# HIGH ARCTIC ENERGY SERVICES INC.

# ANNUAL INFORMATION FORM
**FOR THE YEAR ENDED**
**DECEMBER 31, 2019**

**March 12, 2020**

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## FORWARD-LOOKING INFORMATION AND STATEMENTS

This annual information form ("AIF") contains forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions, as they relate to High Arctic Energy Services Inc. (the "Corporation", or "High Arctic"), are intended to identify forward-looking statements. Such statements reflect the Corporation's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements to vary from those described in this AIF. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this AIF as intended, planned, anticipated, believed, estimated or expected.

Specific forward-looking statements in this AIF include, among others, statements pertaining to the following:

- general economic and business conditions which will, among other things, impact demand for and market prices for the Corporation's services;
- expectations regarding the ability for the Corporation to negotiate suitable contracts with the government of Papua New Guinea ("PNG");
- expectations regarding the Corporation's ability to raise capital and manage its debt obligations;
- commodity prices and the impact that they have on industry activity and capital availability;
- estimated capital expenditure programs for fiscal 2020 and subsequent periods;
- projections of market prices and costs;
- factors upon which the Corporation will decide whether or not to undertake a specific course of operational action or expansion;
- treatment under governmental regulatory regimes and political uncertainty and civil unrest; and
- the Corporation's ability to have contracts settled in US dollars and repatriate excess funds from PNG as approval is received from the Bank of PNG and their Internal Revenue Commission.

These statements involve known and unknown risks, uncertainties and other factors facing the Corporation. Risks, uncertainties and other factors may be beyond the Corporation's control and may cause actual results, or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this AIF should not be unduly relied upon by investors. These statements speak only as of the date of this AIF and are expressly qualified, in their entirety, by this cautionary statement.

With respect to forward-looking statements contained in this AIF, the Corporation has made assumptions regarding, among other things, its ability to:

- maintain its ongoing relationship with major customers;
- obtain equity and debt financing on satisfactory terms;
- market successfully to current and new customers;
- obtain equipment from suppliers;
- successfully manage, operate and thrive in an environment which is facing much uncertainty;
- remain competitive in all of its operations; and
- attract and retain skilled employees.

The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this AIF:

- liquidity risks, which may be exacerbated if the Corporation is unable to maintain or raise financing on terms acceptable to the Corporation or at all;

- reduction in industry activity levels due to such factors as lower oil and natural gas prices and the ability of customers to raise capital for exploration and development;
- credit risks associated with customers in the oil and natural gas industry, including the inability of customers of the Corporation to pay for goods and services that have been provided;
- changes in legislation and the regulatory environment, including uncertainties with respect to royalty regimes, environmental initiatives and provincial production limitations;
- consistent interpretation and application of government regulations and controls;
- income tax matters including unanticipated tax and other expenses and liabilities of the Corporation in foreign jurisdictions;
- the worldwide demand for oilfield services in connection with the drilling, workover and completion of oil and natural gas wells;
- volatilities in global supply and demand and market prices for oil and natural gas and the effect of these volatilities on the demand for oilfield services generally;
- general economic conditions in Canada, the United States, Southeast Asia and elsewhere, including variations in exchange, interest and tax rates;
- regional and international competition;
- risks inherent in foreign operations, including political and economic risk;
- liabilities and risks inherent in oil and natural gas operations, including environmental liabilities and risks;
- risk of disease outbreak locally, regionally or internationally that could adversely impact those same economies and negatively impact the price for oil and gas, and as a result, our services;
- sourcing, pricing and availability of raw materials, component parts, equipment, suppliers, facilities, and skilled personnel;
- continuing success in developing and integrating technological advances and the ability to match advances of competitors;
- uncertainties in weather and/or natural disasters affecting the ability to provide services at all and/or the duration of the service periods and the activities that can be completed;
- impact of changing climate and regulations and tariffs/taxes imposed as a result;
- pressures to reduce global greenhouse gas emissions through international agreements that may impact the ability to attract capital investment into the Canadian energy sector;
- lack of unified local, provincial and federal political and geopolitical support for the Canadian energy industry to provide world class solutions to the global energy marketplace;
- the cancellation of industry-standard type contract arrangements used by the Corporation including written contracts, which are cancellable by customers at any time, and verbal agreements;
- price risks resulting in fluctuations in market prices for short term investments;
- cyber-security risks associated with information technology, where third-parties purposely attempt to damage organization’s systems through unauthorized and fraudulent access;
- stock market volatility and market valuations; and
- the other factors considered under “Risk Factors” in the AIF which is incorporated by reference herein, and other filings with Canadian securities authorities.

Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

Forward-looking statements contained herein are made as of the date of the AIF and the Corporation disclaims any obligation, to update any forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, whether as a result of new information, future events or otherwise, unless required by applicable securities law.

## GLOSSARY OF TERMS

“**ABCA**” means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9, including the regulations promulgated thereunder;

“**AIF**” means this annual information form;

“**By-laws**” means the by-laws of High Arctic dated December 31, 2010;

**“CAD”** means Canadian dollars;

“**Common Shares**” means the common shares of High Arctic;

“**Corporation**” or “**High Arctic**” means High Arctic Energy Services Inc., together with its divisions and subsidiaries and its predecessor entities;

“**Credit Facility**” means the credit agreement between the Corporation and HSBC Bank Canada;

“**Cryogenic Liquid Nitrogen Pumping Services**” means the process of transporting, storing and pumping liquid nitrogen for use in the drilling, completion and workovers of oil and natural gas wells;

“**Hydraulic Workover Rig**” or “**HWR**” means a workover rig that moves the tubulars using hydraulic power while performing a workover;

“**IFRS**” means International Financial Reporting Standards;

**“M”** means millions;

“**$N_2$**” means nitrogen;

“**Papua New Guinea**” **or** “**PNG**” means the country of Papua New Guinea;

“**Preferred Shares**” means preferred shares in the capital of the Corporation issuable in series of which none have been issued;

**“Q”** means quarter;

“**Rig Assist**” means a Snubbing unit that performs Snubbing services with the assistance of a service rig;

“**Share Incentive Plan**” means the executive and director share incentive plan approved by the Shareholders on June 29, 2010;

“**Shareholder**” means a holder of Common Shares;

“**Snubbing**” is the act of mechanically overcoming forces exerted from pressurized wellbores when moving tubing and drill pipe into and out of that wellbore, a scenario often created after the well has had multiple fracturing operations performed on it;

“**Stand Alone Snubbing System®**” means High Arctic’s snubbing units designed to assist in the completion of wells without the aid of a service rig;

“**Stock Option Plan**” means the stock option plan of the Corporation approved by the Shareholders on June 28, 2007, as amended on June 29, 2010, June 1, 2011, May 13, 2014, May 10, 2017, March 30, 2018, June 29, 2018 and December 12, 2018;

“**TSX**” means the Toronto Stock Exchange;

**“US”** means United States of America;

**“USD”** means US dollars;

“**well**” means a hole drilled into the ground to extract petroleum, natural gas and associated liquids; and

“**Well Servicing**” is the utilization of a service rig to perform workover services including, maintenance and completions services on a well.

**Unless otherwise indicated, references herein to “$” or “dollars” are to CAD.**

## CORPORATE STRUCTURE

### General

High Arctic is incorporated under the ABCA and commenced operations on June 29, 2007 as a successor of High Arctic Energy Services Trust. The Corporation amended its articles of incorporation to consolidate its outstanding Common Shares on a five for one basis on June 14, 2011.

The head office of the Corporation is at Suite 500, 700 2nd Street SW, Calgary, Alberta T2P 2W1 and the registered office of the Corporation is at Suite 1000 – 250 2nd Street SW Calgary, Alberta, Canada, T2P 0C1. The Corporation’s telephone number is (403) 508-7836, the facsimile number is (403) 262-5176 and the website is ***www.haes.ca***.

The Corporation is a reporting issuer in Alberta, British Columbia, Saskatchewan, Manitoba and Ontario. The Common Shares of High Arctic are listed on the TSX under the trading symbol "HWO".

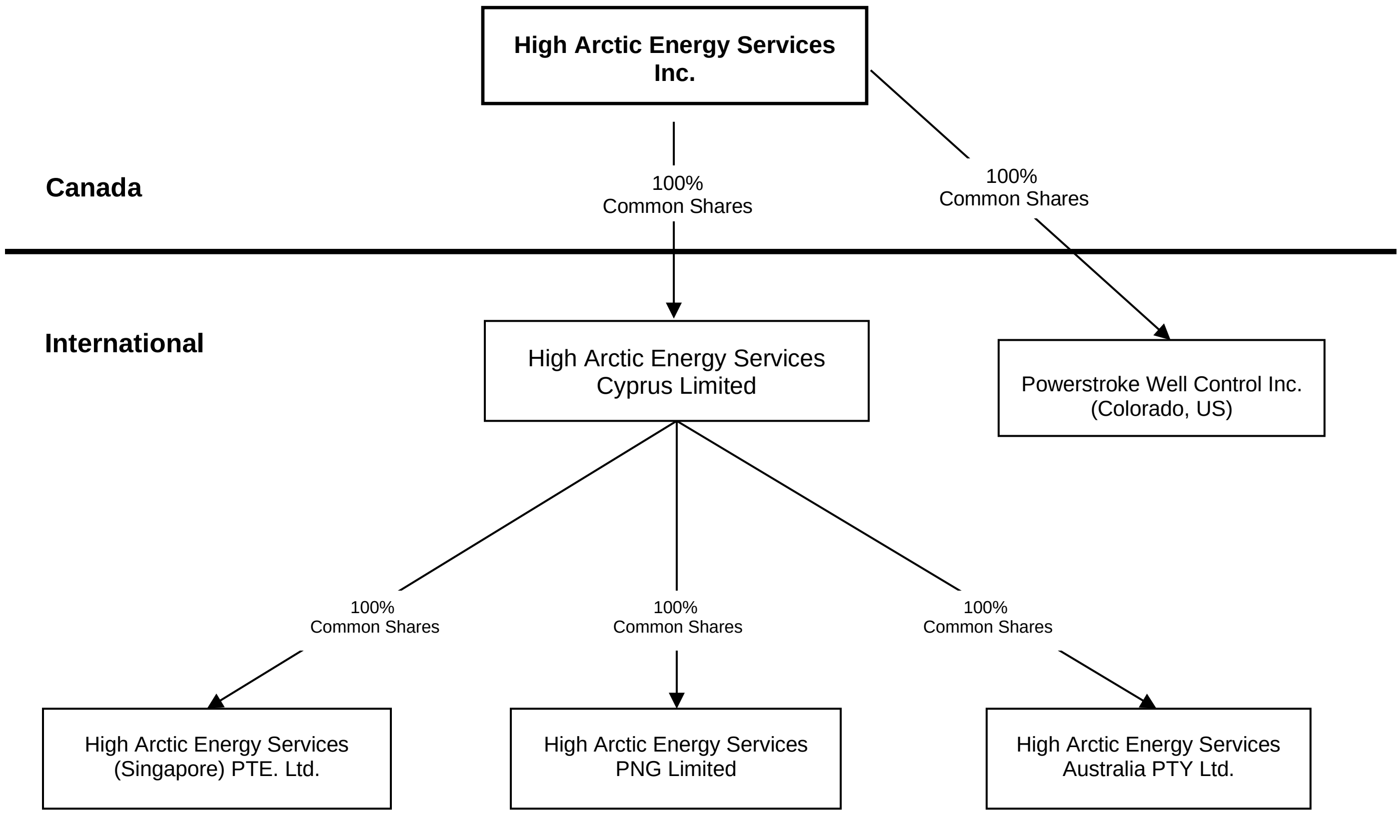
### Inter-corporate Relationships

As at the date hereof, the subsidiaries of the Corporation actively carrying out business activities are set forth below:

| Entity | Percentage of Voting Securities controlled (directly or indirectly) by High Arctic | Physical Location | Jurisdiction of Incorporation or Formation |
|---|---|---|---|
| High Arctic Energy Services Cyprus Limited | 100% | Nicosia, Cyprus | Cyprus |
| High Arctic Energy Services (Singapore) PTE. Ltd. | 100% | Singapore | Singapore |
| High Arctic Energy Services PNG Limited | 100% | Port Moresby, Papua New Guinea | Papua New Guinea |
| High Arctic Energy Services Australia PTY Ltd. | 100% | Brisbane, Australia | Australia |
| Powerstroke Well Control Inc. | 100% | Greeley, Colorado, US | US |

**Organization Structure of the Corporation**

The following diagram sets out the relationship among the Corporation and its active subsidiaries:



## GENERAL DEVELOPMENT OF THE BUSINESS AND THREE-YEAR HISTORY

High Arctic is an oilfield services company currently operating in PNG, Western Canada and the US. In PNG, the product line consists of drilling services, workover services and equipment rental including rig mats, cranes and oilfield related equipment. In North America, the product line consists primarily of Well Servicing and Snubbing services, the supply of Cryogenic Liquid Nitrogen Pumping Services and equipment rentals. A description of each of High Arctic's services can be found below under "*Description of the Business".*

### Three-Year History

The following is a summary of the significant events in the development of High Arctic's business over the last three completed financial years.

***2017***

In July, 2017, the Corporation announced that it had entered into formal and exclusive negotiations under a letter of intent to exchange an equal share of its owned drilling rigs (Rigs 102, 115 and 116) for an equal share of the drilling rigs that it has historically managed for its key customer under long term management agreements (Rigs 103, and 104). Under the proposed terms, the rigs would be owned and operated in a company to be jointly owned by High Arctic and its customer. High Arctic would provide the management of this joint company and would operate the rigs for the customer under a minimum three-year exclusive call rig services agreement. To allow for additional time for the Corporation and its customer to continue negotiations on the joint company, the parties agreed to extend their contracts for the operations of rigs 103 and 104 for one year, expiring July 31, 2018.

In August 2017, High Arctic signed a contract for the provision and operation of a highly mobile land rig for use in PNG for a six to twelve-month drilling program for its primary customer. This rig, referred to as Rig 405, and camp mobilized during Q4-2017 and began drilling operations in December 2017.

In September 2017, the Corporation received approval from the TSX to conduct a Normal Course Issuer Bid ("the 2017 Bid"). The bid commenced September 19, 2017 and is valid for one year, expiring on September 18, 2018. As of December 31, 2017, there had been no purchases and cancellations pursuant to the 2017 Bid.

Due to the extended period of inactivity for Rig 116, in October 2017, High Arctic agreed with its customer to a deemed spud date of November 2, 2016 for its take-or-pay contract for Rig 116, which had yet to spud its first well. As a result, the rig remained under its take-or-pay contract until November 2, 2018.

For the year ended December 31, 2017, total capital expenditures of $6.8 million were incurred primarily related to maintenance capital associated with the renewal and re-certification of the Corporation's operating equipment.

***2018***

In early 2018, the Corporation signed a contract with its key customer for two wells to be drilled in the Gulf Province of PNG using Rig 115, though the first well was a technical success with good performance by the rig, the company negotiated a break fee for the second well to allow the customer to use Rig 103 which was located near to the second well location.

In February PNG was struck by a magnitude 7.5 earthquake centered in the Highlands which effected the operations of the Corporation's customers and damaged the location of the wells Rig 405 was to work on. Ultimately this accelerated the decision to not exercise option periods on that contract and Rig 405 was demobilized back to Australia and returned to its owner in Q4.

In Q3, the Corporation announced that it had reached agreement with its key customer to renew the contracts for the operations of rigs 103 and 104 for three more years, expiring July 31, 2021 or at the end of either of two 1-year options. The announcement coincided with decision made between the Corporation and its key customer to discontinue discussions about creating a joint entity to own their collective PNG drilling and workover rigs. The Corporation and our customer obtained PNG Central Bank approval to denominate and settle all renewed contracts in USD.

In November, the take or pay contract for Rig 116 expired.

On August 16, 2018, High Arctic acquired the shares of Power Energy Holdings Ltd (“PEHL”) which wholly owns Powerstroke Well Control Ltd and Powerstroke Well Control Inc (collectively “Powerstroke”) increasing its snubbing and well servicing fleet and expanding its geographic footprint. Powerstroke is a well service company established in 2004 operating eight hydraulic work over units and a heavy capacity new build service rig and drilling package. Powerstroke was headquartered in Grande Prairie, Alberta and has offices in Greely, Colorado and Williston, North Dakota, which establishes an entry into the US for High Arctic. After the acquisition, High Arctic owns 17 snubbing units and plans on marketing eight units in the US, initially focused on well service and completion work in the Niobrara and the Bakken.

The Corporation acquired the assets of Saddle Well Services Inc. of Alberta consisting of a single well service rig and associated equipment on August 16, 2018, thereby establishing an entry into the southeast Alberta well servicing market.

The Corporation received approval from the TSX to acquire for cancellation up to 5 percent of the Corporation’s issued and outstanding common shares under a Normal Course Issuer Bid (“the 2017 Bid”). A total of 2,227,774 common shares were purchased and cancelled pursuant to the 2017 Bid at a total cost of $8.8 million.

In November 2018, the Corporation received approval from the TSX to acquire for cancellation up to 5 percent of the Corporation’s issued and outstanding common shares under a Normal Course Issuer Bid (“the 2018 Bid”). As of December 31, 2018 a total of 246,088 common shares had been purchased and cancelled pursuant to the 2018 Bid at a total cost of $0.8 million.

For the year ended December 31, 2018, the Corporation added $9.8M in capital additions, disposed of Blackfalds property and various equipment for proceeds of $3.4M, acquired the assets of Saddle Well Control and acquired Powerstroke resulting in year to date $13.6M of net cash used in investing activities.

***2019***

In early 2019, extreme cold weather impacted well servicing operations with lower operating hours although High Arctic generally maintained its market share. The strategy to diversify into new markets generated 1,584 hours of rig work in the US in the first quarter. International operations had both rigs 103 and 104 operating throughout the first quarter.

The Chairman of the Board of High Arctic was recognized for his focus on trade and improving trade relationships between Canada and PNG in March, with his appointment as PNG Honorary Consul to Canada.

The Corporation acquired the assets of Precision Drilling‘s snubbing services business located entirely in Canada (“Precision Snubbing”). The acquisition closed in April 2019 and provided High Arctic with additional quality snubbing equipment and access to experienced personnel and crews. The purchase price of $8.25 million was settled in cash from cash on hand. The acquisition provided High Arctic with twelve additional marketed snubbing units as well as certain patent rights related to the design and configuration of stand-alone snubbing units and spare equipment.

High Arctic continued preservation of a strong capital structure characterized by no long-term debt and an extension of its Facility Letter to August 2021, with fewer covenants.

In August, Rig 104 was stacked in the customers forward base location awaiting notice of additional work, while Rig 103 and its leapfrog continued to operate for the rest of the year. Safety excellence was maintained in PNG with 3 years and 2 million man-hours “Total Recordable Incident Frequency” free record in August and September respectively. This was maintained throughout the remainder of the year. Canadian operations achieved a 1-year “Lost Time Injury Free” record on the 25th of September with Cold Lake operations recording 6.2 years and 1.5 million manhours of Total Recordable Incident Free with Imperial Oil Limited (“IOL”). In May, High Arctic was awarded the International Association of Drilling Contractors – Australasian Chapter Land Contractor Safety Statistics Award for 2018, which High Arctic also won previously for 2017 and 2015.

A total of 1,397,247 common shares were purchased and cancelled in 2019 pursuant to the 2018 Bid at a total cost of $5.1 million. In December 2019, the Corporation received approval from the TSX to acquire for cancellation up to 5 percent of the Corporation’s issued and outstanding common shares under a Normal Course Issuer Bid (“the 2019 Bid”).

As of December 31, 2019, there had been no purchases and cancellations pursuant to the 2019 Bid.

For the year ended December 31, 2019, the Corporation added $14.8M in capital additions, disposed of various equipment for proceeds of $4.9M, acquired the snubbing assets of Precision Drilling for $8.25M and acquired three snubbing units from a competitor resulting in year to date $17.4M of net cash used in investing activities.

## DESCRIPTION OF THE BUSINESS

High Arctic provides oilfield services to exploration and production companies operating in Canada and PNG. High Arctic has organized its business into three operating segments: Drilling Services; Production Services; and Ancillary Services, supported corporately. For purposes of the summary below, only those segments with operating revenue are analyzed.

### Revenue

| | Year ended 31 December 2019 | | Year ended 31 December 2018 | |
|---|---|---|---|---|
| | **Revenue (millions)** | **% of Total Revenue** | **Revenue (millions)** | **% of Total Revenue** |
| Drilling Services | $71.5 | 39% | $93.0 | 46% |
| Production Services | $92.4 | 50% | $84.9 | 42% |
| Ancillary Services | $24.6 | 13% | $29.1 | 14% |
| Inter-Segment Elimination | ($3.0) | (2%) | ($3.7) | (2%) |
| **Total** | $185.5 | **100%** | $203.3 | **100%** |

### Drilling Services

The Drilling Services segment consists of High Arctic's drilling services in PNG where the Corporation has operated since 2007. High Arctic currently operates the largest fleet of tier-1 heli-portable drilling rigs in PNG, with two owned rigs (Rigs 115 and 116) and two rigs (Rigs 103 and 104) managed under operating and maintenance contracts for one of the Corporation's key customers.

There are significant oil and natural gas reserves in PNG and the country has become a key energy exporter to the Asian LNG markets. A major step towards this goal was the completion in 2014 of a liquefied natural gas project. Both primary participants in the project are customers of High Arctic. The project provides both liquefaction and storage facilities with a name plate capacity of 6.9 million tonnes per annum to Asian LNG consumers through long term agreements, however it has consistently produced at above nameplate since inception. Other LNG projects are also being considered by other operators within PNG with a gas agreement signed in April 2019 between PNG and the proponents of the Papua LNG project for export of gas from the Antelope Field. The agreement was subsequently ratified by the government of PNG in August 2019.

#### *Drilling Rig Fleet*

The two owned heli-portable rigs, 115 and 116, were acquired in 2014 and became available for use in 2015 upon the completion of certain customer requested upgrades necessary to meet PNG's high international drilling standards. Each rig is a 1500 horsepower, AC electric, self-erecting rig that is designed to be broken down into 4500kg loads to allow for helicopter transport to areas with remote or limited access.

Rigs 103 and 104 are owned by one of High Arctic's key customers. These rigs have been operated and managed by High Arctic on behalf of its customer since 2007. Rigs 103 and 104 are also heli-portable 1500 horsepower, AC electric rigs.

Supporting Rigs 103 and 104 are two partial rig packages which are referred to as "Leapfrog" Rigs 103 and 104. These Leapfrog Rigs consist of a center rig section which is identical to the center rig section utilized in the complete Rig 103 and 104 rig packages.

Where appropriate, these Leapfrog rigs are utilized to advance the setup time at the next drilling location while drilling is completed by the main Rig 103 or 104 at its existing location. While drilling operations are ongoing at the existing location, the Leapfrog rig is setup at the new location. Upon completion of drilling at the existing location, the remaining drilling rig components are mobilized to the new location which already has the center section of the Leapfrog rig setup.

Rig camps are also provided as part of the rig packages for the rigs.

***Contracts***

Drilling Services are generally conducted under a daily rate contract where the Corporation charges a fixed rate per day depending on the activity being conducted. Such contracts generally have an operating rate while the equipment is operating and a reduced rate for other periods such as when the equipment is on standby waiting for orders or is moving between well locations.

The Corporation's owned Rig 115 was operating under a take-or-pay contract that commenced upon the clearance of PNG customs and expired in June 2017, twenty-four months after the spud date of the first well utilizing the rig. In December 2017, the Corporation signed a contract with a different customer to drill two wells with Rig 115. Rig 115 completed all work associated with this new contract in Q3 2018 and has since been stacked in Port Moresby, preserved and ready for redeployment.

The Corporation's owned Rig 116 remained under its take-or-pay contract until November 2, 2018. Rig 116 has remained in Port Moresby throughout the duration of its take or pay contract and has been maintained ready to deploy and is currently being marketed for services in PNG and abroad.

Under the Corporation's operations and management contracts for Rigs 103 and 104, High Arctic provides drilling services to the Corporation's key customer as well as other customers operating in PNG, for which the Corporation receives a daily drilling services rate. As compensation for the use of the rigs, the Corporation pays the customer a daily rig lease rate for the days the rig is utilized. The contracts for Rigs 103 and 104 are not take-or-pay and revenue is generated based on level of activity and services performed. In August 2018, the contracts for Rigs 103 and 104 were extended until August 31, 2021.

Each contract referred to above is negotiated between the parties but standardized terms and conditions have been developed with the customer over time. The main terms and conditions of each drilling contract are generally in line with the model IADC contract ("International Association of Drilling Contractors") as modified to reflect the conditions in PNG and include considerable detail related to the equipment and services provided by each party, standards of performance, indemnities for loss and risks and the applicable day rates, as well as containing standard terms and conditions commonly found in international oilfield services contracts.

A significant factor in determining the financial performance resulting under each contract is the level of activity at full operating rate as compared to lower rates that apply while waiting on orders or while services are suspended with or without crews. The drilling program details such as the number, type and location of wells is not specified under the contract as the customer retains control and discretion over the activity. The Corporation is at risk for mechanical or other breakdown of the drilling rig or other equipment and goes on "zero rate" after a short grace period. The remote location of the operations can have a significant impact on the time required to complete a repair. The Corporation manages the risk by maintaining an extensive inventory of spare parts in the field and by having experienced technical personnel on site and in its field support bases.

Each contract has certain termination rights that can be invoked for failure to perform in accordance with the contract.

In aggregate, the total of the contracts for the drilling rigs operated in PNG accounted for approximately 39% of the Corporation's revenue in 2019 (2018 – 46%). As such, the loss of these contracts would have a materially negative impact on financial results of the Corporation. The operations and management contracts for Rigs 103 and 104 were renewed for a three-year term in August 2018.

High Arctic attempts to mitigate the risk of loss of these contracts through its operational performance and experience operating in PNG's challenging operational environment. A high level of operational integration also exists between the Corporation and its primary customer with respect to drilling activity.

### *Competition*

The majority of wells drilled in PNG are currently completed with a heli-portable drilling rig. This is due to the remote nature of drilling activities in PNG and the lack of suitable road infrastructure required to move traditional land-based drilling rigs. Due to High Arctic's long-term experience and operational performance in PNG the Corporation is currently the only active operator of heli-portable drilling rigs in PNG. Wells in PNG are expensive to drill by world standards which can limit the amount of drilling activity. As a result, there are relatively few active operators drilling wells at any particular time. To the Corporation's knowledge, there are three other heli-portable drilling rigs in PNG, one of which is a substantially older rig but of similar size to the Corporation's with the remaining two being older smaller rigs not suitable for drilling operations similar to those completed by the Corporation. None of these competitor drilling rigs have operated since 2015.

In addition to local competitors in PNG, the Corporation may also compete with other drilling contractors that operate heli-portable drilling rigs in the global oilfield services market. Due to the specialized nature of heli-portable drilling rigs, the size of the global heli-portable drilling rig fleet capable of drilling for oil and gas in PNG is limited. These rigs are generally operated by large multinational oilfield service companies who may have greater financial resources and operating assets than the Corporation. The majority of these rigs are located and operated in South America and would require significant investment to relocate to PNG.

Certain areas with sufficient road infrastructure may be developed to support a traditional land-based rig. To the Corporation's knowledge, there are currently two land-based rigs located in PNG capable of drilling wells typically completed in PNG. Due to higher mobilization costs associated with heli-portable drilling operations, the Corporation's heli-portable rigs are typically utilized for remote access operations and as such do not compete in areas where traditional land-based rigs are more cost effective to utilize. Neither of these competitor rigs have operated since 2016.

The Corporation has established a position as a leading drilling contractor operating at high international standards in PNG. High Arctic has had a long-term relationship with one of the country's most active operators and has also performed services for and established relationships with the country's other main operators.

The success and activity of the Corporation in PNG is dependent on its continued operational performance as well as the continued exploration and development plans of its customers. The Corporation's primary customers in PNG are the most active operators in PNG, and PNG is a core part of their business activities.

### *Economic Dependence*

During 2019, the Corporation provided Drilling Services to two large multinational/regional customers (2018 – two) which individually accounted for greater than 10% of the Corporation's consolidated revenue during 2019. Sales to these customers were approximately $84.3 million and $22.8 million for the year ended December 31, 2019 (2018 - $86.7 million and $23.2 million).

## Production Services

The Production Services segment consists of High Arctic's Well Servicing and Snubbing operations. These operations are primarily conducted in the Western Canadian Sedimentary Basin ("WCSB") through High Arctic's fleet of Well Servicing rigs, operating as Concord Well Servicing, and its fleet of stand-alone and rig assist snubbing units. In addition, High Arctic also offers work-over services in PNG with its heli-portable work-over rig.

### *Well Servicing*

High Arctic operates one of the largest service rig fleets in the WCSB. The Corporation's service rigs are used primarily for completions, maintenance, workovers and abandonment services on producing oil and gas wells. Completion services prepare newly drilled wells for production and may include cleaning out, installing production tubing or downhole equipment. Workover services include major repairs or modifications to existing wells. Workovers are done to restore and enhance production in an existing producing well or plugging or abandoning a well. Well maintenance services are required to ensure continuous and efficient production of a producing well. These services include routine mechanical repairs or replacing damaged production tubing.

### *Service Rig Fleet*

The table below shows the configuration of the Concord Well Servicing fleet as at December 31, 2019:

| Size of Mobile Rig | Marketed | Total Owned |
|---|---|---|
| Single | 27 | 38 |
| Double | 23 | 38 |
| Slant | 3 | 10 |
| **Total** | **53** | **86** |

### *Snubbing*

Snubbing is the process of moving the tubing and drill pipe into and out of a wellbore under pressure. The ability of the producing formation to flow in a permanently pressure-controlled environment is a significant advantage in successfully addressing common production problems in fluid sensitive formations, low pressure reservoirs, naturally fractured reservoirs and low permeability sandstone reservoirs. The largest activity of High Arctic's Snubbing operation is running production tubing to complete wells for production.

The Stand Alone Snubbing System® was designed and developed by High Arctic in 1997 primarily to assist in the completion of shallow to medium natural gas wells without the need to have both a conventional service rig and a Rig Assist unit to perform Snubbing operations. The Stand Alone Snubbing System® allows wells to be completed while eliminating the use of a conventional service rig and Rig Assist combination by providing all self-contained support equipment required for its operation. High Arctic has developed a proprietary load management system that allows work to be conducted on the well without the transfer of extra weight to the wellhead, in order to minimize ground disturbances and enable the Stand Alone Snubbing System® to be free standing.

### *Snubbing Fleet*

The table below shows the configuration of the Snubbing fleet as at December 31, 2019:

| Type of Snubbing Unit | Marketed | Total |
|---|---|---|
| Stand Alone | 18 | 26 |
| Rig Assist | 5 | 10 |
| **Total** | **23** | **36** |

### *Hydraulic Workover Rigs*

HWRs are capable of the majority of workovers, completions, re-entries, abandonments and Snubbing operations that are otherwise conducted with conventional draw work type service rigs in combination with Rig Assist units. The HWRs moves the tubular components in and out of the wellbore using hydraulic rams and slip assemblies. The Corporation owns one Heli-Portable Hydraulic Workover Rig 102.

### *Contracts*

The Corporation's Well Servicing and Snubbing services are generally conducted under an hourly rate contract dependent upon the services being provided. The Well Servicing and Snubbing units used in well completions and workovers operate on a well-to-well, call-out basis where the customer calls for a unit to perform the required services on a particular well.

The Corporation generally signs master services agreements that govern the terms of any work provided but does not specify or guarantee any level of work. In addition, it has a number of first call arrangements whereby the customer agrees to normally give High Arctic a first chance to perform the work but does not guarantee any level of work and may not be exclusive. Not one of these contracts is material to the Corporation on an individual basis. Well Servicing and Snubbing services are typically awarded on the basis of an agreed upon bid sheet on a job by job basis. Long term contracts are not typically awarded in the industry.

Hydraulic Workover services in PNG are generally provided on a day rate basis on well-to-well programs.

The Corporation ordinarily seeks to limit its exposure to down hole risks, such as damage to the reservoir, blow outs, loss of hole and loss of equipment in the hole, other than limited liability in some instances for gross negligence. The customer also generally takes on the responsibility for well site reclamation and environmental damage associated with drilling fluids and pollution originating below the earth's surface.

***Competition***

The Well Servicing market in the WCSB is highly competitive with a few large competitors and many smaller competitors. High Arctic's Concord service rig division competes against approximately 802 service rigs of varying design and capacity operating in the WCSB (source: Canadian Association of Oilwell Drilling Contractors "CAODC"). The six largest service rig companies, including High Arctic, account for approximately 56% of the total registered service rig fleet in the WCSB (source: CAODC). Service rigs typically operate within a fairly close proximity to their home base and, therefore, the competition is more localized in nature and effectively limited to other service rigs based nearby.

Similar to the Well Servicing market, competition for Snubbing services is also quite competitive, however, due to the specialized nature of these services, there are a limited number of competitors. High Arctic operates approximately 60% of the available Stand Alone snubbing units in the WCSB.

High Arctic operates the only Hydraulic Workover Rig in PNG.

## Ancillary Services

The Ancillary Services segment consists of High Arctic's oilfield rental equipment in Canada and PNG as well as its Canadian Nitrogen and compliance services.

***Cryogenic Liquid Nitrogen Pumping Services***

The Corporation delivers liquid nitrogen to clients using $N_2$ pumping units. $N_2$ is an inert gas that is non-corrosive and non-explosive and is used in place of air whenever a risk hazard assessment dictates. Nitrogen services were originally used primarily in support of underbalanced (Snubbing) operations; however the Corporation's $N_2$ units are now widely used in the oil and natural gas industry. High Arctic's high pressure Cryogenic Liquid Nitrogen Pumpers are used in applications such as fracturing, coil tubing clean out, purging pipelines, pressure testing vessels, and in the completion of oil and natural gas wells. Nitrogen is often pumped into the wellbore related to the underbalanced work to safely improve the recovery of introduced or produced fluids, while reducing the potential for damaging the formation.

The Cryogenic Liquid Nitrogen Bulkers are a trailer mounted storage tank that are used for transporting liquid nitrogen to the well sites for use in nitrogen pumping operations.

***Nitrogen Fleet***

The table below shows the configuration of the $N_2$ fleet as at December 31, 2019:

| Type of Nitrogen Unit | Marketed | Total |
|---|---|---|
| Pumpers | 9 | 12 |
| Bulkers | 5 | 5 |
| **Total** | **14** | **17** |

***Equipment Rental Services***

The Corporation has an extensive fleet of rental equipment in PNG and Canada. Its PNG rental fleet includes matting, cranes, forklifts, trucks, camps, pumps, generators, tanks and lighting towers. The Corporation's Canadian rental fleet primarily consists of high pressure blowout preventers, boilers, lighting towers and rig shacks. Rental of the Corporation's equipment is typically charged on a day rate basis.

### *Work Site Mats*

The Corporation's work site mats are an environmental friendly mat made of a high-density polyethylene composite. The mats are suitable for a wide range of applications where access, ground protection and a solid base is required for heavy equipment. They are well suited for the difficult terrain in PNG where wet and boggy conditions are often encountered. These mats are suitable for drilling and mining activities, pipeline construction, plant construction and camp facilities. At December 31, 2019, the Corporation had approximately 1,800 work site mats under contract in PNG and an additional 4,000 on hand. The Corporation is actively pursuing domestic markets in PNG, as well as other international markets for its uncontracted mats.

### *Competition*

The Corporation competes with a large number of service providers for its Ancillary Services. Other than the segment's fleet of specialized blowout preventers and boilers which are solely used in the oil and gas industry, its remaining fleet of rental equipment is capable of being utilized in other industries beyond oil and gas development. While this provides an expanded market, it also increases the number of potential competitors.

Due to the size of the market and remote operations, the Corporation faces less competition for its rental equipment in PNG. However, as the Corporation pursues alternative markets in PNG and internationally, it will face additional competition from other service providers operating in those markets.

The factors that will allow the Corporation to remain competitive in the markets for its Ancillary services are the Corporation's ability to supply the necessary equipment and services when required at competitive prices.

## Seasonality

The Corporation's Canadian Production Services and Ancillary Services operations are seasonal in nature and are impacted by weather conditions that may hinder the Corporation's ability to access locations or move heavy equipment. The highest rate of activity in the industry is typically during the winter season, from November through March when frozen ground conditions allow for the movement of equipment in the field. The lowest period of activity is during spring breakup which commences with the thawing of the frozen winter ground in March until the completion of wet spring weather in June. During this period, wet ground conditions prevent the movement of heavy equipment.

High Arctic's inability to operate during any period has a higher impact on the results of its operations compared to some of its competitors who are in a position to deploy additional, potentially idle, equipment in the face of "catch-up" demand after the adverse operating conditions have subsided. The Corporation has mitigated some of this risk through its international operations which are not as dependent on weather and do not have the same seasonality constraints as its Canadian operations.

## Environmental Protection

The Canadian and PNG oil and natural gas industries are regulated by a number of federal, provincial and state governmental bodies and agencies under a variety of federal, provincial and state legislation that sets forth numerous prohibitions and requirements, with respect to planning and approval processes related to land use, sustainable resource management, waste management, responsibility for the release of presumed hazardous materials, protection of wildlife and the environment and the health and safety of workers. Legislation provides for restrictions and prohibitions on the transport of dangerous goods and the release or emission of various substances, including substances used and produced in association with certain oil and natural gas industry operations. The legislation addresses various permits, drilling, access road construction, camp construction, well completion, installation of surface equipment, air monitoring, surface and ground water monitoring in connection with these activities, waste management and access to remote or environmentally sensitive areas.

The operations of the Corporation are subject to a variety of federal, provincial, state and local laws, regulations and guidelines, and as a consequence, the various environmental and health and safety statutes and regulations governing the manufacturing, processing, importation, transportation, handling and disposal of substances used in oil and natural gas operations. The trend has been towards the imposition of more restrictions and limitations on activities that may impact the environment, including limitations over the emissions of greenhouse gases and the introduction of so-called carbon taxes.

Compliance with such legislation can require significant expenditures and a breach of such requirements may result in the imposition of material fines and penalties. The Corporation did not incur any material expenditure in the past year as a result of environmental protection requirements, nor does it anticipate environmental protection requirements to have a material financial or operational impact on the capital expenditures, earnings or competitive position of the Corporation in 2020. See *"Risk Factors – Environmental Liability"* and *"Risk Factors – Government Regulation".*

## Employees

At December 31, 2019, High Arctic had the following number of employees:

| Operating Region | Number of Employees |
|---|---|
| PNG | 205 |
| Canada (including Corporate administration) | 530 |
| **Total** | **735** |

# RISK FACTORS

The Corporation's business is subject to a number of risks and uncertainties, some of which are summarized below. Readers should carefully consider the risk factors set out below and consider all other information contained herein and in the Corporation's other public filings prior to making an investment in the Corporation's Common Shares. If any such risks were to materialize, the Corporation's business, financial condition, results of operations, cash flows or prospects could be materially adversely affected. In turn, this could have a material adverse effect on the trading price of the Common Shares. The risks set out below are not an exhaustive list, nor should they be taken as a complete summary or description of all the risks associated with the Corporation's business and the oil and gas service business generally.

The success of the Corporation is dependent to a great extent on the health of the oil and natural gas industry in Canada and internationally which, in turn, is driven in large part by commodity prices. As a service provider to this industry, the Corporation is exposed to various risks, including:

- volatility in global supply and demand and market prices for oil and natural gas and the effect of these volatilities on the demand for oilfield services generally;
- uncertainties in weather affecting the ability to provide services at all and/or the duration of the service periods and the activities that can be completed, including the seasonality that affects industry activity in Canada;
- reduction in industry activity levels due to lower commodity prices;
- changes in legislation and the regulatory environment, including uncertainties with respect to royalty regimes, environmental initiatives and provincial production limitations;
- alternatives to and changing demands for petroleum products;
- the worldwide demand for oilfield services in connection with the workover and completion of oil and natural gas wells;
- general economic and political conditions in Canada, the US and Southeast Asia including variations in currency exchange rates, interest rates and income tax rates;
- liabilities and risks inherent in oil and natural gas operations, including environmental liabilities and risks arising below ground surface;
- credit risks associated with customers in the oil and natural gas industry, including the inability of a significant customer to pay for goods and services that have been provided; and
- risks inherent in foreign operations, including political, economic risk and the risk of foreign currency controls that could restrict the transfer of funds in or out of countries in which the Corporation operates or result in the imposition of taxes on such transfers.

These factors may have an impact upon the Corporation's customer base which, in turn, would impact the Corporation's business prospects. The following provides a further description of the risks associated with the Corporation's business and the oilfield services business in general. This list should not be taken as an exhaustive list, nor should it be taken as a complete summary or description of all the risks associated with the Corporation's business.

***Volatility of Industry Conditions***

The demand, pricing and terms for the Corporation's services depend significantly upon the level of expenditures made by oil and gas companies on exploration, development and production activities. Expenditures by oil and gas companies are typically directly related to the demand for, and price of, oil and gas. Generally, when commodity prices and demand are predicted to be, or are relatively high, demand for High Arctic's services is high. The converse is also true.

The prices for crude oil and gas have fluctuated widely during recent years and may continue to be volatile in the future. Crude oil prices have decreased significantly since mid-2014 and have fluctuated in response to a variety of factors beyond High Arctic's control, including: global energy supply, production and policies, including the ability of the Organization of Petroleum Exporting Countries ("OPEC") to set and maintain production levels in order to influence prices for oil; oil and gas production by non-OPEC countries; the level of consumer demand; political conditions, including the risk of hostilities in the Middle East and global terrorism; global and domestic economic conditions, including currency fluctuations; cost of exporting, producing and delivering oil and gas; technological advances affecting energy consumption; weather conditions; the effect of world-wide energy conservation and greenhouse gas reduction measures and the price and availability of alternative energy sources; and government regulations.

In addition to current and future oil and gas prices, the level of expenditures made by oil and gas companies are influenced by numerous factors over which the Corporation has no control, including but not limited to: general economic conditions; the cost of exploring for, producing and delivering oil and gas; the discovery rates of new oil and gas reserves; cost and availability of drilling equipment; availability and expected availability of pipeline and other oil and gas transportation capacity; North American natural gas storage levels; taxation and royalty changes; government regulation; environmental regulation; ability of oil and gas companies to obtain credit, equity capital and/or debt financing; and currency fluctuations in the jurisdiction where we operate. A further decline in expenditures by oil and gas companies caused by the decrease in crude oil prices since mid-2014 and continued low natural gas prices or otherwise, could have a material adverse effect on High Arctic's business, financial condition, results of operations and cash flows.

***Pipeline Constraints and Energy Industry Uncertainty***

The uncertainties that exist within the Canadian oil and gas industry are ongoing. Industry activity continues to be muted due to low domestic oil prices, including a significant differential for Western Canadian Select to WTI oil prices. This is as a result of the surplus of oil production in Western Canada relative to the takeaway capacity caused by pipeline constraints. The previous Alberta Government introduced apportionment of oil production in the province in an effort to lift the price received for oil, and although there have been adjustments to this initial program under the new provincial government, apportionment continued throughout 2019. Notwithstanding the fact that the Canadian federal government purchased one pipeline, the ability to complete this particular pipeline, or others in the future, the ultimate resolution of the takeaway capacity issue requires considerable leadership and mediation skill. There will continue to be uncertainty until government policy and action provides definitive support. Until then, the WCS to WTI differential will continue to erode the ability for producers (our customers) to continue to operate in the Canadian marketplace.

***Reliance on Key Personnel***

The success of the Corporation is dependent upon its key personnel. Any loss of the services of such persons could have a material adverse effect on the business and operations of the Corporation. The Corporation's ability to provide reliable and quality services is dependent on its ability to hire and retain a dedicated and quality pool of employees. The Corporation strives to retain employees by providing a safe working environment, competitive wages and benefits, and an atmosphere in which all employees are treated equally regarding opportunities for advancement. The unexpected loss of key personnel or the inability to retain or recruit skilled personnel could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

### *Dependence on Major Customers*

The Corporation has a wide range of customers comprised of small independent, intermediate and large multinational oil and gas producers. Notwithstanding its large customer base, the Corporation provides ongoing services to two large multinational/regional customers which accounted for approximately 45% of the Corporation's revenue in 2019. The Corporation has historically had a stable relationship with these customers, however, there can be no assurance that the Corporation's relationship with these customers will continue. A significant reduction or total loss of the business from these customers, if not offset by sales to new or existing customers, may have a material adverse effect on the Corporation's business, results of operations, financial condition and cash flows.

### *Excess Equipment Levels in the Industry*

Due to the long-life nature of oilfield service equipment and the long delivery time for equipment being manufactured, the quality of equipment available does not always correspond with the demand for its use. Periods of high demand often lead to increases in capital expenditures, which in turn lead to increased supply and decreased demand. Such increases in supply often lead to downward pricing pressures across the industry which could materially impact the Corporation's profitability. Additionally, the Corporation could fail to secure sufficient work in which to employ its equipment, which could have a material adverse effect on the Corporation's business, results of operations, financial conditions and cash flows.

### *Competition*

The oil and gas services industry is highly competitive and the Corporation competes with a substantial number of companies which may have more equipment and personnel as well as greater financial resources. The Corporation's ability to generate revenue and earnings depends primarily upon its ability to win bids in competitive bidding processes and to perform awarded projects within estimated times and costs. There can be no assurance that such competitors will not substantially increase the resources devoted to the development and marketing of products and services that compete with those of the Corporation or that new or existing competitors will not enter the various markets in which the Corporation is active. In certain aspects of its business, the Corporation also competes with a number of small and medium-sized companies, which, like the Corporation, have certain competitive advantages such as low overhead costs and specialized regional strengths. In addition, reduced levels of activity in the oil and natural gas industry can intensify competition and may result in lower revenue for the Corporation.

### *Safety Performance*

Standards for the prevention of incidents in the oil and natural gas industry are governed by service company safety polices and procedures, accepted industry safety practices, customer specific safety requirements and health and safety legislation. Many customers consider safety performance a key factor in selecting oilfield service providers. Deterioration of the Corporation's safety performance could result in a decline in the demand for the Corporation's services and could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

### *Operational Risk and Insurance*

The Corporation's operations are subject to operational risks inherent in the oil and natural gas industry. These risks include equipment defects, malfunction and failures, human error, natural disasters, vehicle accidents, explosions and uncontrollable flows of natural gas or well fluids that can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruptions and damage to or destruction of property, equipment and the environment. These risks could expose the Corporation to substantial liability for personal injury, wrongful death, property damage, loss of oil and natural gas production, pollution, and other environmental damages. The frequency and severity of such incidents will affect operating costs, insurability and relationships with customers, employees and regulators.

Although the Corporation contractually limits and excludes certain potential liabilities and maintains insurance coverage that it believes is adequate and customary for an operator in the oilfield services industry, there can be no assurance that such insurance will be adequate to cover the Corporation's future liabilities. In addition, there can be no assurance that the Corporation will be able to maintain adequate insurance at rates it considers reasonable and commercially justifiable.

The occurrence of a significant uninsured claim, a claim in excess of the insurance coverage limits to be maintained by the Corporation, or a claim at a time when the Corporation is not able to obtain liability insurance, could have a material adverse effect on the Corporation's ability to conduct normal business operations and on its financial condition, results of operations and cash flows.

***Risks Applicable to the Corporation's International Activities***

The Corporation operates in international locations, including PNG, which displays characteristics of an emerging market. The Corporation's operations in PNG and elsewhere are subject to special risks inherent in doing business outside Canada. These risks can involve matters arising out of the policies of foreign governments, imposition of special taxes or similar charges by government bodies, restrictions on carrying on business or the revocation or non-issuance of licenses to carry on business by a foreign government, foreign exchange fluctuations and controls, civil disturbances, including landowner disputes, and deprivation or unenforceability of contract rights or the taking of property without fair compensation. Foreign properties, operations and investments may be adversely affected by local political and economic developments, including nationalization, laws affecting foreign ownership, government participation, royalties, duties, rates of exchange, exchange controls, currency fluctuation, taxation and new laws or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Furthermore, it is important for the Corporation to maintain good relationships with the governments in the countries in which it operates. The Corporation may not be able to maintain such relationships if the governments of these countries change. Certain regions in which the Corporation may conduct operations have been subject to political and economic instability. The Corporation's operations are subject to government legislation, policies and controls relating to environmental protection, taxes and labour standards. To attempt to mitigate these risks, the Corporation employs personnel with extensive experience in the international marketplace, supplemented with qualified local staff. Management is unable to predict the extent or duration of these risks or quantify their potential impact.

Notwithstanding the above, the CEO of High Arctic was appointed as the PNG Honorary Consul in March 2019.

Further, PNG elected a new minority government in May 2019, and the ability for a coalition to continue is unknown, which adds to the complexity applicable to doing business in PNG.

Since the Corporation derives a significant portion of its revenues from its subsidiaries incorporated outside Canada, the payment of dividends or the making of other cash payments or advances by these subsidiaries to the Corporation may be subject to restrictions or controls on the transfer of funds in or out of these countries or result in the imposition of taxes on such payments or advances. In addition, since the Corporation's international activities are governed by foreign laws, in the event of a dispute, the Corporation may be subject to the exclusive jurisdiction of foreign courts and the application of foreign laws or may not be successful in subjecting foreign persons to the jurisdiction of Canadian courts.

The Bank of PNG policy continues to encourage the local market in PNG kina. Due to High Arctic's requirement to transact with international suppliers and customers, High Arctic has received approval to continue to maintain its USD account within the conditions of the Bank of PNG currency regulations. The Corporation has taken steps to increase its use of PNG kina for local transactions when practical. Included in the Bank of PNG's conditions is for future drilling contracts to be settled in PNG kina, with any foreign currency denominated contracts requiring Bank of PNG approval. The Corporation will continue to seek Bank of PNG approval for the customer contracts to be settled in USD on a contract by contract basis. There is no assurance the Bank of PNG will continue to grant these approvals.

If such approvals are not received, the Corporation's PNG drilling contracts will be settled in PNG kina which would expose the Corporation to exchange rate fluctuations related to the PNG kina. In addition, this may delay the Corporation's ability to receive USD which may impact the Corporation's ability to settle USD denominated liabilities and repatriate funds from PNG on a timely basis. The Corporation is evaluating various alternatives to help to mitigate its exposure to these currency controls. The Corporation intends to repatriate excess funds from PNG consistent with past practices as approval is received from the Bank of PNG and the Internal Revenue Commission.

In addition to the approval from the Bank of PNG to maintain a USD account in PNG and maintain the Corporation's contracts in USD, the Corporation is also required to receive a tax clearance certificate from the Internal Revenue Commission in order to make payments to non-resident suppliers and disbursements such as intercompany dividends out of PNG. Other than the processing time to receive these certificates, the Corporation has not experienced issues receiving these certificates in the past.

***Government Regulation and Anti-Bribery Laws***

The operations of the Corporation in Canada, PNG and elsewhere are subject to a variety of federal, provincial and local laws, regulations, and guidelines, including laws and regulations relating to health and safety, the conduct of operations, the protection of the environment, the operation of equipment used in its operations and the transportation of materials and equipment it provides for its customers. Such laws or regulations are subject to change and may have a material impact to the Corporation's operations or costs to comply with changes to such laws or regulations in the future. Accordingly, it is impossible to predict the cost or impact that such laws and regulations may have on the Corporation or its future operations.

The Corporation's obligation to comply with laws and regulations also includes those involving bribery and anti-corruption. High Arctic currently operates in Canada, US and PNG and may expand its operations to other international locations in the future. In the course of the Corporation's operations High Arctic personnel may be required to interact with certain government and foreign officials from time to time. The Corporation has controls, policies, procedures, and training that mandate the compliance with these laws and regulations, however there can be no assurance that employees or consultants will not violate these controls, policies, and procedures. Any alleged violation of these laws and regulations could disrupt the business and cause High Arctic to incur significant costs to investigate any alleged breach. If High Arctic was found to be in contravention with these laws and regulations, severe civil and criminal penalties and other sanctions could materially harm their reputation, business, result of operations, financial conditions, and liquidity.

***Sources, Pricing and Availability of Equipment and Equipment Parts***

The Corporation sources its equipment and equipment parts from a variety of suppliers which are located throughout the world. Failure of suppliers to deliver supplies and materials in a timely and efficient manner would be detrimental to the Corporation's ability to maintain levels of service to its customers. The Corporation is also dependent on the technical services of other parties for certain parts and services. High Arctic attempts to mitigate this risk by maintaining good relations with key suppliers. However, if the current suppliers are unable to provide the supplies and materials, or otherwise fail to deliver products in the quantities required, any resulting delays in the provision of services to our clients could have a material adverse effect on our results of operations and our financial condition.

***Climate Change, Natural Disasters and Environmental Regulations***

The effects of climate change, including physical and regulatory impacts, could have a negative impact on our operations and the demand for oil and natural gas. Laws, regulations or treaties concerning climate change or greenhouse gas emissions, including incentives to conserve energy or use alternate sources of energy, can have an adverse impact on the demand for oil and natural gas, which could have a material adverse effect on High Arctic. Natural disasters such as flooding or forest fires, may result in delays or cancellation of some of our customer's operations or could increase our operating costs (such as insurance costs), which could have a material adverse affect on our business and operating results. We cannot, however, estimate the degree to which these events could impact our business and operating results. Canada and the US are signatories to the Paris Agreement drafted at the United Nations Framework Convention on Climate Change in December 2015. The goals of the Paris Agreement are to prevent global temperature rise from exceeding 2 degrees Celsius above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5 degrees Celsius above preindustrial levels. On August 4, 2017, the US submitted formal notice of intention to withdraw from the Paris Agreement; however, under the terms of the Paris Agreement, the US will remain a party until approximately August 2020. It is uncertain whether the US will adhere to the exit process and/or enter into separately negotiated agreements related to climate change. In Canada, in connection with its commitments under the Paris Agreement, the federal government developed the Pan-Canadian Framework on Clean Growth and Climate Change in 2016 (the "PCF"). The PCF requires all provinces and territories to have a carbon price of $20 per tonne in 2019 and rising by $10 per year to $50 per tonne in 2022. Provinces and territories can implement either an explicit price-based system (such as the systems implemented in British Columbia and Alberta) or a cap and trade system.

It is not possible at this time to predict the effect of the Paris Agreement and climate change-related legislation in Canada and the US or whether additional climate-change legislation, regulations or other measures will be adopted at the federal, state, provincial or local levels in Canada and the US. However, further efforts by governments and non-governmental organizations to reduce greenhouse gas emissions appear likely, which may reduce demand for oil and natural gas. Certain investors may discourage investments into the hydrocarbon industry. To the extent that certain institutions implement policies that discourage investments in our industry, it could have an adverse effect on our financing costs and our access to liquidity and capital. Additionally, if our reputation is diminished as a result of the industry we operate in or service, it could result in increased operating or regulatory costs, lower shareholder confidence or loss of public support for our business.

Although the Corporation is not a large producer of greenhouse gases, mandatory emissions reductions may result in increased operating costs and capital expenditures for oil and natural gas producers, thereby decreasing the demand for the Corporation's services. Given the evolving nature of the debate related to climate change and control of greenhouse gases and resulting requirements, the Corporation is unable to predict the impact of current and pending emissions reduction legislation on the Corporation and its customers and it is possible that such impact would have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

***Disease Outbreak***

A local, regional, national or international outbreak of a contagious disease, such as COVID-19, could have an adverse effect on local economies and potentially the global economy, which may adversely impact the price of and demand for oil and gas (and correspondingly, decrease the demand for our services, which could have a material adverse effect on our business, financial condition, results of operations and cash flows). Additionally, such an outbreak, if uncontrolled, may result in temporary shortages of staff to the extent our work force is impacted, which may have a material adverse effect on our business.

***Financing Risk***

The Corporation is exposed to risk associated with access to equity capital and debt financing required for business needs and the risk that necessary capital cannot be acquired on a timely basis, on reasonable terms to the Corporation, or at all. The covenants and security granted under the Credit Facility could limit its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise. Where additional financing is raised by the issuance of Common Shares or securities convertible into Common Shares, control of the Corporation may change and shareholders may suffer dilution to their investment.

***Liquidity Risk***

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity is to continually monitor its financial resources to provide sufficient liquidity to meet its liabilities when due. The Corporation's processes for managing liquidity risk include preparing and monitoring capital and operating budgets, coordinating and authorizing project expenditures, and authorization of contractual agreements. The Corporation seeks to manage its financing based on the results of these processes.

***Third Party Credit Risk***

The Corporation's accounts receivable are predominantly with customers who explore for and develop petroleum reserves and are subject to normal industry credit risks. The Corporation assesses the credit-worthiness of its customers on an ongoing basis and monitors the amount and age of balances outstanding. The Corporation views the credit risks on these amounts as normal for the industry. The carrying amount of accounts receivable represents the maximum credit exposure on this balance. During times of weak economic conditions, the risk of increased payment delays and default increases due to reductions in customers' cash flows. Failure to collect accounts receivable from customers could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows. High Arctic generally grants unsecured credit to its customers; however, it evaluates all new customers, as appropriate, and analyzes and reviews the financial health of its current customers on an ongoing basis.

The Corporation has a wide range of customers comprised of small independent, intermediate and large multinational oil and gas producers. Notwithstanding its large customer base, the Corporation provides services to three large multinational/regional customers. As at December 31, 2019, the two largest customers represented 41% of outstanding accounts receivable.

Management has assessed the two customers as creditworthy and the Corporation has had no history of collection issues with these customers, however, the inability for the Corporation's customers to meet their financial obligation to the Corporation could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

***Seasonality***

In Canada, the level of activity in the oilfield services industry is influenced by seasonal weather patterns. Extreme cold has led to customers occasionally shutting down well servicing activities for brief periods of time approximately a week in duration. Spring break-up leaves many secondary roads temporarily incapable of supporting the weight of heavy equipment particularly during the second quarter, which results in severe restrictions in the level of oilfield services. The duration of this period will have a direct impact on the level of the Corporation's activities. Spring break-up occurs earlier in the year in south-eastern Alberta than it does in northern Alberta and British Columbia. The timing and duration of spring break-up is dependent on weather patterns but it generally occurs in April and May. Additionally, if an unseasonably warm winter prevents sufficient freezing, the Corporation may not be able to access well sites and its operating results and financial condition may therefore be adversely affected. The demand for oilfield services may also be affected by the severity of the Canadian winters. In addition, during excessively rainy periods, equipment moves may be delayed, thereby adversely affecting revenues. The volatility in the weather and temperature can therefore create unpredictability in activity and utilization rates, which could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

***Foreign Exchange Rate Risk***

Foreign currency risk is the risk that a variation in the exchange rate between Canadian and foreign currencies will affect the Corporation's results. The majority of the Corporation's international revenue and expenses are transacted in USD and the Corporation does not actively engage in foreign currency hedging.

For the year ended December 31, 2019, a $0.10 change in the value of the Canadian dollar relative to the USD would have resulted in an immaterial change in net earnings for the year as a result of changes in foreign exchange.

***Failure to Realize Anticipated Benefits of Acquisitions and Dispositions***

The Corporation considers acquisitions and dispositions of businesses and assets in the ordinary course of business. Achieving the benefits of acquisitions depends in part on successfully consolidating functions and integrating operations and procedures in a timely and efficient manner as well as the Corporation's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with those of the Corporation.

The integration of acquired businesses may require substantial management effort, time and resources and may divert management's focus from other strategic opportunities and operational matters. Management continually assesses the value and contribution of services provided and assets required to provide such services. In this regard, non-core assets are periodically disposed of, so that the Corporation can focus its efforts and resources more efficiently. Depending on the state of the market for such non-core assets, certain non-core assets of the Corporation, if disposed of, could realize less than their carrying value in the financial statements of the Corporation.

***Technology Risks***

The ability of the Corporation to meet customer demands in respect of performance and cost will depend upon continuous improvements in operating equipment. There can be no assurance that the Corporation will be successful in its efforts in this regard or that it will have the resources available to meet this continuing demand. Failure by the Corporation to do so could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows. No assurances can be given that competitors will not achieve technological advantages over the Corporation.

Further, we rely heavily on information technology systems and other digital systems to operate our business. Threats to information technology systems associated with cybersecurity risks and cyber incidents or attacks continue to grow and are increased by the growing complexity of our information technology systems. Cybersecurity attacks could include, but are not limited to, malicious software, attempts to gain unauthorized access to data and the unauthorized release, corruption or loss of data and personal information, account takeovers, and other electronic security breaches that could lead to disruptions in our critical systems.

Other cyber incidents may occur as a result of natural disasters, telecommunication failure, utility outages, human error, design defects, and unexpected complications with technology upgrades. Risks associated with these attacks and other incidents include, among other things, loss of intellectual property, reputational harm, leaked information, improper use of our assets, disruption of our and our customers' business operations and safety procedures, loss or damage to our data systems, unauthorized disclosure of personal information which could result in administrative penalties and increased costs to prevent, respond to or mitigate cybersecurity events. Although we monitor our information technology systems for threats, cybersecurity attacks and other incidents are evolving and unpredictable. The occurrence of such an attack or incident could go unnoticed for a period of time. Any such attack or incident could have a material adverse effect on our business, financial condition results of operations and cash flow.

***Alternatives to and Changing Demand for Petroleum Products***

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for crude oil and other liquid hydrocarbons. The Corporation cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

***Significant Shareholders***

The Corporation has one Shareholder that directly or indirectly has the ability to control the votes to approximately 44.0% of the issued and outstanding Common Shares and, as such, may be in a position to significantly influence the outcome of actions requiring Shareholder approval.

***Internal Control Deficiencies***

Senior management personnel have conducted reviews and designed and developed processes to ensure that internal controls are established and adhered to. Based upon their evaluation of the internal controls, the Chief Executive Officer and Chief Financial Officer have satisfied themselves that the internal controls are effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, the Corporation's potential inability to successfully address potential material weaknesses in internal controls or other control deficiencies may affect its ability to report its financial results on a timely and accurate basis and to comply with disclosure and other requirements.

***Dividends***

The amount of future cash dividends paid by the Corporation will be subject to the discretion of the board of directors of the Corporation and may vary depending on a variety of factors and conditions existing from time to time, many of which will be beyond the control of the Corporation. These factors and conditions include fluctuations in capital expenditure requirements, debt service requirements, restrictions imposed on the Corporation by its lenders, operating costs, foreign exchange rates and the satisfaction of the liquidity and solvency tests imposed by applicable corporate law for the declaration and payment of dividends. There can be no assurance that the Corporation will pay dividends in the future.

***Dilution***

High Arctic may make future acquisitions or enter into financings or other transactions involving the issuance of securities of High Arctic which may be dilutive.

***Volatility in Market Price of Common Shares***

The market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Corporation's control, including the following: (i) actual or anticipated fluctuations in High Arctic's financial results; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other companies that investors deem comparable to High Arctic; (iv) the loss or resignation of members of Management or the Board and other key personnel of High Arctic; (v) sales or perceived sales of additional Common Shares; (vi) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving High Arctic or its competitors where High Arctic does not realize its anticipated benefits from such transaction;

(vii) trends, concerns, technological or competitive developments, regulatory changes and other related issues in the oil and natural gas industry; and (viii) actual or anticipated fluctuations in interest rates.

Financial markets have experienced significant price and volume fluctuations in recent years that have particularly affected the market prices of equity securities of companies and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if High Arctic's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values which may result in impairment losses.

***Interest Rate Risk***

Interest rate risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market interest rates. The Corporation is exposed to interest rate risk as its long-term debt facility, when drawn upon, is a floating rate credit facility and fluctuates in response to changes in the prime interest rates. For the year ended December 31, 2019, a 1% nominal change in the interest charged to the Corporation under its Credit Facility would not have been material.

***Income Tax Risk***

The Corporation has risks for income tax matters, including the unanticipated tax and other expenses and liabilities of the Corporation due to changes in income tax laws. The Corporation must file tax returns in the foreign jurisdictions in which it operates. The tax laws and the prevailing assessment practices are subject to interpretation and the foreign authorities may disagree with the filing positions adopted by the Corporation. The impact of any challenges cannot be reliably estimated and may be significant to the financial position or overall operations of the Corporation.

***Forward-Looking Statements and Information May Prove Inaccurate***

Shareholders and prospective investors are cautioned not to place undue reliance on the Corporation's forward-looking statements and information. By its nature, forward-looking statements and information involve numerous assumptions, known and unknown risk and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties related to forward-looking statements and information are found under the heading "Note Regarding Forward-Looking Statements" in this AIF.

***Conflicts of Interest***

Certain directors or officers of High Arctic may also, or may in the future be, directors or officers of other companies that may compete or be counterparties to agreements with High Arctic, and as such may, in certain circumstances, have a conflict of interest. Conflicts of interest, if any, will be subject to and governed by procedures prescribed by the ABCA which require a director or officer of a corporation who is a party to, or is a director or an officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract with High Arctic disclose his or her interest and, in the case of directors, refrain from voting on any matter in respect of such contract unless otherwise permitted under the ABCA. See "*Directors and Officers - Conflicts of Interest*".

***Breach of Confidentiality***

While discussing potential business relationships or other transactions with third parties, High Arctic may disclose confidential information relating to the business, operations or affairs of the Corporation. Although confidentiality agreements are to be signed by third parties prior to the disclosure of any confidential information, a breach of such confidentiality agreement could put High Arctic at competitive risk and may cause significant damage to its business. The harm to High Arctic's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There can be no assurance that, in the event of a breach of confidentiality, High Arctic will be able to obtain equitable remedies, such as injunctive relief from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

## DIVIDENDS AND DISTRIBUTIONS

On May 17, 2012, the Corporation instituted a dividend policy and the first monthly dividend of $0.01 per Common Share was paid on June 14, 2012. In March 2013, the Corporation increased its monthly divided to $0.0125 per share and subsequently increased it to $0.0165 per Common Share in November 2014. The table below summarizes the total annual dividends paid to shareholders in each of the last three fiscal periods.

| For the Year Ended | Aggregate Annual Dividend per Common Share |
|---|---|
| 2017 | $0.198 |
| 2018 | $0.198 |
| 2019 | $0.198 |

To the date of this AIF dividends totalling $0.033 per Common Share have been declared for 2020.

The declaration and payment by the Corporation of any future dividends or distributions on the Common Shares and the amount will be at the discretion of Board and will be established on the basis of the Corporation's earnings, financial requirements and other conditions existing from time-to-time. There can be no assurance that the Corporation will continue to pay any dividends or distributions in the future.

## CAPITAL STRUCTURE

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The Corporation's Common Shares trade on the TSX under the symbol "HWO".

As at December 31, 2019 there were 49,623,432 issued and outstanding Common Shares. No Preferred Shares have been issued.

Each Common Share entitles its holder to receive notice of and to attend all meetings of the Shareholders and to one vote at such meetings. The holders of Common Shares are, at the discretion of the board of directors, entitled to receive any dividends declared by the board of directors. The holders of Common Shares are entitled to share equally in any distribution of the assets of the Corporation upon its liquidation, dissolution, bankruptcy or winding-up or other distribution of its assets among its Shareholders for the purpose of winding-up its affairs.

The Preferred Shares may be issued from time to time in one or more series, each consisting of such number of Preferred Shares as determined by the board of directors of the Corporation, who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. The Preferred Shares of each series shall, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares.

***Credit Facility***

As at December 31, 2019, High Arctic's available and undrawn credit facilities consisted of a single $45.0 million revolving loan with extended maturity to August 31, 2021. The Credit Facility is renewable with the lender's consent and is secured by a general security agreement over certain of the Corporation's assets.

The available amount under the $45.0 million revolving loan facility is limited to 60% of the net book value of the Canadian fixed assets plus 75% of acceptable accounts receivable (85% for investment grade receivables), plus 90% of insured receivables, less priority payables as defined in the Credit Facility, less receivables that have been sold or factored.

The Corporation's loan facilities are subject to two financial covenants, which are reported to the lender on a quarterly basis:

| Covenants | Required | December 31, 2019 |
|---|---|---|
| Funded Debt to covenant EBITDA(1) | 3.00 : 1 Maximum | 0.08 : 1 |
| Covenant EBITDA to Interest Expense (2) | 3.00 : 1 Minimum | 17.64 : 1 |

(1) Funded debt to EBITDA is defined as the ratio of consolidated Funded Debt to the aggregate covenant EBITDA for the trailing four quarters.

(2) EBITDA for the purposes of calculating the covenants, "covenant EBITDA," is defined as net income plus interest expense, current taxes payable, depreciation, amortization, deferred income taxes (recovery), stock-based compensation less gains from foreign exchange and sale or purchase of assets.

The Corporation was in compliance with the financial covenants under its Credit Facility as at December 31, 2019. There have been no changes to these financial covenants subsequent to December 31, 2019.

## MARKET FOR SECURITIES

### *Trading Summary*

The Common Shares are listed for trading on the TSX under the symbol "HWO". The following table sets forth the price range and trading volume of the Common Shares as reported by the TSX for the months indicated during 2019:

| Month | High ($) | Low ($) | Volume |
|---|---|---|---|
| January | $3.94 | $3.19 | 844,250 |
| February | $4.05 | $3.71 | 775,251 |
| March | $4.00 | $3.65 | 739,218 |
| April | $4.00 | $3.79 | 646,966 |
| May | $3.95 | $3.40 | 448,151 |
| June | $3.46 | $3.16 | 532,487 |
| July | $3.41 | $3.10 | 343,530 |
| August | $3.28 | $2.11 | 670,434 |
| September | $2.86 | $2.13 | 740,528 |
| October | $2.38 | $2.16 | 494,175 |
| November | $2.36 | $1.83 | 997,052 |
| December | $2.31 | $1.87 | 1,265,119 |

***Share-based Compensation activity***

Stock Option Grants:

In the twelve month period ended December 31, 2019, the Corporation did not grant any stock options.

Performance Share Unit Grants:

In the twelve month period ended December 31, 2019, the Corporation did not grant any Performance Share Units ("PSUs").

Restricted Share Unit Grants:

In the twelve month period ended December 31, 2019, the Corporation granted, under the RSU Plan, Restricted Share Units ("RSUs") to acquire an aggregate of 40,000 Common Shares, the particulars of which are set forth in the following table:

| Date of Grant | Number of Common Shares Issuable on Release [1] | Trading Price on Date of Issuance |
|---|---|---|
| November 12, 2019 | 40,000 | $2.18 |

(1) Each RSU entitles the holder to acquire one Common Share or the cash equivalent on the terms and conditions set forth in the RSU Plan.

Deferred Share Unit Grants:

In the twelve month period ended December 31, 2019, the Corporation did not grant any Deferred Share Units ("DSUs").

## DIRECTORS AND OFFICERS

The following table sets forth the names and municipalities of residence of those individuals who are directors and officers of the Corporation, together with their principal occupations and positions held during the last five years:

| Name and Municipality of Residence | Position | Director / Officer Since | Principal Occupation During the Preceding Five Years |
|---|---|---|---|
| **Simon P. D. Batcup** [(7)]<br>*Toronto, Ontario* | Director | June, 2007 | Mr. Batcup is an independent businessman. |
| **Michael R. Binnion** [(4,5,8)]<br>*Calgary, Alberta* | Director and Chairman of the Board | June, 2005 | Mr. Binnion is the Executive Chairman of the Corporation. He is also the President and Chief Executive Officer of Questerre Energy Corporation since November 2000. |
| **Daniel J. Bordessa** [(2,6)]<br>*Toronto, Ontario* | Director | April, 2011 | Mr. Bordessa is a Partner of Cyrus Capital Partners, L.P. which manages investment funds. |
| **Douglas J. Strong** [(1,4,8)]<br>*Calgary, Alberta* | Director | December, 2018 | Mr. Strong is a Chartered Accountant with 36 years of experience having been with Precision Drilling 21 years in a number of senior financial and operational roles, including Chief Financial Officer from 2005 to 2010 and most recently as President of Completion & Production Services responsible for service rigs and snubbing in Canada and the US. |
| **Honourable Joe Oliver** [(2,6)]<br>*Toronto, Ontario* | Director | June, 2016 | Mr. Oliver is an independent businessman. Former Canadian federal member of Parliament from May 2011 to April 2015. |
| **Ember W. M. Shmitt** [(3,6)]<br>*New York, New York* | Director | July, 2016 | Mrs. Shmitt is currently the Director of Investor Relations at Cyrus Capital Partners, since February 2007. |
| **J. Cameron Bailey**<br>*Calgary, Alberta* | Chief Executive Officer / Director | November, 2017 | Mr. Bailey was appointed as Chief Executive Officer in November 2017. Prior to that, he was the Managing Director, Investment Banking at Altacorp Capital responsible for Oil Field Services, Midstream and International Exploration and Development from December 2015 to November 2017. |
| **Christopher C. Ames**<br>*Calgary, Alberta* | Vice-President Finance and Interim Chief Financial Officer | February, 2020 | Mr. Ames is a Chartered Accountant with 25 year of experience. He was appointed as Vice-President Finance and Interim Chief Financial Officer of the Corporation in February 2020. Prior to that, he was an independent financial consultant. |
| **Michael J. Maguire**<br>*Brisbane, Australia* | President, International Operations | December, 2013 | Mr. Maguire was appointed President, International Operations in December 2016. He joined the Corporation as Vice-President, International Operations in December 2013. Prior to that, he spent seven years with Easternwell Group in various positions of increasing seniority. |

(1) Chairman of the Audit Committee
(2) Member of the Audit Committee
(3) Chairman of the Governance and Nominating Committee
(4) Member of the Governance and Nominating Committee
(5) Chairman of the Remuneration Committee
(6) Member of the Remuneration Committee
(7) Chairman of the Quality, Health, Safety & Environment Committee
(8) Member of the Quality, Health, Safety & Environment Committee

The directors listed above will hold office until the next annual general meeting of the Corporation or until their successors are elected or appointed.

### *Securities of Directors and Officers*

To the knowledge of the Corporation, as at December 31, 2019, the directors and executive officers of the Corporation, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 2,181,267 Common Shares of the Corporation, or approximately 4.4% of the 49,623,432 Common Shares of the Corporation then issued and outstanding. The Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to the Corporation by the above individuals and/or management.

FBC Holdings Sàrl ("FBC") owned 44.2% of the issued and outstanding shares of High Arctic as of December 31, 2019. Daniel Bordessa, a Director of the Corporation, is a partner of Cyrus Capital Partners, L.P., which is the investment manager of FBC. Under certain circumstances, under the partnership agreement of Cyrus Capital Partners, L.P., Mr. Bordessa could become a controlling partner thereby able to indirectly exercise control or direction over the Common Shares of the Corporation owned by the partnership.

### *Conflicts of Interest*

Circumstances may arise where members of the board of directors or officers of the Corporation are directors or officers of Corporations which are in competition to our interests. No assurances can be given that opportunities identified by such board members or officers will be provided to the Corporation. Pursuant to the ABCA, directors who have an interest in a proposed transaction upon which our board of directors are voting are required to disclose their interests and refrain from voting on the transaction. As at the date hereof, High Arctic is not aware of any existing or potential material conflicts of interest between the Corporation or one of its subsidiaries and one of its directors or officers.

### *Cease Trade Orders*

To the knowledge of the Corporation, no director or executive officer of the Corporation, as at the date of this AIF, or within 10 years before the date of this AIF, has been, a director, chief executive officer or chief financial officer of any company, that:

(a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to a cease trader order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer cease to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

### *Bankruptcies*

Except as noted below, to the knowledge of the Corporation, no director or executive officer of the Corporation, or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, is:

(a) as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company that, while that person was acting that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has within the 10 years before the date of the AIF, 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 the assets of the director, executive officer or shareholder.

Daniel Bordessa was a director of DesignLine Corporation; a private Delaware corporation involved in the transportation manufacturing sector, between February 2013 and March 2013 and was appointed to the director seat as a representative of Cyrus Capital Partners, L.P. Cyrus Capital Partners, L.P., is the investment manager for certain funds that are the senior secured debt providers, preferred shareholder and a significant shareholder (on a fully diluted basis) of DesignLine Corporation. In August 2013 DesignLine Corporation, with the agreement of Cyrus Capital Partners, L.P., filed for creditor protection under Chapter 11 of the US Bankruptcy Code.

Daniel Bordessa was a director of Angel Mining plc between August 21, 2009 and October 22, 2012 and was appointed to the director seat as a representative of Cyrus Capital Partners, L.P. Cyrus Capital Partners, L.P., is the investment manager for certain funds that are the senior secured debt providers and largest shareholder (on a fully diluted basis) of Angel Mining plc. On March 1, 2013 Angel Mining plc, with the agreement of Cyrus Capital Partners, L.P., appointed the administrators Cork Gully LLP in the United Kingdom as a result of liquidity issues at its subsidiaries.

***Regulatory Actions***

To the knowledge of the Corporation, no director or executive officer of the Corporation, or a Shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation, has 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 investor in making an investment decision.

## AUDIT COMMITTEE INFORMATION

***Audit Committee Charter***

The primary function of the Audit Committee is to assists the board of directors of the Corporation in fulfilling its oversight responsibilities for financial reporting processes, financial statements and risk management. The Audit Committee Charter of the Corporation is set forth in Schedule “A” attached to this AIF.

***Composition of the Audit Committee***

The Audit Committee currently has 3 members: Douglas Strong, Daniel Bordessa and Joe Oliver. None of the Audit Committee members has a direct or indirect material relationship with the Corporation. Furthermore, each member of the Audit Committee has been determined by the Board to be “independent” as defined in National Instrument 52-110 – Audit Committees (“NI 52-110”). The Audit Committee members are all financially literate, meaning the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can be expected to be raised by the Corporation’s financial statements.

***Relevant Education and Experience of Members of the Audit Committee***

The following is a description of the education and experience of each member of the Audit Committee.

***Douglas J. Strong – Chairman***

Mr. Strong joined the board in December 2018. Mr. Strong has 36 years of experience having been with Precision Drilling 21 years in a number of senior financial and operational roles, including Chief Financial Officer from 2005 to 2010 and most recently as President of Completion & Production Services responsible for service rigs and snubbing in Canada and the US. Prior to that his experience includes financial roles with Nabors Industries associated with international land contract drilling outside North America. Mr. Strong began his career with Collins Barrow in Calgary, Alberta in 1980 and holds a Bachelor of Commerce degree from the University of Calgary and is a Chartered Accountant and CPA.

***Daniel J. Bordessa***

Mr. Bordessa joined the Board in April of 2011. Mr. Bordessa is a Partner of Cyrus Capital Partners, L.P. (Cyrus) and was formerly a Managing Director of Cyrus Capital Partners Europe, LLP. Mr. Bordessa has been actively involved in the financial advisory and investment business through equity and debt investments in public and private companies. Mr. Bordessa is responsible for the origination, execution and management of complex financial transactions on behalf of the funds which Cyrus manages. Mr. Bordessa also sits on a number of boards of public and privately held companies in Canada and internationally. Mr. Bordessa holds a Masters of Business Administration degree from the Schulich School of Business at York University and an Honours Bachelor of Commerce degree from Carleton University.

***Joe Oliver***

Mr. Oliver joined the Board in June of 2016. Mr. Oliver was a federal Member of Parliament from May, 2011 to April, 2015 and served first as Minister of Natural Resources and then as Minister of Finance during his term in office. Previously, Mr. Oliver served as Executive Director of the Ontario Securities Commission and as the President and CEO of the Investment Dealers Association of Canada. He received a Bachelor of Arts degree and a Bachelor of Civil Law degree from McGill University and an MBA from the Harvard Business School.

***Pre-Approval Policies and Procedures***

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as outlined in section 4(24) of the Audit Committee Terms of Reference attached as Schedule “A” of this AIF.

***External Auditor Services Fees***

The table below provides information about the fees billed to the Corporation by PricewaterhouseCoopers LLP in fiscal 2019 and 2018 dividing the services into the categories of work performed:

| Type of Work | 2019 Fees | 2018 Fees |
|---|---|---|
| Audit Fees (1) – Canada | $235,500 | $264,500 |
| Audit Fees (1) – Foreign Subsidiaries | 163,125 | 185,000 |
| Audit Related Fees (2) | 36,565 | 20,000 |
| Tax fees (3) | 113,678 | 68,200 |
| **Total** | **$548,868** | **$537,700** |

(1) Audit fees consist of fees for the audit of the Corporation’s annual financial statements, the review of the Corporation’s interim financial statements and services that are normally provided in connection with statutory and regulatory filings or engagements.
(2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not reported as audit fees. Such fees include services provided in conjunction with the filing of regulatory documents by the Corporation.
(3) All non-audit services are disclosed to and pre-approved by the Audit Committee

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not party to any legal proceeding, nor was it a party to any legal proceedings during the 2019 financial year, nor is the Corporation aware of any contemplated legal proceedings involving the Corporation, its subsidiaries or any of its property which involves a claim for damages exclusive of interest and costs that may exceed 10% of the current assets of the Corporation.

There are no penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during legal proceedings material to the Corporation to which the Corporation is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Corporation to be contemplated during the financial year ended December 31, 2019.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Cyrus Capital Partners L.P., as investment manager to FBC Holdings Sàrl, owns 44.2% of the issued and outstanding shares of High Arctic as of December 31, 2019. Daniel Bordessa, a Director of the Corporation, is a Partner of Cyrus Capital Partners L.P. Other than the aforementioned or pursuant to the related party transactions, as set out in the consolidated audited financial statements for the year-ended December 31, 2019, there were no other material interests, direct or indirect, of directors and executive officers of the Corporation or any Shareholder who is the direct or indirect beneficial owner of, or who exercises control or direction over more than 10% of the Common Shares, or any known associate or affiliate of such persons in any transaction within the three most recently completed financial years or during the current financial year which has materially affected or will materially affect the Corporation.

## AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are PricewaterhouseCoopers LLP, Chartered Professional Accountants, 3100, 111 – 5$^{th}$ Avenue S.W., Calgary, Alberta T2P 5L3.

Computershare Investor Services is the registrar and transfer agent for the Common Shares of the Corporation at its offices in Calgary, Alberta and Toronto, Ontario.

## MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business (unless otherwise required by applicable securities requirements to be disclosed) and the Credit Facility discussed under the heading *"Capital Structure",* neither the Corporation nor its subsidiaries have entered into any material contracts within the last financial year, or before the last financial year that are still in effect.

## INTEREST OF EXPERTS

There is no person or company whose profession or business gives authority to a statement, report or valuation made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by the Corporation during, or related to, the Corporation's most recently completed financial year other than PricewaterhouseCoopers LLP, Chartered Professional Accountants, the Corporation's auditors, who have prepared an independent auditor's report dated March 12, 2020 in respect of the Corporation's consolidated financial statements as at December 31, 2019 and December 31, 2018 and for years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Corporation within the meaning of the rules of professional conduct with guidance of the Chartered Professional Accountants of Alberta.

## ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans is contained in the Corporation's Management Proxy and Information Circular for its most recent annual meeting of Shareholders. Additional financial information is contained in the Corporation's audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2019, which are also available on SEDAR at www.sedar.com.

## SCHEDULE A

# HIGH ARCTIC ENERGY SERVICES INC.
# AUDIT COMMITTEE TERMS OF REFERENCE

### 1. Constitution

Pursuant to the Business Corporations Act (Alberta), the bylaws of High Arctic Energy Services Inc. (the "**Corporation**" or "**High Arctic**") and annual resolutions of the Board of Directors of the Corporation (the "**Board**") and in intended compliance with applicable corporate and securities laws and the requirements of each stock exchange upon which securities of the Corporation are traded, there is hereby constituted, as a standing committee of the Board, a committee designated as the "Audit Committee" (the "Committee"), which Committee is delegated the powers and subject to the terms of reference hereinafter set forth.

### 2. Mandate

The mandate of the Committee shall be to assist the Board in fulfilling its oversight responsibilities in respect of: (i) the adequacy, integrity and effectiveness of the Corporation's and its subsidiaries (collectively, "**High Arctic**") financial reporting process and financial statements, including, without limitation, the adequacy, integrity and effectiveness of internal financial and management controls and systems; and the adequacy and integrity of the audit process; and (ii) risk management for High Arctic, including, without limitation, the adequacy, integrity and effectiveness of risk management systems and reporting, in addition to any mandate or function prescribed by applicable law, regulation or rule to be discharged by the Committee constituted as the audit committee of an entity such as High Arctic.

The purpose of this document is to establish the terms of reference for the Audit Committee to assist the Board in fulfilling its oversight responsibilities. Responsibility for accounting for transactions and internal control over financial accounting lies with executive officers of the Corporation and senior management ("**Management**") of the Corporation.

### 3. Organization and Operation

(1) The Committee shall be comprised of a minimum of three (3) members of the Board. Committee members shall be appointed by the Board provided that any member may be removed or replaced at any time by the Board.

(2) Each of the members of the Committee shall be "unrelated directors", "outside directors" and "financially literate", as such terms are defined from time to time pursuant to the Governance Guidelines of the TSX and, to the extent practicable, the Committee shall include at least one member who may reasonably be regarded as a financial expert. In addition, each of the members of the Committee shall be "independent" and "financially literate" as required by Multilateral Instrument 52-110 adopted by the Canadian Securities Administrators ("**CSA**") or any rule or instrument implemented in substitution or addition thereto.

(3) A majority of the members of the Committee shall be residents of Canada.

(4) The Committee shall have the power to appoint its chairman.

(5) Any member of the Committee, the President and Chief Executive Officer or the auditors of the Corporation (the "**auditors**") may call a meeting of the Committee upon not less than 48 hours' notice to the other members of the Committee. The Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.

(6) The auditors of the Corporation are entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard thereat and, if so requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the auditors.

(7) The Chief Executive Officer and Chief Financial Officer or their designates shall be available to attend at all meetings of the Committee upon invitation of the Committee.

(8) The Committee shall meet at least four times annually.

(9) A quorum for meetings of the Committee shall be a majority of its members present in person, by video conference, by telephone, or a combination thereof.

(10) Questions arising at any meeting of the Committee shall be decided by a majority of the votes cast.

(11) The rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board or as otherwise provided in the By-laws of the Corporation.

(12) The Corporate Secretary, or such other person as the Corporate Secretary of the Corporation shall designate, shall keep minutes of the meetings of the Committee. Minutes of each Committee meeting should be concise in describing substantive issues discussed by the Committee and clearly identify Committee responsibilities discharged and those outstanding.

(13) Except as set forth herein, the Committee may determine its own rules of procedure.

**4. Duties and Responsibilities**

In the discharge of its mandate, the Committee shall:

***Corporate Information and Internal Control***

(1) Review and recommend for approval by the Board, annual and quarterly financial statements, and all financial information in any prospectus, offering memorandum, AIF, management's discussion and analysis ("**MD&A**") or annual report of the Corporation;

(2) Review and make recommendations with respect to information and control systems of High Arctic;

(3) Review and approve all major changes to information and control systems of High Arctic;

(4) Review and approve spending authorities and expenditure approval limits of officers of High Arctic;

(5) Review and approve all determinations made in respect of significant accounting and tax compliance issues;

(6) Review all significant financial, accounting and tax issues in connection with proposed non-recurring events such as mergers, acquisitions or divestitures;

(7) Review and approve all press releases or other publicly circulated documents containing financial information;

(8) In consultation with the auditors, review and monitor the integrity of the financial statements of High Arctic and any formal announcements relating to High Arctic's financial performance, and review significant financial reporting judgments contained therein;

(9) Review and monitor the effectiveness of High Arctic's internal control monitoring function;

(10) Review and monitor the effectiveness of the audit process, taking into consideration applicable professional and regulatory requirements;

***Auditors***

(11) Make recommendations to the Board in respect of the auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for High Arctic, in respect of the terms of retainer of the auditors and, as determined desirable or necessary, in respect of the replacement of the auditors (subject to shareholder notification and approval);

(12) Review the terms of the auditors' engagement and make recommendations to the Board as to the compensation of the auditors;

(13) Require the auditors to report directly to the Committee;

(14) Oversee the work of auditors engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for High Arctic, including the resolution of disagreements between management and the auditors regarding financial reporting;

(15) Annually, obtain and review a report by the auditors of the Corporation's internal quality control procedures and systems;

(16) Review and make recommendations in respect of any material issues raised by any internal quality control review (or peer review) of High Arctic or by any inquiry or investigation by governmental or professional authorities;

(17) Annually, evaluate the auditors' qualifications, performance and independence;

(18) Review and discuss with the auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors;

(19) Annually, to ensure continuing auditor independence, consider the rotation of the lead audit partner or the auditor itself;

(20) Where there is a change of auditor, review all issues related to the change, including information to be included in the notice of change of auditors (Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**"), and the planned steps for an orderly transition;

(21) Review all reportable events, including disagreements, unresolved issues and consultations, as defined in NI 51-102, on a routine basis, whether or not there is a change of auditors;

(22) Develop and implement a policy on the engagement of the auditors to supply non-audit services, taking into account any relevant independence guidance regarding the provision of non-audit services by the auditor;

(23) At each meeting, consult with external auditors, without the presence of management, about the quality of High Arctic's accounting principles, internal controls and completeness and accuracy of High Arctic's financial reports;

(24) Pre-approve engagements for non-audit services provided by the auditors or their affiliates, together with estimated fees and potential issues of independence. The pre- approval requirement is waived with respect to the provision of non-audit services if:

> (i) the aggregate amount of all such non-audit services provided to High Arctic constitutes not more than five percent of the total amount of revenues paid by High Arctic to the auditors during the fiscal year in which the non-audit services are provided;
>
> (ii) such services were not recognized by High Arctic at the time of the engagement to be non-audit services; and
>
> (iii) such services are promptly brought to the attention of the Committee by High Arctic and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee;

(25) Set hiring policies for partners, employees and former partners and employees of the present and former auditors;

(26) At least annually, separately interview management and the auditors to discuss the relationship between them, especially as regards to the competency, communication, access provided and cooperation displayed in matters relating to the audit and the financial affairs of High Arctic;

(27) Establish procedures for:

> (a) the receipt, retention and treatment of complaints received by High Arctic regarding accounting, internal accounting controls, or auditing matters;
>
> (b) the confidential, anonymous submission by employees of High Arctic of concerns regarding questionable accounting and auditing matters; and
>
> (c) the proportionate and independent investigation of any matters raised by employees of High Arctic, including the appropriate follow-up action (if any);

(28) Monitor changes to applicable laws, regulations and rules and industry standards and practices with respect to financial reporting;

***Audit***

(29) Review with management and the auditors the audit plan for the coming year;

(30) Review with management and the auditors any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;

(31) Separately interview management and the auditors regarding significant financial reporting issues during the fiscal period and the method of resolution;

(32) Review any problems experienced by the auditors in performing the audit, including any restrictions imposed by management or significant accounting issues in which there was a disagreement with management;

(33) Review annual and quarterly financial statements with management and the auditors (including disclosures under MD&A), in conjunction with the report of all significant variances between comparative reporting periods;

(34) Review the certification process under National Instrument 52-109 adopted by the CSA;

(35) Review and make recommendations as to the auditors' report to management and management's response and subsequent remedy of any identified weaknesses;

***Risk Management and Controls***

(36) Provide oversight in respect of risk management policies and practices, including the identification of major business risks and the processes and other steps taken to mitigate such risks;

(37) Review and make recommendations as to hedging strategies, policies, objectives and controls;

(38) Review, not less than quarterly, a mark to market assessment of High Arctic's hedge positions and counter party credit risk and exposure;

(39) Review High Arctic's risk retention philosophy and resulting exposure to the Corporation;

(40) Review the adequacy of insurance coverage;

(41) Review loss prevention policies and programs in the context of competitive and operational considerations;

(42) Review and recommend for approval the annual operating and capital budgets of High Arctic and any amendments thereto;

(43) Annually review authority limits for capital expenditures;

(44) Review all pending litigation involving High Arctic and assess the prospective exposure to High Arctic;

(45) Obtain explanations of significant variances with comparative reporting periods;

(46) Ascertain compliance with covenants under loan agreements; and

(47) Review, not less than annually, High Arctic's cyber-security risk management programs and effectiveness of monitoring function.

***Other Duties and Responsibilities***

The responsibilities, practices and duties of the Committee outlined herein are not intended to be comprehensive. The Board may, from time to time, charge the Committee with the responsibility of reviewing other items of financial, control or risk management nature.

The Committee shall periodically report to the Board decisions taken in exercise of powers conferred herein and the results of reviews undertaken and any associated recommendations.

## 5. Authority

The Committee shall have all power and authority necessary or desirable to fully and effectively discharge its mandate hereunder and, in that connection and without limitation, the Committee may:

(1) Investigate any corporate activity, in any area, that the Committee considers necessary or advisable, and, for such purposes and the performance of its other responsibilities, the Committee shall have unrestricted access to all personnel records of High Arctic, the auditors and all other advisors to High Arctic and, from time to time, may require the Chief Financial Officer to report to the Committee;

(2) Make any recommendation to the Board, as it considers necessary or advisable, in respect of matters within its mandate, provided, however, that where the Committee intends to make any such recommendation, the recommendation shall first be presented to the Lead Director and, in respect of financial matters, to the auditor for comment before being communicated to the Board, unless the Committee concludes that such action would not be in the best interest of High Arctic and/or the shareholders; and

(3) Engage and obtain the advice of outside advisors, if necessary, to properly discharge its functions, duties and responsibilities including, without limitation:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) to set and pay the compensation for any advisor employed by the Committee; and

(c) to communicate directly with the auditors.

## 6. Limitation

The foregoing is (i) subject to and without limitation of the requirement that in exercising their powers and discharging their duties the members of the Board act honestly and in good faith with a view to the best interests of the Corporation; and (ii) subject to and not in expansion of the requirement that in exercising their powers and discharging their duties the members of the Board exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

While the Committee has the responsibilities and powers set forth herein, it is not the duty of the Committee to prepare financial statements, plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with International Financial Reporting Standards ("**IFRS**") and applicable rules and regulations. These are the responsibilities of Management and the external auditor.

The Committee, the Chair of the Committee and any Committee members identified as having accounting or related financial expertise are members of the Board of Directors, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Corporation, and are specifically not accountable or responsible for the day-to-day operation or performance of such activities.

Although the designation of a Committee member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out her or his duties on the Committee, such designation does not impose on such person any duties, obligations or liabilities that are greater than the duties, obligation and liabilities imposed on such person as a member of the Committee and the Board of Directors in the absence of such designation. Rather, the role of a Committee member who is identified as having accounting or related financial expertise, like the role of all Committee members, is to oversee the process, not to certify or guarantee the internal or external audit of the Corporation's financial information or public disclosure.