will make recommendations to the Board of Directors as to the appropriate size of the Board of Directors. In addition, the CGNR Committee will review annually and recommend to the Board of Directors the nomination of directors for election at the annual meeting of shareholders, the appointments to each committee of the Board of Directors and any changes to the terms of reference of such committees.

The CGNR Committee of the Board of Directors maintains a "skills matrix" to assist in identifying and evaluating potential new members of the Board of Directors against existing skills and experience on the Board. The "skills matrix" is reviewed and updated by the CGNR Committee on an ongoing basis.

See the section of this Information Circular above called "Director Skills and Experience", where the current skills matrix is disclosed.

Director Compensation

The CGNR Committee and the Board of Directors periodically reviews the adequacy and structure of Directors' compensation to ensure that the level of compensation reflects the responsibilities, time commitment and risks involved in being an effective director. For further details, please see the subsection of this Information Circular entitled "Director Compensation".

Board, Board Member and Committee Assessments

Regular assessments of the efficiency of the Board, its committees and individual Directors are conducted.

The responsibility for assessing the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual Directors has been included in the mandate of the CGNR Committee. Assessments, including Director peer assessments, are conducted in alternating years by the CGNR Committee, as follows:

<table>
<tr><th>Year 1: Peer Review</th><th>Outcome</th></tr>
<tr><td>Assessments by all Directors of their own performance as well as the performance of the other Directors, directed primarily at the following:
• Effectiveness of the Chair of the Board of Directors and Committee Chairs;
• Contributions of individual Directors to the Board of Directors as a whole and to Committees;
• The apparent preparation of individual Directors for Board of Directors and Committee meetings; and
• The conduct of individual Directors in Board of Directors and Committee meetings.</td><td rowspan="3">• Full responses are reviewed by the CGNR Committee.
• A summary report is provided by the Chair of the CGNR Committee to the full Board of Directors.
• The CGNR Committee Chair follows up with individual Directors on any matters of concern raised in the assessment and takes action, as appropriate.</td></tr>
<tr><td>Year 2: Board Review</td></tr>
<tr><td>Assessment by all Directors of the overall functioning of the Board of Directors and its Committees, and self-assessment of personal contributions, specifically:
• Review, approval and monitoring of strategic and operating plans;
• Corporate compliance and controls;
• Review and approval of management performance and compensation;
• Review of succession planning;
• Advice and counsel to management;
• Selection and evaluation of Board candidates;
• Board practices generally; and
• Committee structure and performance.</td></tr>
</table>

Assessments are conducted in the form of a confidential on-line questionnaire, aimed at facilitating fulsome responses, including qualitative responses and comments, and providing assurance as to the anonymity of the responses provided. The Chair of the CGNR Committee compiles the results of the annual assessments, including any qualitative comments, and provides a formal report, in a summary form, to this Committee and to the Board of Directors as a whole.

Areas of concern and suggestions for improvement raised by Directors in the assessments, whether with respect to individual Directors, the Board of Directors as a whole or its Committees, are highlighted and reviewed by the CGNR Committee. Trends are observed and strategies for improvement are discussed, with review and follow-up by the entire Board of Directors. Meetings are held between the Chair of the CGNR Committee and individual Directors (on an as-needed basis) to address any issues of concern brought forth in the above assessments.

Mandatory Share Ownership

The Corporation has adopted mandatory share ownership policies that apply to Directors and senior officers of the Corporation. Please see the sections of this Information Circular entitled “Election of Directors”, “Director Equity Ownership Requirement” and “Compensation Discussion and Analysis – Executive Equity Ownership Policy”, for details on requirements for mandatory equity ownership for Directors and senior officers, respectively.

As at December 31, 2020, each Director and senior officer subject to this policy meets (or is exempt from) the applicable requirement pursuant to these policies.

Communications Policy

The Board has a disclosure policy wherein it has delegated the communications function to the senior management of the Corporation. The President & Chief Operating Officer or the Chief Financial Officer generally handle shareholder communications. They also are responsible for all communications from and to the Corporation’s shareholders, other stakeholders and the public generally.

Board Approvals and Structure

In addition to maintaining the powers it must retain by statute, significant business activities, actions and communications proposed to be taken or submitted for consideration by the Corporation are subject to approval by the Board of Directors.

Annual capital and operating budgets and significant changes, long range plans, the annual management information (proxy) circular, the annual information form, major changes in the organizational structure of the Corporation, annual and quarterly financial statements, major acquisition and disposition transactions, major financing transactions involving the issuance of shares, debt securities and other securities, major banking relationships, dividends, long-term contracts with significant cumulative financial commitments, appointment of officers and succession plans for Directors and senior officers are all subject to approval by the Board of Directors.

SECTION 6 – STOCK OPTION PLAN

In 1997, the Shareholders approved the establishment of a stock option plan (the "**Plan**"). Pursuant to the Plan, the Corporation is permitted to grant options ("**Options**") from time-to-time to officers and other employees of the Corporation and its subsidiaries. Since the initial approval of the Plan, periodic amendments have been made, as follows:

- In 2001, the Shareholders approved an amendment to the Plan to provide all current option holders the right to elect to receive Common Shares or a direct cash payment in exchange for Options exercised. This amendment to the Plan was designed to balance the need for a long-term compensation program to retain employees and the concerns of shareholders regarding the dilution caused by stock options.
- In 2005, the Shareholders approved an amendment to the Plan to delete the reference to a maximum number of Common Shares issuable or reserved pursuant to the Plan, and provide the maximum number of Common Shares issuable pursuant to the Plan shall be equal to 10% of the outstanding Common Shares. Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Plan, and any exercise of Options will make new grants available under the Plan.
- In 2009, the Shareholders again approved certain amendments to the Plan, which were proposed by the Board of Directors in light of trends in corporate governance and the objective of providing principled executive compensation. The primary amendments approved by Shareholders on that date were: (i) to prescribe a fixed maximum number of Common Shares of 15,300,000 to be set aside and reserved for the granting of stock options under the Plan; (ii) to fix the number of Common Shares issuable under the Plan in any calendar year at 2% of the then outstanding Common Shares; (iii) to eliminate the eligibility of non-management members of the Board of Directors to receive grants of stock options; (iv) to extend the expiry date of a stock option which would otherwise expire during a blackout period for a period of 10 business days after the blackout period ends; and (v) to provide for the Board of Directors to amend, modify or discontinue the Plan or any stock options granted thereunder. Shareholder approval is required to: (a) increase the maximum number of 15,300,000 Common Shares reserved for issuance; (b) reduce the exercise price of or cancel and re-issue any stock option; (c) extend the expiry dates on any outstanding stock option; (d) allow non-management directors to be eligible for the grant of stock options; (e) permit transfers (or assignments) of stock options except for estate settlement purposes; or (f) increase the number of Common Shares issuable to insiders beyond the current restrictions.
- On March 10, 2017, in connection with the ongoing re-design of the Corporation's executive compensation plans, the Compensation Committee approved certain "housekeeping" amendments to the Plan. Shareholder approval of these amendments is not required.

The Plan specifies that in the event of a change of control of the Corporation, Options granted to executive officers do not automatically vest unless the employment of such executive officer is also actually or constructively terminated within 12 months of the change of control event.

Other features of the current Plan are as follows:

- Eligible participants include officers and key employees of the Corporation.
- The number of Common Shares issuable (or reserved for issuance) to insiders will not exceed 5% of the outstanding Common Shares.
- The number of Common Shares issuable (or reserved for issuance) to any one optionee will not exceed 5% of the outstanding Common Shares.
- The number of Common Shares, together with all of the Corporation's other previously established or proposed share compensation arrangements:
  - issuable (or reserved for issuance) to insiders at any time will not exceed 10% of the outstanding Common Shares;
  - which may be issued to insiders within a one-year period will not exceed 10% of the outstanding Common Shares; and
  - which may be issued to any one insider and such insider's associates within a one-year period will not exceed 5% of the outstanding Common Shares.
- The exercise price of Options granted will be the closing price per Common Share on the Toronto Stock Exchange on the last trading day preceding the date of grant of the Options.
- Options granted pursuant to the Plan have a term not exceeding 10 years and have generally been issued on the basis of vesting equally over five (5) years.
- In case of cessation of employment of an optionee, Options are exercisable within 90 days from such cessation.
- In case of death of an optionee, Options may be exercised by the personal representatives of heirs of the deceased optionee within 90 days from the date of death.
- Options are non-assignable.

The Board of Directors believes that granting of stock options is and should be used by the Corporation to augment the overall compensation package offered to its employees. The Corporation has a long-standing policy of awarding stock options to executive officers and employees, assisting the Corporation in providing compensation packages that are competitive with its industry peer group.

The Plan also constitutes a principal component in the compensation arrangements for the executives and employees of the Corporation, aiding in the recruitment and retention of skilled, knowledgeable and dedicated staff. The Board of Directors believes this established policy of awarding stock options aligns executives and employees with shareholders and meets the Corporation's business objectives, specifically those of retention and competitive compensation, balanced by the overriding principle that outstanding options and the ability to grant additional options should be restricted to levels below acceptable dilution thresholds.

The Board of Directors is of the view that the Options provide an incentive to all recipients to ensure they are striving to maximize shareholder value.

Equity Compensation Plan Information As At December 31, 2020

Plan Category	# of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	# of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	4,028,630	$4.73	10,857,770
Equity compensation plans not approved by security holders	Nil	Nil	Nil

The Stock Option Plan is the only equity compensation plan of the Corporation. From time to time, stock appreciation rights ("**SARs**") are granted to certain employees of the Corporation in lieu of stock options, where such employee's jurisdiction of residence or taxation makes the receipt of stock options undesirable. All SARs granted are subject to the same general conditions and restrictions as set forth in the Stock Option Plan, with the exception of any right or ability to exercise the SAR for Common Shares (SARs may only be exercised for cash). The number of securities to be issued upon exercise of outstanding Options, as of December 31, 2020, represented 2.47% of the total number of Common Shares issued and outstanding as of that date (2019 – 3.32%).

In 2020, 1,087,575 Options were granted pursuant to the Plan (2019 – 1,337,600). This represented 0.67% of the issued and outstanding Common Shares as of December 31, 2020 (2019 – 0.82%). The stock option annual grant rate over the past three (3) years is as follows:

Year	# of Common Shares Issued and Outstanding as at January 1	# of Options Granted During the Year	Options Granted During the Year as a % of Issued and Outstanding Common Shares for the Year
2020	163,118,758	1,087,575	0.67%
2019	163,118,758	1,337,600	0.82%
2018	157,074,616	1,358,700	0.87%

Ensign's annual burn rate (as described in Section 613(p) of the TSX Company Manual) for the past three (3) years, calculated by dividing the number of stock options granted in the fiscal year by the weighted average number of outstanding shares for the year, is as shown in the table above. The burn rate is subject to change from time to time based on the number of options granted and the total number of Common Shares issued and outstanding. As noted elsewhere in this Information Circular, commencing in 2018, the annual award of stock options (and including stock appreciation rights) that may be approved by the Compensation Committee in any fiscal year is capped at 1% of the Corporations' issued and outstanding Common Shares as of the end of each fiscal year.

SECTION 7 – OTHER INFORMATION

Voting Securities and Principal Holders Thereof

The record date for determination of the holders of Common Shares entitled to notice of and to vote at the Meeting is March 19, 2021. As at March 19, 2021 there were 163,118,758 Common Shares issued and outstanding. Each Shareholder or his or her proxy represented at the Meeting will be entitled to one vote for each Common Share held by such Shareholder.

The following are the only parties known to the Directors and executive officers of the Corporation to beneficially own, or exercise control or direction over, directly or indirectly, 10% or more of the outstanding voting securities of the Corporation as at March 19, 2021:

Name	Number of Voting Securities, Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised	Percentage of Outstanding Voting Securities So Owned, Controlled or Directed
Edwards, N. Murray St. Moritz, Switzerland	31,582,085 Common Shares	19.36%

Interest of Informed Persons in Material Transactions

Management of the Corporation is not aware of any material interest, direct or indirect, of any Director or officer of the Corporation, any nominee for director of the Corporation, or any person beneficially owning, directly or indirectly, more than 10% of the Corporation's voting securities, or any associate or affiliate of any such person in any material transaction during 2020 or in any material proposed transaction which in either case has materially affected or would materially affect the Corporation or any of its subsidiaries, other than as disclosed herein. See "*Section 2 - Particulars of Matters to be Acted Upon - Approval of Creation of a Control Person*".

Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than those set forth in the Notice. If other matters properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Financial information is provided in the Corporation's comparative consolidated financial statements and management's discussion and analysis ("**MD&A**") for the fiscal year ended December 31, 2020. Shareholders may request copies of the Corporation's consolidated financial statements and MD&A by contacting:

ENSIGN ENERGY SERVICES INC.

400 – 5th Avenue S.W., Suite 1000
Calgary, Alberta T2P 0L6

Attention: Corporate Secretary

Telephone (403) 262-1361
Fax (403) 262-8215
Website: www.ensignenergy.com

SCHEDULE 1
BOARD OF DIRECTORS MANDATE

Schedule 1

Mandate of the Board of Directors

SCHEDULE 1

ENSIGN ENERGY SERVICES INC.
(THE "CORPORATION")

MANDATE OF THE BOARD OF DIRECTORS

Role and Objectives:

The Board of Directors (the "**Board**") of Ensign Energy Services Inc. (the "**Corporation**") is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. In general terms, the Board will:

(a) review, discuss and approve the Corporation's strategic planning and organizational structure, including in consultation with senior management of the Corporation where appropriate;

(b) supervise the management of the business and affairs of the Corporation while delegating to senior management the responsibility for day-to-day management of the Corporation, with the goal of achieving the Corporation's principal objectives as defined by the Board;

(c) discharge the duties imposed on the Board by applicable laws, the constating documents of the Corporation, this Mandate and the committee mandates; and

(d) for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

Meetings

1. The agenda of the Board meeting will be prepared by the chairperson of the Board (the "**Chair**"), working with the secretary, and, whenever reasonably practicable, circulated to each director prior to each meeting.

2. The Board shall meet at least four times per year and/or as deemed appropriate by the Chair.

3. Minutes of all Board meetings shall be taken by the secretary of the meeting. The minutes of the meetings shall accurately record the discussions of and decisions made by the Board and shall be distributed to all directors.

4. The President or his or her designates may be present at all meetings of the Board.

5. Vice-Presidents and such other staff as appropriate to provide information to the Board shall attend meetings at the invitation of the Board.

Delegation

6. Subject to limits set out in the *Business Corporations Act* (Alberta), the Board may delegate its duties to, and receive reports and recommendations from, any committee of the Board.

7. Subject to limits set out in the *Business Corporations Act* (Alberta) and other applicable laws and stock exchange rules, delegate to the officers of the Corporation powers to manage the business and affairs of the Corporation.

<u>Mandate and Responsibilities of the Board:</u>

The Board's primary roles are overseeing both corporate performance and the quality, depth and continuity of management required to meet the Corporation's strategic objectives. Without limiting the generality of the foregoing, the Board's principal duties include the following:

Strategic Direction, Operating and Capital Plans:

8. Oversee, review, question and approve the mission of the Corporation and its strategy, objectives and goals, taking into account the opportunities available to the Corporation, the potential risks it faces and the Corporation's risk appetite.

9. Approve the annual operating and capital plans proposed by management.

10. Review progress towards the achievement of the goals established in the strategic planning process and the operating and capital plans and revise and alter the Board's direction to management in light of changing circumstances.

11. Approve issuances of additional common shares or other securities to the public.

***Risk Management*:**

12. Oversee the Corporation's systems for effectively identifying, monitoring and managing the risks it faces with a view to achieving a proper balance between the risks incurred and the potential returns to the Corporation and the long-term sustainability of the Corporation.

13. Approve policies and procedures designed to ensure that the Corporation acts responsibly and in compliance with applicable laws, rules and regulations.

***Management and Organization*:**

14. Appoint the President and approve the position description and annual performance goals and compensation of the President.

15. Evaluate the performance of the President at least annually.

16. Establish the limits of management's authority and responsibility in conducting the Corporation's business.

17. Oversee the appointment of all other executive officers of the Corporation.

18. Oversee succession planning processes for the President and senior management of the Corporation.

19. Approve any proposed significant change in the management organization structure of the Corporation.

20. Approve all retirement plans for officers and employees of the Corporation.

21. Generally provide advice and guidance to management.

***Communications and Reporting*:**

22. Review the communications policy for the Corporation, including with respect to shareholders, employees, customers, financial analysts, governments and regulatory authorities, the media and other stakeholders.

23. Oversee management's process for the timely, accurate and complete disclosure of developments that have a significant and material impact on the Corporation.

24. Oversee timely, accurate and regular disclosure and reporting of the financial performance of the Corporation to shareholders, other security holders and regulators in accordance with applicable laws and accounting standards.

25. Monitor and support the Corporation's investor relations activities and its stakeholder engagement policies and practices, including the processes for receiving feedback from shareholders.

26. Report annually to shareholders on the Board's stewardship for the preceding year.

***Finances and Controls*:**

27. Monitor the appropriateness of the Corporation's capital and financial structure and approve changes to that structure.

28. Oversee management's institution and maintenance of the integrity of internal control and information systems, including maintenance of all required records and documentation.

29. Delegate to senior management the authority for expenditures and transactions, subject to specified limits beyond which Board approval would be required.

***Corporate Responsibility and Ethics*:**

30. Support a culture of integrity and responsible stewardship.

31. Satisfy itself, to the extent feasible, the integrity of the President and other senior management and that such individuals promote a culture of integrity throughout the Corporation.

***Governance*:**

32. Approve the Corporation's approach to corporate governance, including this Mandate, the mandates of the Board's committees and the position descriptions for the Chair, the Lead Director, the President and committee chairs and facilitate the continuity, effectiveness and independence of the Board, including by:

    (a) Overseeing succession planning for the Board and selecting nominees for election to the Board;

(b) Approving the appointment of directors to the audit committee and the other committees of the Board approved by the Board from time to time;

(c) Conducting regular (and not less than annual) assessments of the Board as a whole, the committees of the Board, the contribution of each individual director and the Chair, Lead Director and committee chairpersons, in each case by reference to this Mandate, the applicable committee mandate and/or the applicable position description;

(d) Reviewing the orientation and education programs for new directors; and

(e) Approving the Corporation's approach to director compensation and protection.

33. Oversee structures and procedures, including the appointment of a Lead Director (if applicable), to enable the Board to exercise independent judgment and make decisions on director independence.

34. Delegate to the Board committees oversight of specific matters while retaining ultimate responsibility for those delegated matters.

35. Approve the Corporation's approach to director compensation and protection.

36. Enforce Board policy respecting confidentiality of the Corporation's proprietary information and Board deliberations.

***General*:**

37. Review and reassess the adequacy of this Mandate periodically and as it deems appropriate, and recommend changes. The performance of the Board shall be evaluated with reference to this Mandate annually.