This document is important and requires your immediate attention. If you are in doubt as to how to respond to the Offer, you should consult with your investment dealer, stockbroker, bank manager, lawyer or other professional advisor.

NORTHLINE ENERGY SERVICES INC.

Directors' Circular

relating to an Offer to Purchase for Cdn$1.05 cash per share by
Trican Well Service Ltd., for all of the outstanding Common Shares
of
NORTHLINE ENERGY SERVICES INC.
on the basis of, at the election of each shareholder: (a) $1.05 (Canadian) in cash; or (b) 0.1736 of a common share ("Offeror Shares") of Trican Well Service Ltd.; or (c) a combination thereof for each common share of Northline Energy Services Inc., subject to the payment under the Offer of no more than 461,098 common shares of Trican Well Service Ltd.

The Offer expires at 5:30 p.m. (Calgary time) on January 18, 2000.

DIRECTORS' RECOMMENDATION

THE BOARD OF DIRECTORS OF NORTHLINE ENERGY SERVICES INC. UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS OF NORTHLINE ENERGY SERVICES INC. ACCEPT THE OFFER.

December 22, 1999

TABLE OF CONTENTS

DIRECTORS' CIRCULAR

This Directors' Circular is issued by the board of directors (the "Board of Directors") of Northline Energy Services Inc. ("Northline" or the "Corporation") in connection with the offer (the "Offer") described in the accompanying Offer to Purchase and Offering Circular dated December 22, 1999 (collectively, the "Circular") made by Trican Well Service Ltd. (the "Offeror"), to purchase all of the issued and outstanding common shares (the "Shares") of the Corporation on the basis of, at the election of each shareholder: (a) $1.05 (Canadian) in cash; or (b) 0.1736 of a common share ("Offeror Shares") of the Offeror; or (c) a combination thereof for each Share, subject to the payment under the Offer of no more than 461,098 Offeror Shares. The Offer is being made pursuant to a business combination agreement accepted December 18, 1999 between Northline and the Offeror (the "Acquisition Agreement"), and is subject to the conditions set forth in the Circular. The Offer is also being made pursuant to lock-up agreements between the Offeror and certain shareholders of Northline holding approximately 56.8% of the Shares, on a fully-diluted basis (the "Lock-up Agreements").

The Offer expires at 5:30 p.m. (Calgary time)(the "Expiry Time") on January 18, 2000, unless withdrawn or extended.

Reference is made to the Circular for, among other things, details of the terms of the Offer, details of the conditions of the Offer and details relating to the compulsory acquisition of the Shares. Certain capitalized words or phrases have the meaning ascribed thereto in the Circular.

THE OFFER

On December 22, 1999 the Offeror made the offer to purchase the Shares on the basis of, at the election of each shareholder: (a) $1.05 (Canadian) in cash; or (b) 0.1736 of an Offeror Share of the Offeror; or (c) a combination thereof for each common share of Northline Energy Services Inc., subject to the payment under the Offer of no more than 461,098 Offeror Shares.

The Offer is made only for the Shares and not for any options, warrants or other rights to purchase Shares. Any holder of such options, warrants or other rights who wishes to accept the Offer should, to the extent permitted by the terms thereof, exercise such options, warrants or other rights in order to obtain a certificate representing the Shares and deposit the same in accordance with the Offer. The Offer is being made pursuant to the terms of the Acquisition Agreement.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors has reviewed alternatives available to the Corporation to enhance shareholder value in the near term. The Board of Directors have considered the Offer, have reviewed the Fairness Opinion of Goepel McDermid Inc. Northline's financial advisor (referred below), and reviewed the Offer with Burstall Ward, legal counsel of Northline.

Based on the above factors and the other reasons described in this Directors' Circular, the Board of Directors is of the view that the Offer is fair to the holders of Shares (the "Shareholders") and unanimously recommends that Shareholders tender their Shares to the Offer.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS ACCEPT THE OFFER.

Notwithstanding the recommendation of the Board of Directors that Shareholders accept the Offer, Shareholders should consider the Offer carefully and make their own decision whether to tender their Shares to the Offer. Shareholders who are in doubt as to how to respond to the Offer should consult with their investment dealer, stockbroker, bank manager, lawyer or other professional advisor.

Shareholders wishing to accept the Offer should complete the required documents carefully. Shareholders should refer to the Circular, the Letter of Acceptance and Transmittal and, if applicable, procedures for guaranteed delivery.

REASONS FOR RECOMMENDATION

In reaching its decision to enter into the Acquisition Agreement and to recommend acceptance of the Offer, the Board of Directors considered a number of factors, including the following:

1. the written opinion dated December 21, 1999 (the "Fairness Opinion") of Goepel McDermid Inc. ("Goepel") that the Offer is fair, from a financial point of view, to the Shareholders (the Fairness Opinion is reproduced in Appendix A and Shareholders are urged to read the Fairness Opinion in its entirety);

2. the Offer is for all the Shares;

3. Shareholders will receive a premium over the recent trading prices of the Shares on the Canadian Venture Exchange ("CDNX"). On December 17, 1999, the last day the Shares traded before the proposed Offer was publicly announced, the closing sale price on CDNX of the Shares was $1.00;

4. Shareholders will receive a premium over the book value per Share of Northline, as at September 30, 1999, of $0.41;

5. the fact that the Offer is in the form of cash, and therefore there is certainty of value in the consideration;

6. the fact that the Offer is, at the election of the Shareholders, partially in the form of common shares of the Offeror, the Shareholders have the ability to participate in future growth experienced by the combined entity of the Corporation and the Offeror;

7. the knowledge and views of the Board of Directors as to the business, operations, tax position, financial position, and specifically, the financing opportunities and prospects of Northline in the current market place;

8. the knowledge and views of the Board of Directors of the various merger and acquisition alternatives available to Northline and the Shareholders;

9. the fact that pursuant to the Lock-up Agreements, the principal shareholders of Northline, including the President and Chief Executive Officer, Norbert G. Loiselle, and others have agreed to tender to the Offer the aggregate of 3,338,051 Shares, representing approximately 56.8% of the Shares on a fully-diluted basis;

10. the fact that the Offeror has indicated it anticipates that, upon successful completion of the Offer, it will offer continued employment to a significant number of Northline's employees; and

11. Shareholders who do not tender to the Offer will, if the statutory right of acquisition pursuant to Part 16 of the *Business Corporations Act* (Alberta)(the "ABCA") is available and is exercised by the Offeror in respect of the Shares or if any subsequent acquisition transaction is undertaken, be entitled, upon compliance with certain conditions, to dissent to such statutory right of acquisition or subsequent acquisition transaction in accordance with the ABCA and be entitled to be paid the fair value of their Shares determined in accordance with the ABCA.

FAIRNESS OPINION

Goepel has provided the Board of Directors with a Fairness Opinion advising that the consideration to be received by the Shareholders under the Offer is fair, from a financial point of view, to the Shareholders. Goepel was not engaged to perform a formal valuation of the Corporation in connection with the Offer, but did undertake certain analyses of factors that it considered to be appropriate and necessary in the circumstances to support the conclusion reached in the Fairness Opinion.

A copy of the Fairness Opinion is attached hereto as Appendix A and forms a part of this Directors' Circular. Shareholders should carefully review and consider the Fairness Opinion in its entirety.

Goepel will receive a fee for its services as financial advisor to the Corporation.

BACKGROUND TO THE OFFER

Beginning on September 3, 1999, representatives of the Corporation and the Offeror entered into discussions relating to the possibility of a business combination between the two parties. From September 3, 1999 through December 18, 1999, senior executives of the Offeror and the Corporation met at various times to discuss a potential business combination. At such meetings senior executives of the Offeror and the Corporation, as well as their respective financial and legal representatives, tentatively agreed upon a transaction structure and terms. In addition, throughout November and December 1999, senior management of the Offeror and their financial, legal and accounting advisors conducted a due diligence review. The respective boards of directors separately concluded that the Offer was in the best interests of their respective companies and shareholders and approved and adopted the Acquisition Agreement and the Lock-up Agreements (collectively, the "Transaction Documents"). The Board of Directors of Northline based their decision in part on advice received from Goepel that the offer contemplated by the proposal was fair, from a financial point of view, to the Shareholders of the Corporation. The Transaction Documents were executed by the Corporation, the Offeror and the other parties thereto on or before December 20, 1999. A press release announcing the execution of the Transaction Documents was issued by each of the Corporation and the Offeror on the morning of December 20, 1999.

ACQUISITION AGREEMENT AND LOCK-UP AGREEMENTS

The terms of the Acquisition Agreement and the Lock-up Agreements are set out under the headings "Acquisition Agreement" and "Arrangements, Agreements or Understandings" in the Circular, and are incorporated by reference herein.

OWNERSHIP OF SECURITIES OF NORTHLINE

The following table sets out the names of all of the directors and senior officers of Northline and the securities of Northline beneficially owned, directly or indirectly, or over which control or direction is exercised, by them and, to their knowledge after reasonable inquiry, their respective associates, any person or company holding more than 10% of any class of equity securities of Northline or any person or company acting jointly or in concert with Northline:

Name and Municipality of Residence	Position with Northline	Number of Shares held Directly or Indirectly	Number of Shares Subject to Option
Norbert G. Loiselle Edmonton, Alberta	President, Chief Executive Officer, Chief Financial Officer and Director	1,249,501[(1)]	100,000
Leo E. Loiselle Benalto, Alberta	Director	204,000	60,000
Kenneth C. Rose Sylvan Lake, Alberta	Director	100,000	60,000
Douglas M. Stuve Calgary, Alberta	Director	2,000	30,000
R. Frank Wilson Sylvan Lake, Alberta	Holder of more than 10% of Shares	976,000[(2)]	Nil

Notes:

(1) Of these Shares, 79,000 are owned by Mr. Loiselle's spouse, 65,500 Shares are owned by Loiselle Holdings Ltd., a private company owned by Mr. Loiselle, 5,001 are owned by Mr. Loiselle in trust for his children, and 1,100,000 Shares are owned by Mr. Loiselle personally.

(2) Of these Shares, 75,000 are owned by Landmark Developments Ltd., a company controlled by Mr. Wilson, 58,000 are owned by Mr. Wilson's spouse and 843,000 Shares are owned by Mr. Wilson personally.

As of the date hereof, the directors and senior officers of Northline and, to the knowledge of the directors and senior officers of Northline, after reasonable inquiry, their respective associates, as a group beneficially own, directly or indirectly, or exercise control or direction over 1,555,501 Shares, representing approximately 27.9% of the outstanding Shares prior to the exercise of stock options held by the directors and senior officers. **The directors and senior officers of Northline listed above have agreed with the Offeror and have indicated to Northline that they will deposit, pursuant to the Offer and the Lock-up Agreements, the number of Shares owned by them as indicated above.**

OWNERSHIP OF SECURITIES OF THE OFFEROR

To the knowledge of the directors and senior officers of Northline, after reasonable enquiry the directors or senior officers of Northline any associates of a directors or senior officer of Northline, and persons or companies holding more than 10% of the Shares, and persons or companies acting jointly or in concert with Northline, own directly and indirectly, or exercises control or direction over, 11,200 common shares of the Offeror.

RELATIONSHIPS BETWEEN THE OFFEROR AND THE DIRECTORS AND SENIOR OFFICERS OF NORTHLINE

None of the directors or senior officers of Northline are directors or senior officers of the Offeror or any of its subsidiaries.

There are no arrangements or agreements made or proposed to be made between the Offeror and any of the directors or senior officers of Northline, including arrangements or agreements with respect to compensation for loss of office or as to their remaining in or retiring from office if the Offer is successful.

AGREEMENTS BETWEEN NORTHLINE AND ITS DIRECTORS AND SENIOR OFFICERS

There are no arrangements or agreements made or proposed to be made between Northline and any of the directors or senior officers of Northline pursuant to which a payment or other benefit is to be made or given by way of compensation for loss of office or as to their remaining in or retiring from office if the Offer is successful.

INTERESTS OF DIRECTORS, SENIOR OFFICERS AND OTHERS IN MATERIAL CONTRACTS OF THE OFFEROR

Other than the Acquisition Agreement and the Lock-up Agreements, none of the directors or senior officers of Northline or their associates or, to the knowledge of the directors and senior officers of Northline, after reasonable inquiry, any person or company who owns more than 10% of the Shares, has any interest in any material contract or transaction to which the Offeror is a party.

TRADING IN AND ISSUANCE OF SECURITIES OF NORTHLINE BY DIRECTORS AND SENIOR OFFICERS

Neither Northline nor any of the directors or senior officers of Northline, or to the knowledge of the directors and senior officers of Northline, after reasonable enquiry, none of such person's associates nor any person holding more than 10% of the Shares nor any person or company acting jointly or in concert with Northline, has traded in securities of Northline during the six months preceding the date of the Offer, other than as described below:

Name	Nature of Trade	Price per Share	Number of Shares	Date
Douglas M. Stuve	Purchase	$1.30	1,000	October 25, 1999
Norbert G. Loiselle	Purchase	$1.30	5,001	October 31, 1999
Norbert G. Loiselle	Exercise of Stock Options	$0.15	100,000	November 2, 1999
Darlene Loiselle	Purchase	$1.00	2,000	November 22, 1999
Darlene Loiselle	Purchase	$1.20	900	November 22, 1999
R. Frank Wilson	Exercise of Stock Options	$0.15	160,000	December 20, 1999

There have been no Shares or securities convertible into Shares issued by Northline to any director or senior officer of Northline during the two year period preceding the date of the Offer, except as follows:

Name	Date Issued	Description and Number of Securities	Issue/Exercise Price Per Security
Leo E. Loiselle	June 24, 1998	40,000 Shares(1)	$1.05
R. Frank Wilson	June 24, 1998	34,000 Shares(1)	$1.05
Lynne Wilson(2)	June 24, 1998	29,000 Shares(1)	$1.05
Loiselle Holdings Ltd.(3)	June 24, 1998	65,500 Shares(1)	$1.05
Norbert G. Loiselle(4)	November 2, 1999	100,000 Shares(4)	$0.15
Leo E. Loiselle	November 4, 1999	50,000 stock options	$1.30
Kenneth C. Rose	November 4, 1999	40,000 stock options	$1.30
Douglas M. Stuve	November 4, 1999	30,000 stock options	$1.30
R. Frank Wilson(4)	December 20, 1999	160,000 Shares(4)	$0.15

Notes:

(1) These Shares were issued as part of a private placement of units of Northline, each unit consisting of one Share and one share purchase warrant, with each share purchase warrant entitling the holder to purchase one Share at a price of $1.50 per Share until December 24, 1998.

(2) Lynne Wilson is Frank Wilson's spouse.

(3) Loiselle Holdings Ltd. is a private company controlled by Norbert G. Loiselle.

(4) The Shares were issued in connection with the exercise of stock options.

MATERIAL CHANGES AND OTHER INFORMATION CONCERNING NORTHLINE

The directors and senior officers of Northline are not aware of any information that indicates any material change in the affairs, financial position or prospects of Northline since September 30, 1999, the date of the last published financial statements of Northline, except as otherwise described or referred to herein or in the Circular.

Northline is in the process of constructing two new coiled tubing units at an approximate cost of $800,000 each, which units should be complete in January 2000.

There is no other information not disclosed herein, but known to the directors and senior officers of Northline, which would reasonably be expected to affect the decision of the Shareholders of Northline to accept or reject the Offer.

RESPONSES TO THE OFFER

Except as otherwise described or referred to herein, Northline has not entered into any transaction, agreement in principle or contract and has not passed any board resolution in response to the Offer. There are no negotiations underway in response to the Offer which relate to or would result in an extraordinary transaction such as a merger or reorganization involving Northline or a subsidiary (except a Subsequent Acquisition Transaction as discussed in the Circular), the purchase, sale or transfer of a material amount of assets by Northline or a subsidiary, an issuer bid for or other acquisition of securities by or of Northline, or any material change in the present capitalization or dividend policy of Northline.

STATUTORY RIGHTS OF ACTION

Securities legislation in certain of the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to the Shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

DIRECTORS' APPROVAL

The contents of this Directors' Circular have been approved and the delivery and the distribution thereof authorized by the Board of Directors of Northline.

CERTIFICATE

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or market price of the securities which are the subject of the Offer.

December 22, 1999

On behalf of the Board of Directors

(Signed) Norbert G. Loiselle
Director

(Signed) Kenneth C. Rose
Director

CONSENT OF GOEPEL MCDERMID INC.

To: Board of Directors of Northline Energy Services Inc.

We hereby consent to the inclusion of our Fairness Opinion dated December 21, 1999 as Appendix A to the Directors' Circular of Northline Energy Services Inc. dated December 22, 1999 and to the references thereto in such Directors' Circular.

Calgary, Alberta
Dated: December 22, 1999

"Goepel McDermid Inc."
Goepel McDermid Inc.

Appendix "A"

December 21, 1999

The Board of Directors
Northline Energy Services Inc.
6211 – 76 Avenue
Edmonton, Alberta
T6B 0A7

Dear Sirs:

Goepel McDermid Inc. ("Goepel McDermid", "we", "us", or "our") understands that Northline Energy Services Inc. ("Northline", the "Company", or the "Corporation") and Trican Well Service Ltd. ("Trican") have entered into an agreement (the "Acquisition Agreement") dated December 18, 1999, pursuant to which Trican has agreed to make an offer (the "Offer") to purchase all of the outstanding common shares of Northline ("Northline Shares") by way of a formal take-over bid circular (the "Circular") to expire at 5:30 p.m. (Calgary time) on January 18, 2000 (the "Expiry Time") on the basis of, at the election of each holder of Northline Shares: (a) $1.05 cash; or (b) 0.1736 of a common share of Trican ("Trican Shares"); or (c) a combination thereof, for each Northline Share (the "Consideration") subject to the payment under the Offer of no more than 461,098 Trican Shares.

We further understand that the Offer is conditional upon, among other things, there being validly deposited under the Offer and not withdrawn prior to the Expiry Time, and at the time Trican takes up and pays for the Northline Shares under the Offer, not less than 66 2/3%, on a fully diluted basis, of the Northline Shares other than Northline Shares held at the date of the Offer by or on behalf of Trican. We also understand that certain directors, officers and shareholders, who hold an aggregate of 3,338,051 Northline Shares (including certain "in the money" stock options), representing approximately 56.8% of the outstanding Northline Shares (on a fully diluted basis), have entered into agreements ("Lock-up Agreements") with Trican to tender the Northline Shares held by them to Trican, and that under certain conditions, Northline will pay a termination fee of $300,000 to Trican. The terms and conditions of the Offer are more fully described in the Offer and Circular to be mailed to the holders of Northline Shares.

To assist the board of directors of Northline (the "Board") in considering the terms of the Offer, Northline has requested Goepel McDermid to prepare an opinion as to the fairness, from a financial point of view (the "Fairness Opinion"), of the Consideration to be received by the holders of Northline Shares (the "Northline Shareholders") pursuant to the Offer. The Fairness Opinion is not and should not be construed as, a valuation of the Northline Shares, Trican Shares, Northline, Trican or any of their respective assets.

QUALIFICATIONS OF GOEPEL McDERMID

Goepel McDermid is an independent, full service investment dealer with investment banking and retail brokerage operations located across Canada. Its investment banking division specializes in corporate finance services for, and the sale and trading of equity securities of, industrial and resource companies headquartered primarily in western Canada. Goepel McDermid also provides investment research and trading services to financial institutions relating to investments. Goepel McDermid and its principals have prepared numerous valuations and fairness opinions and have participated in a significant number of transactions involving private and publicly traded companies.

The opinion expressed herein is the opinion of Goepel McDermid and the form and content hereof has been approved for release by a committee of its officers and directors, each of whom is experienced in merger, acquisition, divestiture and valuation matters.

SCOPE OF THE REVIEW

In preparing the Fairness Opinion, Goepel McDermid has, among other things, reviewed and, where it is considered appropriate, relied upon certain financial and operational information relating to Northline and Trican, and other publicly available information. The following, among other things, sets forth the principal documents and key information Goepel McDermid reviewed, considered and, where it considered appropriate, relied upon.

With respect to Northline:

(a) the audited consolidated balance sheets, statements of income and retained earnings, and statements of changes in financial position for the years ended December 31, 1998 and 1997;

(b) the interim unaudited comparative balance sheets, statements of income and retained earnings, and statements of changes in financial position for the nine months ended September 30, 1999 and 1998;

(c) operating and financial projections for the years ending December 31, 2000 and 1999, prepared by Northline's management;

(d) a summary of the stock options held by directors, officers, managers and employees of Northline as at December 20, 1999;

(e) a schedule of Northline's unutilized undepreciated capital cost allowances as at December 31, 1998;

(f) public information relating to the business, operations, financial performance and stock trading history of Northline; and

(g) discussions with the management of Northline regarding existing and future operations.

With respect to Trican:

a) the audited consolidated balance sheets, statements of operations and retained earnings and statements of changes in financial position for the years ended December 31, 1998 and 1997;

b) the interim unaudited consolidated balance sheets, statements of operations and retained earnings and cash flow statements for the nine months ended September 30, 1999 and 1998;

c) the annual information forms and proxy statements for each of the years ended December 31, 1998 and 1997;

d) public information relating to the business, operations, financial performance and stock trading history of Trican; and

e) discussions with management of Trican regarding existing and future operations.

With respect to the Offer:

(a) the Lock-up Agreements;

(b) the Acquisition Agreement; and

(c) the draft Offer and Circular.

ASSUMPTIONS AND LIMITATIONS

Goepel McDermid has relied upon, with the Board's approval, and has assumed the completeness, accuracy and fair presentation of all the financial and other information, data, advice, opinions and representations obtained by it from public sources, or provided to it by Northline or Trican. We have assumed that the financial projections provided to us by the management of Northline represent the best estimates of the most probable results for Northline, for the periods presented therein. Subject to the exercise of professional judgment and except as expressly described herein, Goepel McDermid has not attempted to verify independently the accuracy or completeness of any such information, data, advice, opinions, representations, and projections.

Northline has represented to Goepel McDermid, in a certificate dated as at the date hereof, amongst other things, that: the information, data, advice, opinions, representations and other material (collectively the "Information") provided to Goepel McDermid are complete, true and correct in all material respects and do not contain any untrue statement of a material fact or omit to state any material fact in respect of Northline necessary to make the Information not misleading in light of the circumstances under which such Information was presented and that since the date the Information was provided, there has been no material change in Northline and no material change has occurred in the Information or any part thereof which would reasonably be expected to have a material effect on the Fairness Opinion; and with respect to any portions of the Information that constitutes projections or estimates, such projections or estimates were prepared using the assumptions identified therein, which in the reasonable belief of Northline are reasonable in the circumstances, and are not misleading in any material respect in light of the assumptions used therefor.

In preparing the Fairness Opinion, Goepel McDermid has made several other assumptions, including that the representations and warranties provided in the Acquisition Agreement are accurate in all material respects. The Fairness Opinion is rendered on the basis of securities markets, economic and general business and financial conditions prevailing as of the date hereof and the condition and prospects, financial and otherwise, of Northline and Trican as they were reflected in the Information and documents reviewed by Goepel McDermid and as they were represented to us in our discussions with management of Northline.

We are not expressing any opinion as to the actual value of the Trican Shares when issued to the Northline Shareholders pursuant to the Offer or the prices at which such Trican Shares will trade subsequent to the Offer.

Goepel McDermid believes that our analysis must be considered as a whole and that selecting portions of our analysis and of the factors considered, without considering all factors and analysis in connection with the preparation of the Fairness Opinion, could create a misleading view of the process underlying the Fairness Opinion. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. In our analysis, we have made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of Northline or Trican.

BASIS OF THE FAIRNESS OPINION

In assessing the fairness, from a financial point of view, of the Consideration to be received by the Northline Shareholders under the terms of the Offer, Goepel McDermid reviewed and considered certain quantitative and qualitative assessments, including the following:

(a) comparisons of the multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA") and earnings per common share ("EPS") implied by the Consideration, to multiples of EBITDA and EPS for other comparable publicly traded oil service companies;

(b) a comparison of the Consideration to computations of adjusted equity per Northline Share;

(c) comparisons of the weighted average trading prices of the Northline Shares and the Trican Shares, computed for various time periods prior to the date of the announcement of the Offer, to the Consideration;

(d) that certain officers, directors, and principal shareholders, holding in aggregate approximately 56.8% of the outstanding Northline Shares (on a fully diluted basis), have entered into the Lock-up Agreements pursuant to which they have agreed to tender the Northline Shares held by them to the Offer; and

(e) comparisons of certain qualitative attributes of Northline combined with Trican to those of Northline on a stand-alone basis including that the combination of Northline and Trican will result in the Northline Shareholders participating in an entity that will have a larger asset and cash flow base with greater financial resources, which may be strategically, financially and operationally in a better position to compete in the oil and gas service industry.

While in the opinion of Goepel McDermid the assumptions used in preparing this Fairness Opinion are appropriate in the circumstances, some or all of these assumptions may prove to be incorrect.

FAIRNESS OPINION

Based and relying upon and subject to the foregoing and such other matters as we consider relevant, Goepel McDermid is of the opinion that the Consideration to be received by the Northline Shareholders under the Offer is fair, from a financial point of view, to the Northline Shareholders as at the date hereof.

This opinion may only be used or relied upon by the Board in connection with its review and consideration of the Offer and its recommendation to the Northline Shareholders and may not be used or relied upon by any other person without our prior written consent. This opinion is given as of the date hereof and we disclaim any undertaking or obligation to advise any person of any change in any fact or matter affecting our opinion that may come or be brought to our attention after the date hereof. In the event that there is any change in fact or matter impacting on our opinion after the date hereof, we reserve the right to change, modify or withdraw our opinion.

Yours truly,

GOEPEL McDERMID INC.

"Goepel McDermid Inc."