

THE HIGH ARCTIC ENERGY SERVICES INC.
GOVERNANCE, NOMINATING AND REMUNERATION COMMITTEE TERMS OF REFERENCE

1 Constitution

Pursuant to the bylaws of High Arctic Energy Services Inc. (the “**Corporation**” or “**High Arctic**”) and resolutions of the board of directors of the Corporation (the “**Board of Directors**”, or the “**Board**”) and in compliance with applicable corporate and securities laws and the requirements of each stock exchange upon which securities of the Corporation are traded, it has been agreed to establish a committee of the Board, to be called the Governance, Nominating and Remuneration Committee (the “**Committee**”). The Board has approved these Terms of Reference (“**Terms of Reference**”), which set out the roles, composition, meeting requirements, duty of the chair, responsibilities, functions and other matters concerning the Committee.

2 Purposes

The Committee is formed for the following purposes:

1. Governance and Nomination. The Committee shall identify individuals qualified to become members of the Board of Directors (each, a “**Director**”) consistent with criteria approved by the Board, to recommend to the Board nominees for election to the Board at each annual meeting of shareholders or to fill vacancies on the Board and to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Corporation and be responsible for leading the annual review of the performance of the Board. In this role the Committee functions to enhance the effectiveness of the Board through self-reflection, independence, relationship oversight and effective processes and tools. This includes the Board’s relationship with management to foster a collegial and productive work environment.
2. Remuneration. The Committee shall determine and apply policy on behalf of the Board to the remuneration and benefits of Directors, officers and other senior executives and to ensure compliance with best practices (including reporting to shareholders).

3 Membership

1. Members of the Committee shall be appointed by the Board, in consultation with the Chair of the Committee (the “**Committee Chair**”). The Committee shall be constituted such that (i) the majority of its members are “independent” as defined in National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”); and (ii) all of the members meet any additional requirements for committee service under applicable securities laws and the rules of the Toronto Stock Exchange (“**TSX**”) or any stock exchange on which the shares of the Corporation are listed for trading.
2. Appointments to the Committee shall normally be for such period or periods as determined by the Board.

3. The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy at any meeting of the Committee, the remaining members present shall elect one of themselves to chair such meeting.

4 Secretary

The Committee shall request that management of the corporation appoint a Secretary of the Committee, or if management does not appoint a Secretary, the Committee may appoint the Secretary from among its members. The Committee Chair shall appoint a secretary in the event of their absence at any meeting of the Committee.

5 Meetings

1. The Committee shall endeavor to meet at least twice a year and at such other times as the Committee Chair shall require. The Committee Chair may also call a meeting of the Committee at the request of any of its members.
2. All Committee members are expected to attend each meeting, in person or via tele- or video-conference.
3. The quorum necessary for the transaction of business shall be a majority of the members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
4. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than two working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
5. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
6. The Committee may invite such officers, Directors and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.
7. The time at which and place where the meetings of the Committee shall be held and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee.

6 Duties

Corporate Governance

The Committee is responsible for all matters relating to the governance of the Corporation and for reporting and making recommendations to the Board regarding such matters. Without limiting the generality of the foregoing, the Committee shall have the following duties:

- (a) Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation;
- (b) Oversee the systems for monitoring compliance with the Corporation's Code of Business Conduct and annually review the corporate governance principles and policies of the Corporation including the Business Code of Conduct and Insider Trading Policies. As appropriate, periodically report and recommend changes to such principles and policies to the Board or management;
- (c) Review and ensure a process of appropriate and compliant governance practices for the Corporation's affiliates and subsidiaries;
- (d) Review compliance by the Corporation with applicable regulatory requirements relating to corporate governance. Such review may include third party and internal corporate governance survey results and similar analyses;
- (e) Review, as appropriate, corporate governance issues, trends and proposed, new or amended regulatory requirements;
- (f) Annually review and approve the Corporation's approach with respect to privacy legislation.
- (g) Review, at least annually, committee structure and mandate of the Board and the operations (including committee reporting to the Board, committee terms of reference, position description of committee chair and authority to delegate to subcommittees) of such committees and, as appropriate, recommend to the Board changes to such structure and operations;
- (h) Advise the Board of Directors with respect to the charters, structure and operations of the various Committees of the Board and qualifications for membership thereon, including policies for removal of members. In consultation with the Chair of the Board and the Chief Executive Officer of the Corporation ("**CEO**"), the Committee shall also make recommendations to the Board regarding which Directors should serve on the various Committees of the Board of Directors;

- (i) Review any shareholder proposal received by the Corporation and recommend to the Board the Corporation's response; and
- (j) Review proposed annual corporate governance disclosure in the Corporation's management information circulars before submission to the Board for approval. Such review should also include the corporate governance disclosures on the Corporation's website.

ESG

The Committee is responsible for overseeing the Corporation's environmental, social and governance ("ESG") framework. Specific to environmental matters, the Committee will work in concert with the Board's Quality, Health, Safety and Environment Committee to review the Corporation's processes, policies and procedures.

Director Selection and Oversight

The Committee is responsible for all matters relating to Director recruitment, Director orientation and continuing education, and for the regular evaluation of the Board. The Committee shall maintain records of existing Director's employment status and external board representations and consider conflicts of interest as they may arise. Without limiting the generality of the foregoing, the Committee shall have the following duties:

- (a) Regarding Director recruitment, the Committee should, in the discharge of its duties:
 - i. review each year the composition of the Board and general and specific criteria applicable to candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way which provides an appropriate mix of skills and experience to guide the long-term strategy and ongoing business operations of the Corporation. This review will also consider the independence of non-management Directors and independent Directors and take into account the desirability of maintaining a reasonable diversity of personal characteristics such as age, gender, geographic origin, etc. among the Directors, while at the same time maintaining common characteristics such as personal integrity, good judgment, high ethics and standards, outstanding ability in their individual fields of expertise and a willingness to devote necessary time to Board matters;
 - ii. in consultation with the Board and the CEO and, on an ongoing basis, maintain a database of potential candidates. All Directors are actively encouraged to identify potential candidates and provide their names and such supporting material as appropriate to the Board Chair or Committee Chair;

- iii. implement a procedure to identify, with as much advance notice as practicable, impending vacancies on the Board of Directors, so as to allow sufficient time for recruitment and for introduction of proposed nominees to the existing Board of Directors;
 - iv. develop a list of qualified candidates and arrange for each candidate to meet with the Committee, the Chair of the Board and the CEO;
 - v. recommend to the Board of Directors as a whole the allocation of Directors to each Board Committee, nominees for Committee Chairs and proposed Director nominee(s) for the next annual meeting of the shareholders and to fill any vacancies in the intervening period; arrange for the introduction of any new nominees to as many members of the Board as practicable;
 - vi. ensure that prospective candidates are informed of the degree of energy and commitment the Corporation expects of its Directors; and
 - vii. encourage diversity in the composition of the Board of Directors.
- (b) Exercise oversight of the policies and processes adopted by it or the Board relating to Director orientation and continuing education.
- (c) Exercise oversight of the processes adopted by the Board of Directors for evaluating (i) the overall performance and workings of the Board of Directors as a whole; (ii) and the performances of individual Directors. Issue and obtain self-assessment surveys related to the overall performance and workings of the each of the Board Committees and the Board of Directors as a whole; and the performances of individual Directors, and
- (d) Review policies regarding Director indemnification and protection, including director and officer insurance.

In the discharge of its duties the Committee has sole authority to retain and terminate any outside advisors. Without limiting the generality of the foregoing, the Committee has sole authority to retain and terminate any search firm used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms.

Remuneration

The Committee shall determine and agree with the Board a framework for the remuneration of the CEO, the Chairman of the Board, the Lead Director (if applicable), and such other members of the executive management as it is designated to consider (the "**Remuneration Policy**"). The remuneration of non-executive Directors shall be a matter for the Committee Chair, however, the Committee shall be responsible for making recommendations to the

Board in regard to the remuneration of non-executive Directors. No Director or officer shall be directly involved in any decisions as to their own remuneration.

In determining the Remuneration Policy, the Committee shall take into account all factors which it deems necessary. The objective of the Remuneration Policy shall be to ensure that members of the executive management of the Corporation are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Corporation. The Committee shall review the ongoing appropriateness and relevance of the Remuneration Policy.

The Committee shall, in the discharge of its duties:

- (a) Approve the design of, and determine targets for, any performance-related pay arrangements operated by the Corporation and approve the total annual payments made under such arrangements;
- (b) Review the design of all securities-based compensation arrangements for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made and, if so, the overall amount of such awards, the individual awards to Directors, officers and other senior executives, the performance targets to be used and the form of agreement in respect of the grant of any securities-based compensation;
- (c) Review and recommend for approval, if the proposed remuneration is within the parameters of the Remuneration Policy, any written employment agreement of a member of the executive management;
- (d) Determine the policy for, and scope of, pension arrangements, if any, for each Director, officer and other senior executives;
- (e) Review and recommend for approval any termination and severance arrangements in respect of officers of the Corporation;
- (f) Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Corporation, that failure is not rewarded and that the duty to mitigate loss is fully recognized;
- (g) Within the terms of the Remuneration Policy and in consultation with the Chairman of the Board and/or CEO as appropriate, determine the total individual remuneration package of each Director, officer and other senior executives including bonuses, incentive payments and share option or other share awards;
- (h) In determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in NP 58-201, the rules of the

TSX (or such other stock exchange on which the shares of the Corporation may be listed for trading) and associated guidance;

- (i) Review and note annually the remuneration trends across the Corporation or group;
- (j) Oversee any major changes in employee benefits structures throughout the Corporation or group;
- (k) Review and recommend for approval the general terms of any annual bonus plans for non-executive managers;
- (l) Determine the policy for authorizing claims for expenses from the Chief Executive Officer and Chairman of the Board;
- (m) Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- (n) Review and recommend for approval disclosure provided in publicly circulated documents, including the Corporation's management information circulars, in respect of executive compensation discussion and analysis;
- (o) Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee; and
- (p) Obtain reliable, up-to-date information about remuneration in other comparable companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfill its obligations.

Other

1. The Committee shall conduct an evaluation of the Committee's performance and these Terms of Reference, including Appendix A attached hereto, at least annually, and recommend to the Board of Directors such changes as the Committee deems appropriate.
2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its mandate where action or improvement is needed.
3. Authority to make minor technical amendments to these Terms of Reference is hereby delegated to the Chief Executive Officer of the Corporation, who will report any amendments to the Committee.
4. The Committee shall approve all external board appointments undertaken by officers of the Corporation.

5. The Committee shall annually hold in camera sessions with all officers of the Corporation, C-suite and Head of Human Resources.
6. The Committee shall consider and grant (as appropriate) any requested waivers to the Corporation's Business Code of Conduct.
7. The Committee shall monitor legislative updates and consider the need for any changes to the Corporation's policies or practices necessary as a result.
8. The Committee may delegate from time to time any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
9. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

7 Committee Chair

1. Following a Committee meeting, the Committee Chair shall report on the Committee's activities to the Board at the next Board meeting. The Committee shall keep and approve minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be available as soon as practicable to the Board.
2. The Committee Chair or another Committee member nominated by him or her shall attend annual general meetings of shareholders of the Corporation prepared to respond to any shareholder questions on the Committee's activities.
3. The Committee Chair shall also have the duties and responsibilities set forth in Appendix A.

8 Authority

1. The Committee is authorized by the Board to seek any information it requires from any employee of the Corporation in order to perform its duties.
2. In connection with its duties the Committee is authorized by the Board to obtain, at the Corporation's expense, any outside legal or other professional advice, including the advice of independent consultants, to secure the attendance of external advisers at its meetings if it considers this necessary and to obtain reliable and up to date information. Within any budgetary restraints imposed by the Board, the Committee shall have full authority to commission or purchase any reports, surveys or information which it deems necessary to help fulfill its obligations.

9 Appendixes

- Appendix A - Governance, Nominating and Remuneration Committee Chair Position Description.
- Appendix B - Governance Principles

- Appendix C - High Arctic Energy Services Inc. Majority Voting Policy

**Appendix A to Governance,
Nominating and Remuneration
Committee Terms of Reference
Dated March 28, 2025**

**HIGH ARCTIC ENERGY SERVICES INC.
Governance, Nominating and Remuneration Committee Chair Position Description.**

In addition to the duties and responsibilities set out in the Board Mandate and any other applicable charter, mandate or position description, the chair (the “**Chair**”) of the Governance, Nominating and Remuneration Committee (the “**Committee**”) of High Arctic Energy Services Inc. (the “**Corporation**”) has the duties and responsibilities described below.

Provide overall leadership to enhance the effectiveness of the Committee, including:

- overseeing the structure, composition, membership, and activities delegated to the Committee;
- setting the agenda for meetings in alignment with the approved Committee Meeting Planner;
- chairing the meetings of the Committee and encouraging free and open discussion;
- scheduling and setting the agenda for Committee meetings with input from other committee members, the Chair of the Board and management as appropriate;
- facilitating the timely, accurate and proper flow of information to and from the Committee.
- arranging for management, internal personnel, external advisors and others to attend and present at Committee meetings as appropriate;
- setting sufficient time during Committee meetings to thoroughly discuss agenda items;
- encouraging Committee members to ask questions and express viewpoints during meetings; and
- taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Terms of Reference, are well understood by the Committee members and executed as effectively as possible.
- Foster ethical and responsible decision-making by the Committee and its individual members.
- Encouraging the Committee to meet in separate, regularly scheduled, non-management, closed sessions with internal personnel or external advisors, as needed or appropriate.
- Reporting to the Board on the activities, findings, and any recommendations of the Committee.
- Carry out such other duties as may reasonably be requested by the Board.

**Appendix B to
 Governance, Nominating and Remuneration
 Committee Terms of Reference
 Dated March 28, 2025**

Governance Guiding Principles

The phrase “corporate governance” describes “the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within corporations. It encompasses the mechanisms by which companies, and those in control, are held to account.”

Principle	Descriptor
Lay solid foundations for management and oversight.	High Arctic shall clearly delineate the respective roles and responsibilities of its Board and Executive Management and regularly review their performance.
Structure the Board to be effective and add value.	The Board shall be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and to add value.
Instill a culture of acting lawfully, ethically and responsibly.	The Board shall instill and continually reinforce a culture across the organization of acting lawfully, ethically and responsibly. Corporate policies and Code of Conduct will reflect these.
Safeguard the integrity of corporate reports.	High Arctic shall have appropriate processes to verify the integrity of its published corporate reports.
Make timely and balanced disclosure.	The Board shall make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.
Respect the rights of security holders.	The Board shall provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

<p>Recognize and manage risk.</p>	<p>The Board shall establish a sound risk management framework and periodically review the effectiveness of that framework.</p>
<p>Remunerate fairly and responsibly.</p>	<p>High Arctic shall pay a director sufficient remuneration to attract and retain high-quality directors and design its executive remuneration to attract, retain and motivate high-quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</p>

**Appendix C to
Governance, Nominating and Remuneration
Committee Terms of Reference
Dated March 28, 2025**

HIGH ARCTIC ENERGY SERVICES INC.

MAJORITY VOTING POLICY

Effective March 28, 2025

Election and Resignation of Directors

In any election of directors, the form of proxy shall allow the shareholders to vote for or withhold their vote from each nominee for director.

In an uncontested election of directors, any nominee who receives from the votes cast a greater number of votes “withheld” from his or her election than votes “for” his or her election shall promptly, following the certification of the shareholder vote, submit his or her resignation, to take effect upon acceptance by the Board.

The Governance and Nominating Committee shall consider the offer of resignation and recommend to the Board whether or not to accept it. The Governance and Nominating Committee may consider the reasons shareholders gave for why they withheld their vote, the composition of the board, length of service and qualifications of the director, previous meeting attendance and contributions to the Corporation, governance policies, and other skills and qualities, among other things.

The Board shall act on the recommendation of the Governance and Nominating Committee within 90 days of the certification of the shareholder vote. The Board shall accept the director’s resignation unless it decides that exceptional circumstances prevent the Board from accepting it. The Corporation shall promptly issue a news release stating the Board’s decision whether to accept a director’s offer of resignation and provide a copy of the press release to the Toronto Stock Exchange. The Corporation’s press release must include the reasons for the Board’s decision if the director’s resignation is not accepted.

Any director who tenders his or her resignation pursuant to this policy shall not participate in any meeting of the Governance and Nominating Committee or any other subcommittee of the Board or any Board meeting at which his or her resignation is considered. If a majority of the members of the Governance and Nominating Committee fail to receive a majority of affirmative votes from the shareholders voting, a special committee of the members of the Governance and Nominating Committee receiving a majority affirmative vote shall be formed to consider the offers of resignation of the directors who failed to receive a majority of affirmative votes and recommend to the Board whether to accept them.

If the directors who receive a majority of affirmative votes from the shareholder voting do not constitute quorum for a Board meeting, each director may participate in any Board meeting to determine whether or not to accept each resignation offer other than such director's own resignation offer, if applicable.

The Board may fill any vacancy among the directors resulting from the acceptance of the offer of resignation of a director who has failed to receive a majority affirmative vote of the shareholders.