ENSIGN

Management Information Circular

2017

Driving to Zero®
Injuries - Incidents

ENSIGN®

drilling | directional drilling | testing | well servicing

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

Date, Place and Time

The annual meeting (the "Meeting") of the shareholders ("Shareholders") of Ensign Energy Services Inc. (the "Corporation") will be held on Friday, the 5th day of May, 2017, at 3:00 p.m. (Calgary time) at the Calgary Petroleum Club, 319 – 5th Avenue S.W., Calgary, Alberta. The Meeting will have the following purposes:

Items of Business

1. To receive the consolidated financial statements of the Corporation for the fiscal year ending December 31, 2016, together with the auditor's report thereon;
2. To set the number of Directors of the Corporation at nine (9) and to elect Directors to hold office until the close of the next annual meeting;
3. To appoint auditors of the Corporation for the ensuing fiscal year to hold office until the close of the next annual meeting;
4. To approve, on a non-binding advisory basis, the Corporation's approach to executive compensation, as described in the Information Circular; and
5. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

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

Shareholders who cannot be present in person at the Meeting are urged to complete, sign and date the enclosed Instrument of Proxy. The Instrument of Proxy must be deposited with the Secretary of the Corporation, care of Computershare Trust Company of Canada at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 3:00 p.m. on Wednesday, May 3, 2017.

Who Can Vote

Only Shareholders of record as of the close of business on March 17, 2017 (the "Record Date") are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers his Common Shares after the Record Date and the transferee of those Common Shares establishes that he owns the Common Shares and demands, not later than the close of business 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

DATED at the City of Calgary, in the Province of Alberta, this 17th day of March, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

Robert H. Geddes
President & Chief Operating Officer

Important Notice regarding Proxy Materials and Notice and Access Procedures

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

The meeting materials will be available on the Corporation's website at www.ensignenergy.com as of March 30, 2017. The meeting materials will also be available under the Corporation's profile on SEDAR at www.sedar.com as of March 30, 2017. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. Shareholders are reminded to review the meeting materials prior to voting.

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

Requests for paper copies should be made as soon as possible, but must be received no later than April 4, 2017 in order to allow sufficient time for Shareholders to receive and review the meeting materials and return the proxy form or voting instruction form prior to the proxy deadline. Shareholders who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy (or voting instruction form, as applicable) and return it, in the envelope provided, to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, so that it is received no later than 3:00 p.m. (Calgary time) on Wednesday May 3, 2017.

Table of Contents

FOR THE ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD ON FRIDAY, MAY 5, 2017

The information contained in this Management Information Circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Ensign Energy Services Inc. ("**Ensign**" or the "**Corporation**") for use at the 2017 Annual Meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares of the Corporation (the "**Common Shares**") to be held at the Calgary Petroleum Club, 319 - 5th Avenue S.W., Calgary, Alberta, on Friday, the 5th day of May, 2017, at 3:00 p.m. (Calgary time), and at any adjournments thereof, for the purposes set out in the accompanying Notice of the Annual Meeting (the "**Notice**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, or other means of communication by regular employees of the Corporation. The cost of any such solicitation will be borne by the Corporation.

This Information Circular is dated March 17, 2017.

SECTION 1 – PROXY INFORMATION

Record Date

The persons entitled to attend and vote at the Meeting or to be represented thereat by proxy are those Shareholders of record at the close of business on March 17, 2017 (the "**Record Date**"). Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

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

The persons named in the enclosed Instrument of Proxy to represent a Shareholder are directors or officers of the Corporation. **A Shareholder who chooses to vote by submitting an Instrument of Proxy has the right to appoint a person, who need not be a Shareholder of the Corporation, to represent such Shareholder at the Meeting other than the persons designated in the Instrument of Proxy furnished with this Information Circular**. Such right may be exercised by inserting in the blank space provided in the Instrument of Proxy the name of the person to be designated or by completing another Instrument of Proxy and, in either case, delivering the resulting Instrument of Proxy to the Secretary of the Corporation, care of Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 3:00 p.m. (Calgary time) on Wednesday, May 3, 2017.

Beneficial Holders of Shares

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

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

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

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

Voting of Common Shares Represented by Proxies

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

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

Revocation of Proxies

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

SECTION 2 – PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of management of the Corporation, the only matters to be placed before the Meeting are those matters set forth in the Notice, namely to set the number of Directors of the Corporation at nine (9), to elect the Directors of the Corporation for the ensuing year, to appoint the Auditors of the Corporation for the ensuing fiscal year, and a non-binding advisory vote with respect to executive compensation.

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

Number of Directors

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

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

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

Election of Directors

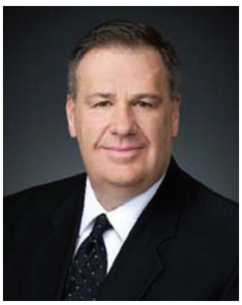
The following are the names of the nine (9) proposed nominees for election as Directors of the Corporation:

- N. Murray Edwards
- Robert H. Geddes
- James B. Howe
- Len O. Kangas
- Cary A. Moomjian, Jr.
- John G. Schroeder
- Kenneth J. Skirka
- Gail D. Surkan
- Barth E. Whitham

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

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

The following tables set forth selected information for each of the proposed Directors, together with his or her age, principal place of residence, principal occupation, principal directorships with other boards, date first elected or appointed as a Director of the Corporation, whether the nominee qualifies as independent, the Committee(s) of the Board on which the nominee serves, the number of Common Shares beneficially owned, or controlled or directed by each proposed nominee as at March 17, 2017 and the attendance records for both Board and Committee meetings held in 2016. All nominees are currently Directors of the Corporation. Certain of this information, not being within the knowledge of the Corporation, has been furnished by the respective nominees.



N. Murray Edwards
Age: 57
London, United Kingdom
Director since: October 1989
Non-independent – management (Chairman of Ensign)

Mr. Edwards is an investor and corporate director. Prior to December 2015, he was the President of Edco Financial Holdings Ltd, a private management and consulting company. He is currently a director and Chairman of Canadian Natural Resources Limited, a publicly traded company and one of the largest independent crude oil and natural gas producers in the world, and a director and Chairman of Magellan Aerospace Corporation, also a publicly traded company. He has a B. Comm. from the University of Saskatchewan (Great Distinction) and an LL.B. (Honours) from the University of Toronto. He is a member and a director of the Canadian Council of Chief Executives, an organization of leading Canadian business people engaged in public policy initiatives, and is on the board of directors of the C.D. Howe Institute, an independent not-for-profit public policy research institute. In 2007, the business school at the University of Saskatchewan was re-named the "N. Murray Edwards School of Business" in recognition of his support of the school. He has been awarded several honorary Doctor of Laws degrees from prominent Canadian universities, including from the University of Calgary (2004), the University of Saskatchewan (2011), and the University of Toronto (2013), in each case in recognition of his achievements in business and support of educational, cultural and community organizations and institutions.

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

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	125,091,788	97.43
Votes Withheld	3,295,847	2.57

Total Compensation Earned in 2016: (2)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	Common Shares / DSUs	Total Holdings (Shares and DSUs)	Meets Minimum Shareholding Requirement (4)
$496,142	26,312,932/ N/A	26,312,932	Yes

Options Held as at March 17, 2017:			
Number	Average Weighted Exercise Price	Exercisable in-the-Money Option Value	Un-Exercisable in-the-Money Option Value
650,000	$10.96	$34,000	$136,000

Robert H. Geddes
Age: 60
Calgary, Alberta, Canada
Director since: March 2007
Non-independent – management (President & Chief Operating Officer of Ensign)

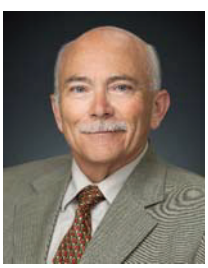
Mr. Geddes has been with the Ensign group of companies since 1991 and is currently the President & Chief Operating Officer of the Corporation, a position he has held since January 1, 2007. He acted as Vice President Canadian Drilling from 1999 to 2004 and President Canadian Operations, from 2004 to December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

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

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	127,841,963	99.57
Votes Withheld	545,672	0.43

Total Compensation Earned in 2016: (2)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (4)**
$738,439	655,801 / N/A	655,801	Yes

Options Held as at March 17, 2017:			
Number	**Average Weighted Exercise Price**	**Exercisable in-the-Money Option Value**	**Un-Exercisable in-the-Money Option Value**
650,000	$10.96	$34,000	$136,000



James B. Howe
Age: 67
Calgary, Alberta, Canada
Director since: June 1987
Independent

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

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:	
Member of the Board Member of the Audit Committee Chair of the Compensation Committee	7/7 (100%) 4/4 (100%) 5/5 (100%)	*Bengal Energy Ltd.* *Pason Systems Inc.*	2005 to present 1997 to present

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	127,515,917	99.32
Votes Withheld	871,718	0.68

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (6)**
$141,200	456,044 / 0	456,044	Yes

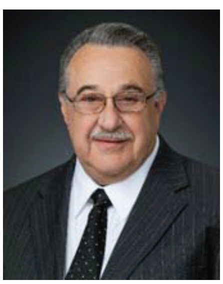
Len O. Kangas
Age: 68
Red Deer, Alberta, Canada
Director since: June 1990
Independent

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

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

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	124,990,019	97.35
Votes Withheld	3,397,616	2.65

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	Common Shares / DSUs	Total Holdings (Shares and DSUs)	Meets Minimum Shareholding Requirement (6)
$146,400	68,866 / 36,648	105,514	Yes



Cary A. Moomjian Jr.
Age: 69
Frisco, Texas, USA
Director since: November 2014
Independent

Mr. Moomjian is a former oil and gas drilling industry executive with 35 years of international and domestic experience in legal, contractual, risk management, commercial and corporate governance activities that included negotiation of land and offshore drilling contracts, oilfield service and supply agreements, joint venture relationships, rig construction projects, financings, mergers and acquisitions. He acted as Vice President, General Counsel and Secretary to ENSCO International Inc. and Ensco plc from 2002 until 2011, and prior to that was Vice President, General Counsel and Secretary of Santa Fe International Corporation. He has a B. A. (*cum laude*) from Occidental College in Los Angeles, CA and a J.D. (with distinction) from the Duke University School of Law. He has been a member of the California and Texas State bar associations since 1972 and 1994 respectively. He has been a prominent member of and contributor to the International Association of Drilling Contractors (IADC), which named him "Contractor of the Year" in 1996, and is a recognized expert on drilling contracts.

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:
Member of the Board	7/7 (100%)	None
Member of the Compensation Committee	5/5 (100%)	
Member of the Corporate Governance, Nominations & Risk Committee	4/4 (100%)	

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	125,709,133	97.91
Votes Withheld	2,678,502	2.09

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	Common Shares / DSUs	Total Holdings (Shares and DSUs)	Meets Minimum Shareholding Requirement (6)(7)
$151,000	10,000 / 22,526	32,526	N/A

John G. Schroeder
Age: 70
Calgary, Alberta, Canada
Director since: June 1990
Independent

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

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:
Member of the Board Chair of the Audit Committee Member of the Compensation Committee	7/7 (100%) 4/4 (100%) 5/5 (100%)	None
Voting Results of 2016 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	127,683,438	99.45
Votes Withheld	704,197	0.55

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (6)**
$145,600	16,073 / 47,059	63,132	Yes

Kenneth J. Skirka
Age: 72
Sydney, Australia
Director since: May 2003
Independent

Mr. Skirka retired as Managing Director of Australian Oil and Gas Corporation ("AOG") in April 2003 following AOG's acquisition by Ensign. AOG was an Australian publicly listed oilfield services company active in Australia, New Zealand, Southeast Asia, the Middle East, North Africa and South America. Mr. Skirka has over 40 years of experience in all aspects of the oilfield services and production industries, in Australia and internationally. He has served on a number of industry bodies including the advisory board of the School of Petroleum Engineering at the University of New South Wales (Sydney) and is a former member of the Executive Committee of the International Association of Drilling Contractors (IADC). He is a member of the Australian Society of Petroleum Engineers and is a Fellow of the Australian Institute of Company Directors. He is a former director of Roma Petroleum N.L., an Australian exploration company formerly listed on the Australian Stock Exchange.

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:
Member of the Board Member of the Corporate Governance, Nominations & Risk Committee Chair of the Health, Safety & Environment Committee	7/7 (100%) 4/4 (100%) 4/4 (100%)	None
Voting Results of 2016 AGM:	**Number of Votes:**	**% of Votes:**
Votes For	125,392,852	97.67
Votes Withheld	2,994,783	2.33

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	**Common Shares / DSUs**	**Total Holdings (Shares and DSUs)**	**Meets Minimum Shareholding Requirement (6)**
$182,912	57,751 / 0	57,751	Yes

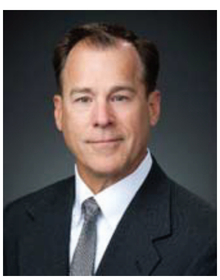
Gail D. Surkan
Age: 69
Red Deer, Alberta, Canada
Director since: March 2006
Independent

Ms. Surkan is a retired businesswoman with 30 years of experience in economic and human resource development, strategic leadership and governance. She was a four-term mayor of Red Deer, Alberta, from 1992 to 2004. Ms. Surkan was a founding director of ATB Financial, where she served for nine years. She also served as the chair of the Alberta Heritage Foundation for Medical Research for four years, retiring in 2009 at the end of her term after eight years of service. Until December 2014, Ms. Surkan sat on the board of the Agriculture Financial Services Corporation, and currently sits on the boards of a number of not-for-profit organizations. She also currently chairs the Governance Committee for the 2019 Canada Winter Games. In addition to her extensive board experience, Ms. Surkan has significant expertise in business and organizational strategy, executive recruitment and human resources. She has a Bachelor of Economics from the University of Saskatchewan. Ms. Surkan continues to be very active at the community level and serves as an Honorary Colonel for the 20th Field Regiment of the Canadian Forces.

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:
Member of the Board Member of the Compensation Committee Member of the Corporate Governance, Nominations & Risk Committee	7/7 (100%) 5/5 (100%) 4/4 (100%)	None

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	128,188,119	99.84
Votes Withheld	199,516	0.16

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	Common Shares / DSUs	Total Holdings (Shares and DSUs)	Meets Minimum Shareholding Requirement (6)
$136,000	50,419 / 4,966	55,385	Yes



Barth E. Whitham
Age: 60
Denver, Colorado, USA
Director since: March 2007
Independent

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

Board/Committee Membership: (1)	Attendance:	Public Board Memberships:	
Member of the Board Member of the Audit Committee Member of the Health, Safety & Environment Committee	7/7 (100%) 4/4 (100%) 4/4 (100%)	*Intrepid Potash Inc.*	2008 – present

Voting Results of 2016 AGM:	Number of Votes:	% of Votes:
Votes For	128,346,889	99.97
Votes Withheld	40,746	0.03

Total Compensation Earned in 2016: (5)	Securities / DSUs Held (directly and indirectly) as at March 17, 2017: (3)		
Value	Common Shares / DSUs	Total Holdings (Shares and DSUs)	Meets Minimum Shareholding Requirement (6)
$151,400	55,441/ 0	55,441	Yes

(1) As at December 31, 2016.
(2) For further details on the compensation earned by the Chairman and the President & Chief Operating Officer of the Corporation, please see the section of this Information Circular entitled "Compensation Discussion and Analysis".
(3) Common Share ownership reported in this Information Circular excludes any Common Shares that may have been acquired by the Director on the dividend payment date of January 6, 2017 pursuant to the Corporation's Dividend Reinvestment Plan.

Any such acquisitions of Common Shares by a reporting insider will be reported in the normal course on the System for Electronic Disclosure by Insiders (SEDI) in the first quarter of 2018.

(4) For further details on the minimum shareholding requirement for the Chairman and the President & Chief Operating Officer of the Corporation, please see the section of this Information Circular entitled "Compensation Discussion and Analysis – Mandatory Executive Share Ownership Guidelines".

(5) For further details on the compensation earned by Directors, please see the section of this Information Circular entitled "Director Compensation".

(6) For further details on the minimum shareholding requirement applicable to Directors who are not members of Management, please see the section of this Information Circular entitled "Director Equity Ownership Requirements".

(7) Mr. Moomjian has until November 2019 to meet our share ownership requirement.

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

Majority Director Voting

On March 14, 2008, the Board adopted a policy whereby the election of director nominees by shareholders in an uncontested election shall be by majority vote. A director nominee who receives less than 50% of the votes cast in favour of the election of the director nominee shall forthwith submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Board shall exercise discretion in considering any such resignation of the director nominee. If it is deemed to be in the best interests of the Corporation and the Shareholders, and absent any extenuating circumstances deemed by the Board to exist, the Board shall accept such resignation within 90 days of having received the resignation of the director nominee.

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

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

Committees

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

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

As at March 17, 2017, the Board of Directors has nine (9) members, all of whom are standing for re-election at the Meeting, and membership of the Board Committees (comprised exclusively of independent Directors) is as follows:

		Committees			
Independent Directors	**Year Appointed**	**Audit**	**Compensation**	**Governance, Nominations & Risk**	**Health, Safety & Environment**
Howe, James B.	1987	X	Chair		
Kangas, Len O.	1990			Chair	X
Moomjian Jr., Cary A.	2014		X	X	
Schroeder, John G.	1990	Chair	X		
Skirka, Kenneth J.	2003			X	Chair
Surkan, Gail D.	2006		X	X	
Whitham, Barth E.	2007	X			X

Meetings of the Board of Directors and its Committees During 2016

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

The overall average attendance for all meetings of the Board of Directors and its committees held in 2016 was 100%.

Director Tenure

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

The nominees for election to the Board of Directors include individuals having served between two (2) and up to 29 years as a Director of the Corporation, as categorized below:

Tenure	# of Directors	Director
0 – 5 years	1	Cary A. Moomjian, Jr.
6 – 10 years	2	Geddes, Robert H. Whitham, Barth E.
11 – 15 years	2	Skirka, Kenneth J. Surkan, Gail D.
16 – 20 years	0	N/A
21+ years	4	Edwards, N. Murray Howe, James B. Kangas, Len O. Schroeder, John G.

The average age of the Corporation's Directors in 2016 was 64.5 years.

No Common Outside Boards

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

Director Equity Ownership Requirement

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

In early 2015, in light of uncertain market conditions, the Board of Directors unanimously volunteered to take a 20% reduction in compensation (described in further detail in the section below entitled "Director Compensation"). Compensation levels for Directors in 2016 were maintained at the 2015 levels. As such, the minimum equity ownership requirement for 2016, based on a multiple of three (3) times the reduced base annual cash and equity retainer, was Common Shares (or DSUs) having a value of $336,000, the same as for the 2015 year.

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

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

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

Throughout 2016 and as at March 17, 2017, each Director being nominated for election at the Annual Meeting of the Shareholders and subject to the minimum equity ownership requirement has met the minimum equity ownership requirement, based on one or more of the permitted calculation methods, as demonstrated below:

	As at March 17, 2017			*2016 Requirement: Value of $336,000*			
Name	**Ownership (Common Shares (#)**	**Ownership (DSUs) (#)**	**Total Equity (Common Shares + DSUs)**	**Market Value as at December 31, 2016 (1)**	**Market Value as at March 17, 2017 (2)**	**Acquisition Cost (3)**	**Meets Guidelines (4)**
Howe, James B.	456,044	0	**456,044**	$4,277,693	$3,639,231	Yes	Yes
Kangas, Len O.	68,866	36,648	**105,514**	$989,721	$842,002	Yes	Yes
Moomjian Jr., Cary A.	10,000	22,526	**32,526**	$305,094	$259,557	N/A	N/A
Schroeder, John G.	16,073	47,059	**63,132**	$592,178	$503,793	Yes	Yes
Skirka, Kenneth J.	57,751	0	**57,751**	$541,704	$460,853	Yes	Yes
Surkan, Gail D..	50,419	4,966	**55,385**	$519,511	$441,972	Yes	Yes
Whitham, Barth E.	54,441	0	**54,441**	$510,657	$434,439	Yes	Yes
TOTAL:	713,594	111,199	**824,793**				

(1) Based on the closing price for the Corporations' Common Shares on December 31, 2016 of $9.38.

(2) Based on the closing price for the Corporations' Common Shares on March 17, 2017 of $7.98.

(3) Based on the acquisition cost of holdings that exceed both current market value and the equity ownership requirement.

(4) All Directors except for Mr. Moomjian, who was appointed to the Board of Directors on November 5, 2014, have been on the Board of Directors for five (5) or more years and are therefore subject to the requirement.

As at March 17, 2017, the non-management Directors hold an aggregate of 713,594 Common Shares and 111,199 DSUs. The Common Shares of the non-management Directors represent 0.46% of the issued and outstanding Common Shares as at that date and a total accumulated value of $6,581,848 (based on the closing price for the Common Shares on March 17, 2017 of $7.98). Management Directors have separate share ownership requirements.

Cumulatively, non-management and management Directors hold a total of 27,682,327 Common Shares representing 17.87% of the issued and outstanding Common Shares and a total accumulated value of $220,904,969 (based on the closing price for the Common Shares on March 17, 2017 of $7.98).

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

Additional Disclosures Regarding Directors

To the knowledge of the Corporation, in the last ten years, none of the above-named nominees is or has been (i) a director, chief executive officer or chief financial officer of any other issuer that, while that person was acting in that capacity or which resulted from an event which occurred while that person was acting in such capacity, was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, or (ii) a director or executive officer of any company that, while such person was acting in such capacity, or within one year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Furthermore, to the knowledge of the Corporation, in the last ten years, no director or officer of the Corporation, or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Appointment of Auditors

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

Total fees for audit and audit-related services for the Corporation's fiscal year ended December 31, 2016 were $740,464 (2015 – $743,700). For more information relating to auditors' fees, reference is made to the Annual Information Form dated March 16, 2017, under the heading "Audit Committee Disclosures", which is hereby incorporated by reference and which can be found on SEDAR at www.sedar.com or obtained free of charge by any shareholder from the Corporate Secretary of the Corporation at 400 – 5th Avenue S.W., Suite 1000, Calgary, Alberta, T2P 0L6.

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

The Board has resolved to hold an advisory ("Say on Pay") vote on the Corporation's approach to executive compensation at the 2017 annual meeting of Shareholders.

The Board believes that this advisory vote will assist in dialogue with our Shareholders about governance and other matters relating to executive compensation.

At the Meeting, Shareholders will be asked to cast an advisory vote on the Corporation's approach to executive compensation. Ensign's approach to compensation paid to its NEOs is described in detail under the heading "Compensation Discussion and Analysis".

The results of the "Say on Pay" vote will be non-binding on the Board. However, the vote is an important part of our engagement with Shareholders with respect to executive compensation.

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

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

> **"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Ensign Energy Services Inc. ("Ensign") or its committees, that the Shareholders of Ensign accept the approach to executive compensation disclosed in Ensign's Information Circular dated March 17, 2017 and delivered in advance of the 2017 annual meeting of Shareholders."**

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

SECTION 3 – COMPENSATION DISCUSSION AND ANALYSIS

Letter to Shareholders from the Compensation Committee

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

Fellow Shareholders,

We are pleased to present Ensign's Compensation Discussion & Analysis ("**CD&A**") with respect to the compensation paid to our senior-most executives in 2016. This section will help you understand our compensation philosophy, practices and approach to executive compensation, both in 2016 and for the current year.

In 2016, the Board of Directors offered Shareholders an advisory vote on executive compensation. Approximately 74% of the shares voted in favour of our approach to executive compensation. The Committee carefully considered the result of the say-on-pay vote cast by you in 2016. We took the outcome as an indication that improvements could be made to certain elements of our compensation program design and disclosure.

In the process of making the improvements outlined below, we reviewed comments received in 2016 from a proxy advisory firm and certain Shareholders with whom we engage regarding several aspects of our compensation program, and the Chair of the Committee participated in an engagement call with a proxy advisory firm. It became clear that while our compensation programs have historically achieved satisfactory outcomes in terms of realized and realizable compensation over each of the short, medium and long term, our compensation plan design was not maximizing the true link between pay and performance. Accordingly, we have undertaken a comprehensive review, and a number of changes have been made to our compensation programs in general, effective in 2017, and in particular to the design of our long-term incentive programs.

More specifically, the changes and improvements we have made are the following:

Improvement	*Description*
Enhanced Focus on Long-Term Performance:	The key change we have made, effective for 2017, is to replace our "Performance Share Award" program with a more traditional "Performance Share Unit" plan (the "**PSU Plan**"). The PSU Plan will provide performance-based incentive awards, and will result in additional alignment between NEO pay outcomes and corporate performance outcomes over a three-year period. Performance metrics have been selected ("relative total shareholder return" and "return on capital employed") that we believe will result in highly competitive realized pay, aligned with corporate performance and the achievement of established goals. We also believe that the PSU Plan will assist us in achieving the important objectives of retention and attraction of key members of our management team. Further, this element of pay will continue to result in a large proportion of pay being comprised of at-risk, long-term award payouts. Lastly, the PSU Plan is non-dilutive. Upon vesting, awards will be settled in Common Shares purchased on the open market or settled in cash, at the election of the award recipient. Award recipients who have not met their minmum shareholding requirement will be required to take the award in Common Shares until such requirement is met.
Increased Emphasis on Performance Metrics:	We have also re-aligned the weighting as between the elements of medium and long-term compensation, with more emphasis being placed on PSUs than on stock options, beginning in 2017, to increase the focus on performance-based vesting and reinforce the link between pay and performance.
Change of Control Outcome:	We have recently amended the Stock Option Plan to include a "double trigger" applicable to NEOs, and the same concept is included in the new PSU Plan. The vesting of awards in a change of control scenario under each program will neither be automatic nor discretionary with respect to NEOs, but will depend on whether the NEO is actually or constructively terminated following a change of control event.
Re-Alignment of Short-Term Incentive Weighting:	We reviewed and re-aligned the weightings assigned to metrics used to calculate our short-term incentives for NEOs in 2017. These changes were made to ensure that a broader complement of our senior leadership group is specifically incentivized towards the achievement of strategic objectives in the interests of the Corporation as a whole, and to better align the range of potential outcomes for executives responsible for a variety of individual business units with the potential outcomes for executives responsible for a single business unit.
Minimum Shareholding Requirement Applicable to NEOs:	We reviewed our policy with respect to minimum shareholdings required of our executives and other senior officers and made certain adjustments to enhance the objective of alignment between our executive officers and our Shareholders.
Performance Goal Disclosure:	In addition to the above specific enhancements made to our compensation programs, in this CD&A we have enhanced the disclosure of the target goals under the short-term incentive program (annual bonus plan).

In addition to the forgoing, on an annual basis we review our compensation peer group, the compensation and disclosure practices of our peers, as well as the outcome of realized pay in a year, and we make adjustments as appropriate to ensure that our compensation program continues to be competitive, aligned with the interests of Shareholders and meets our objective of attraction and retention of our top talent.

For the 2016 year, we made two important adjustments to ensure alignment between executive compensation and the interests of Shareholders:

- First, we suspended the Performance Share Award component of the Annual Bonus Plan for all participants for the 2016 year; and
- Second, we placed a cap on the payment calculated pursuant to the Annual Bonus Plan, at 3% of EBITDA (as adjusted) achieved for the 2016 year.

The Compensation Committee believed these adjustments were necessary in the year, in light of persistent challenges being experienced in our industry which significantly impacted the Corporation's financial performance in both 2015 and 2016. The Compensation Committee used its experience and collective judgment in making these adjustments.

As a Committee, we will continue to monitor trends in executive compensation and review our compensation programs to ensure they remain competitive and aligned with the best interests of the Shareholders.

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

James B. Howe (Chair)

Cary A. Moomjian, Jr.

John G. Schroeder

Gail D. Surkan

Compensation Discussion & Analysis

This Compensation Discussion and Analysis (“**CD&A**”) describes the compensation programs and practices applicable to the following executive officers of the Corporation who are classified as "Named Executive Officers" pursuant to National Instrument 51-102 (each a "**NEO**" and collectively, the "**NEOs**") for all or a part of the 2016 year:

Geddes, Robert H.	President & Chief Operating Officer
Kautz, Edward D.	President United States & Latin American Operations
Michael R. Nuss	Executive Vice President United States & Latin American Operations
Lemke, Timothy A. (1)	***Former*** Vice President Finance & Chief Financial Officer
Michael Gray (2)	Chief Financial Officer
Selby Porter (3)	***Former*** Vice Chairman
Edwards, N. Murray	Chairman

(1) Mr. Lemke was Vice President Finance & Chief Financial Officer until he retired on October 21, 2016.
(2) Mr. Gray was Corporate Controller until October 21, 2016 and Chief Financial Officer from October 22, 2016.
(3) Mr. Porter was Vice Chairman until he retired on May 5, 2016.

References in this CD&A to our “**Executive Management Committee**” means, collectively, the NEOs together with two other senior executives of the Corporation at the Executive Vice President level, who do not meet the definition of a NEO and whose compensation is therefore not reported in this Information Circular. As described further in the section of this Information Circular entitled “Statement of Corporate Governance Practices”, the Corporation does not have a named CEO.

Summary of 2016 Changes

Ensign’s compensation programs remained substantially the same for the 2016 year as for the 2015 year.

However, in May 2016, in light of persistent economic and market challenges facing the Corporation and our industry around the globe, the Compensation Committee suspended the Performance Share Award component of the Annual Bonus Plan for the 2016 year and set a fixed cap for the payout under the Annual Bonus Plan at 3% of EBITDA (as adjusted).

As a result, NEOs received compensation with respect to the 2016 year in the form of base salary and annual cash bonus only. Existing PSA awards, granted in prior years, continued to vest normally in 2016.

Following the finalization of the Corporation’s year-end results for 2016, in March 2017, and taking into consideration the suspension of the Performance Share Award in 2016, the Compensation Committee offered senior executives of the Corporation (being all NEO’s and other executives at the Vice President level or above) an election to receive their 2016 cash bonus in Common Shares, at a 50% premium over the value of the cash bonus, subject to the conditions that the total payout under the Annual Bonus Plan (including the cost of any Common Shares elected to be received in lieu of cash) remain capped at 3% of EBITDA (as adjusted), and that such senior executives retain these Common Shares for a period of three years. As at the date of this Information Circular, the deadline for making such election has not yet passed.

To the extent that the senior executives make this election, the 2016 cash bonus component will be paid (at a value of 150% the calculated cash amount) to such executives in the form of Common Shares purchased on the open market, thus avoiding dilution.

The Compensation Committee decided to make this election available to its senior executive team to provide an additional element of alignment with Shareholders interests (in light of the suspension in 2016, and now discontinuance in 2017, of the Performance Share Award program).

Looking Ahead to 2017

As noted elsewhere in this CD&A, in part in response to the outcome of the Corporation's inaugural "say-on-pay" vote that occurred on May 4, 2016 wherein the Corporation's executive compensation progams achieved the support of 74% of Shareholders, the Compensation Committee has re-designed certain elements of our compensation programs in order to better achieve alignment between pay and performance, ensure the appropriate and competitive compensation of our senior executives, and provide additional transparency regarding the metrics used in measuring outcomes.

The most significant outcome of this effort has been that the PSA has now been discontinued entirely, and a PSU Plan has been implemented effective for 2017, for NEOs and other executives at the Vice President level and above.

Board of Directors Oversight and the Compensation Committee

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

The Compensation Committee is currently comprised of James B. Howe (Chairman), Cary A. Moomjian Jr., John G. Schroeder and Gail D. Surkan, all of whom served on the Committee during the entire year ended December 31, 2016. Mr. Howe served as Chairman of the Compensation Committee throughout 2016 and continues in this role as of the date hereof.

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

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

Committee Member	Relevant Skills and Experience
Howe, James B. (Committee Chairman)	Mr. Howe has been a member of Ensign's Compensation Committee since 1998, and has acted as Chairman since 2004. Mr. Howe also currently serves on the compensation committee of Pason Systems Inc., a Canadian public company. As a Chartered Accountant and experienced public company director, he has significant financial expertise in, and in-depth exposure to, the design, implementation and evaluation of alternative strategies and best industry practices to performance-based compensation programs, in the energy industry in general and in the oilfield services sector specifically.
Moomjian Jr., Cary A.	Mr. Moomjian was appointed to the Compensation Committee on December 4, 2014 and brings 35 years of industry experience, including 18 years of experience in executive compensation, to this Committee. From 1994 to 2011, in his former roles as Vice President, General Counsel and Secretary of Ensco plc, ENSCO International Inc., and Santa Fe International Corporation, he participated in all meetings of the boards of directors and committees of those issuers, including compensation committees. While serving as Vice President, General Counsel and Secretary of those companies, Mr. Moomjian developed a depth and breadth of understanding of compensation programs, design, evaluation, issues and trends, and related governance and best practices considerations, in the context of an oilfield services provider. Further, having served as a department head of an oilfield services company between 1983 and 2011, he has had comprehensive experience with human resources management. Such experience includes succession planning, employee retention, performance review, cash and incentive compensation administration as well as personnel training and development.
Schroeder, John G.	Mr. Schroeder has been a member of Ensign's Compensation Committee since 1998. As a Chartered Accountant and a finance executive on the senior management team of Parkland Income Fund (now called Parkland Fuel Corporation), a public petroleum marketing income trust, Mr. Schroeder was responsible for the human resources function for 20 years. This included, together with the President and CEO, responsibility over the design and evaluation of compensation plans for executives and senior employees. Further, as a long-serving member of Ensign's Compensation Committee, Mr. Schroeder is experienced in the design, evaluation, modification and best practices generally as they relate to compensation practices for a corporation of the size and scope of Ensign.
Surkan, Gail D.	Ms. Surkan has been a member of Ensign's Compensation Committee since 2007 and brings approximately 15 years of experience in human resources planning, in particular in executive recruitment, executive compensation, succession planning and employee engagement, to Ensign's Compensation Committee. In her former capacity as the Mayor of Red Deer and Chair of the Alberta Heritage Foundation for Medical Research, and in the numerous board positions she has held with crown corporations, non-profit organizations and private companies, she has had extensive experience with oversight of human resources functions, including compensation planning and evaluation, and the retention aspects associated with employee and executive compensation. More specifically, Ms. Surkan chaired the Human Resources Committee for ATB Financial for a number of years and led the CEO recruitment teams for both the City of Red Deer and the Alberta Heritage Foundation for Medical Research during her tenure with those organizations.

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

Compensation Committee Mandate

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

i. Establishing and reviewing the Corporation's executive compensation philosophy;

ii. Administering compensation policies and programs, including salaries, bonuses and equity compensation plans, which reflect the executive compensation philosophy;

iii. Reporting to the Board of Directors and submitting compensation recommendations to the Board of Directors for approval;

iv. Performing a review of the Corporation's senior management and the steps being taken to assure the succession of qualified senior management at the Corporation;

v. Periodically reviewing and approving grants or awards pursuant to the Corporation's Stock Option Plan, and other equity-based award programs as may be established from time to time, under which Common Shares may be acquired or awarded to eligible participants;

vi. Reviewing the administration of any equity plans the Board may establish; and

vii. Reviewing and monitoring risks associated with the Corporation's compensation and human resources programs and practices, including succession planning and retention.

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

Compensation Philosophy, Principles and Objectives

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

i. Provide market-competitive compensation to attract and retain qualified individuals;

ii. Maintain a pay-for-performance philosophy by delivering a meaningful proportion of total compensation using variable pay tied to corporate, business unit, safety and personal performance;

iii. Provide incentives linked to operating and financial performance and enhanced shareholder value, as well as non-financial metrics measured by the health, safety and environmental performance of the Corporation;

iv. Provide incentives which support appropriate risk-taking in support of the short-term and long-term goals of the Corporation, reflective of our risk tolerance;

v. Consistency with Ensign's vision of growth through collaborative learning, achieving the potential of our people and technology and creating excellence; and

vi. Consistency with Ensign's values of integrity, teamwork and learning.

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

Risk Considerations of Executive Compensation

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

i. Assists the Board in monitoring the risks associated with the Corporation's compensation programs and practices, including the retention of key senior management personnel;

ii. Reviews from time to time the risk implications of the Corporation's compensation programs, including specifically compensation risks as they relate to the Corporation's strategic plans, other desired performance measures, overall corporate performance and risk management principles; and;

iii. Periodically undertake a formal review of the risk implications of the design of the Corporation's compensation policies for senior executives and succession plans for such senior personnel.

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

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

The Compensation Committee reviews incentive programs on an annual basis. The Compensation Committee also models and adjusts programs, targets and measures as needed to ensure optimal alignment with the Corporation's strategic plans. The Compensation Committee also considers the results of the advisory vote on executive compensation. Important adjustments have been made to our compensation programs for 2017 as a result of these reviews.

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

Oversight Procedures and Risk Mitigation Features

"At Risk" Compensation:

- A significant portion of Ensign's NEO compensation is "at risk", consisting of the annual cash bonus, annual awards of Common Shares pursuant to the Performance Share Award, and awards of stock options. The performance share awards issued in prior years were "at-risk" and "medium-term" as the award level is determined by the Corporation's financial performance (using the same criteria as are set for the annual cash bonus). The awards are paid in the form of Common Shares that vest over a period of three (3) years following the year for which such award was earned. Stock options are "at risk" and "long-term", as options do not fully vest until the end of the fifth (5^{th}) year following the date of the grant.

Beginning in 2017, the Performance Share Awards have been discontinued and a Performance Share Unit Plan ("PSU Plan") has been implemented for the Corporation's senior-most executives. The PSUs will be "at-risk" and "medium-term", with cliff-vesting at the end of the three-year period and award levels set based on a percentage of base salary, and a performance payout multiplier.

- Since the final value of the Performance Share Award (and beginning in 2017, the PSU Plan) is dependent, in whole or in part, upon the price of the Common Shares over the applicable vesting periods, and thus is linked to the achievement of medium and long-term value creation, the motivation for executives to take inappropriate action or excessive risk that may be beneficial to them from the standpoint of their compensation, at the expense of Ensign and its Shareholders, is limited.

- Furthermore, the Compensation Committee may apply discretion to adjust the size of the cash bonus and/or the Performance Share Award. This discretion would only be used sparingly following a comprehensive assessment of corporate performance and the accomplishments of each executive. Although this discretionary power may be exercised judiciously by the Compensation Committee, it nonetheless discourages undue risk taking. Such discretion has not been used in more than five (5) years.

In May 2016, in light of persistent economic and market challenges facing the Corporation and our industry around the globe, the Compensation Committee used its authority to suspend the Performance Share Award component of the Annual Bonus Plan for the 2016 year, and set a fixed cap for the payout of the Annual Bonus Plan at 3% of EBITDA (as adjusted).

Executive Share Ownership Guidelines:

- Ensign's executive share ownership guideline (described in detail below) further discourages excessive risk-taking. This guideline promotes an alignment of long-term interests between the Corporation's executives and those of its Shareholders.

Anti-Hedging:

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

Compensation Recoupment ("Clawback") Policy:

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

Succession Planning:

- The Compensation Committee reviews the Corporation's succession planning and implementation progress, at a minimum on a semi-annual basis. Succession planning is also frequently considered in the in-camera discussions of the Board of Directors.
- The Corporation has developed a strong culture of developing its employees and promoting from within. Each of the NEOs attained their current positions through prior positions within the Corporation, assuming increasing responsibility as they progressed and demonstrated excellent leadership skills.
- Members of senior management review, on an annual basis, each key management position, evaluating the qualification, experience and leadership competencies needed to succeed in the position. The results of that evaluation drive management's decisions regarding identification of candidates for succession and the desired developmental steps to be undertaken for such candidates.
- The Compensation Committee receives reports, at a minimum annually, on the progression and development of the executives and members of senior management being considered for future executive roles and on succession planning more generally throughout the management levels of the Corporation. The Executive Management Committee makes succession recommendations for senior management positions to the Compensation Committee for their review, consideration and approval.

Corporate Operating Structure:

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

Compensation Benchmarking Peer Group

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

For 2016, Ensign looked to the following companies in benchmarking its executive compensation:

Pay Peer Name:	Market Cap *(approx., $CAD):*	Sector
Western Energy Services Corp.	$166.0 million	Oil and Gas Drilling
Savanna Energy Services Corp.	$236.5 million	Oil and Gas Drilling
CalFrac Well Services Ltd.	$426.5 million	Oil and Gas Equipment & Services
Trinidad Drilling Ltd.	$595.5 million	Oil and Gas Equipment & Services
Trican Well Service Ltd.	$755.0 million	Oil and Gas Drilling
Ensign Energy Services Inc.	**$1,173 million**	**Oil and Gas Drilling**
Pason Systems Inc.	$1,482 million	Oil and Gas Equipment & Services
Secure Energy Services Inc.	$1,502 million	Oil and Gas Equipment & Services
Precision Drilling Corporation	$1,745 million	Oil and Gas Drilling
ShawCor Ltd.	$2,641 million	Oil and Gas Equipment & Services

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

Pay Peer Name:	Market Cap *(approx., $USD)*	Sector
Atwood Oceanics, Inc.	$718.6 million	Oil and Gas Drilling
Unit Corporation	$1,120 million	Oil and Gas Drilling
Rowan Companies plc	$1,800 million	Oil and Gas Drilling
Nabors Industries Ltd.	$3,740 million	Oil and Gas Drilling
Patterson-UTI Drilling Company, LLC	$4,140 million	Oil and Gas Drilling
Helmerich & Payne, Inc.	$7,270 million	Oil and Gas Drilling

Ensign is positioned close to the median of its Canadian peer group when measured by market capitalization, and close to the 25th percentile when compared with its US peer group.

In addition to benchmarking against peer groups as described above, in 2016 the Corporation participated in selected compensation surveys, and purchased certain published results in order to assist in benchmarking against its peers in the various geographic locations in which it operates.

The Corporation does not anticipate making significant changes to its peer group for 2017, however, a normal course review of both the compensation peer group and performance peer group is anticipated in the year.

NEO Compensation Components – Summary

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

Component	Description	Form	Performance Period	Performance Orientation
FIXED: Short-term incentive	Base salary or annual consulting fee	Cash	1 year	Fixed pay for performing day to day responsibilities. Evaluated based on past and expected future contribution, level of responsibility and value to the organization. Reflects the market value of the position, as well as experience, expertise, education, time in the role, and internal equity considerations. Reviewed on an annual basis, adjusted based on outcome of review. Increases reflect job performance and promotions.
AT RISK: Short-term incentive	Annual Bonus Plan – Cash [1]	Cash	1 year	Tied to the achievement of annual corporate and divisional objectives, including financial, health, safety and environmental objectives and strategic objectives. Level and objectives reviewed on an annual basis, adjusted based on outcome of review.
AT RISK: Medium-term incentive	Annual Bonus Plan – Performance Share Award [2][3]	Common Shares	3 years (1/3rd vests each year)	Level of award tied to the same performance metrics as the Annual Bonus Plan. Designed to focus efforts on increasing shareholder value and returns over a period of years.
AT RISK: Long-term Incentive	Stock Option Plan	Stock Options	1/5th of award vest each year over 5 years, full term of up to 6 years	Designed to focus executive officer efforts on sustainably increasing shareholder value and returns over a period of years. Delivers value only if share price appreciates. Grant levels are determined with reference to role, responsibilities, individual performance, performance of the Corporation overall, the applicable division in which an employee is employed and peer group grant levels. Previous grants are not taken into account when considering new grants.

(1) The Compensation Committee determined, in 2016, that given current challenging market conditions, to cap the maximum payout (including payouts to NEOs) with respect to the 2016 Annual Bonus Plan metrics component at 3% of the Corporation's EBITDA for the year.

(2) In 2016, the Compensation Committee suspended the Performance Share Award component for the year, given prevailing challenging market conditions.

(3) As noted elsewhere in this CD&A, the Performance Share Award has recently been discontinued entirely. In 2017 a Performance Share Unit Plan is being implemented. The PSUs granted will "cliff-vest" at the end of their 3-year term, and the performance criteria will be based on relative total shareholder return and return on capital employed.

NEO Compensation Components – Detailed Description

A detailed description of the various elements of NEO compensation for the 2016 fiscal year is as follows:

1. **Base Compensation (Salary or Annual Consulting Fee)**: The Compensation Committee typically reviews and approves base compensation for the upcoming year in December of the prior year and makes adjustments as necessary to reflect changes in economic circumstances, market conditions and competitive practices.

   In December 2014, the Compensation Committee approved 2015 NEO base salaries at 2.8% over the 2014 base salary levels. However, in January 2015, at the suggestion of the Board of Directors and in response to swiftly changing market conditions, the NEOs accepted a 10% salary reduction (implemented along with a reduction in Director compensation, discussed below), retroactive to January 1, 2015. Such action was taken by the NEOs and the Board of Directors to demonstrate leadership and emphasize the importance of controlling costs during an unstable period for the industry. Base compensation for 2016 remained at the 2015 levels, in light of prevailing industry and economic conditions, except with respect to promotions and relocations.

   Based on the current industry outlook, it is expected that 2017 compensation will increase slightly over compensation achieved in 2016.

2. **Annual Bonus Plan ("ABP") – Cash Award:** The cash component of Ensign's ABP is a short-term incentive plan designed so that NEOs have all or a high portion of their potential annual cash bonus compensation linked to overall corporate financial results and the achievement of safety and strategic goals, rather than to individual business unit or geographical segment results. The potential ABP payout grid varies from "entry level" up to the NEO level, increasing in accordance with role responsibilities and influence on corporate goal achievement.

   The ABP cash award is designed to recognize achievements measured over a one-year period. It provides an opportunity for employees, including NEOs, to earn a target annual cash bonus based on meeting corporate performance objectives in key areas:

Annual Bonus Plan – Metrics Applicable to Cash and Performance Share Awards

1.	**Corporate financial performance:** EBITDA (as adjusted) vs. approved 2016 budget 40% of NEO annual bonus	• This financial component of the annual cash bonus uses the key financial metric of EBITDA (as adjusted) as a percentage of the annual approved budget. The Board of Directors approves annual budgets, which define operating, financial, safety and other corporate goals for the Corporation (which includes all of its operating divisions). • Overall corporate financial performance is based on the Corporation's consolidated financial results, while each operating division has specific financial performance targets based on its own approved annual budget to ensure "line of sight" for the employees in that division. • A minimum threshold for corporate earnings (80% of target) must be met in order to receive an annual cash bonus. The maximum bonus is achieved at 120% of target.
2.	**Corporate financial performance:** Asset Efficiency Ratio (AER) 40% of NEO annual bonus	• The Asset Efficiency Ratio is a financial metric developed by Ensign to reflect the return on capital invested with respect to its assets. The ratio applicable to NEOs measures the adjusted after-tax cash flow generated by Ensign on a consolidated basis, divided by the average value of the assets and equipment utilized by Ensign in the year. • A minimum AER of 15% achieves the minimum threshold for achievement of a bonus based on this metric; an AER rate of 25% achieves the maximum bonus achievement based on this metric.
3.	**Safety:** 10% of NEO annual bonus	• This component of the Annual Bonus Plan is designed to incentivize ongoing positive behavior to reduce or eliminate incidents and injuries. • The Health, Safety & Environment Committee approves annual objectives comprised of a combination of: ○ Leading indicators (2016 weighting = 75%) – composed of a minimum of three (3) key behavior-based performance indicators; and ○ Lagging indicators (2016 weighting = 25%) – total recordable injury rates, to promote year-over-year improvement; on both a divisional and a corporate basis. • Threshold, target and stretch targets are set and aligned with a points system. At the threshold, safety bonus is 0%; at target, safety bonus is 6%; and at stretch, safety bonus is 10%.
4.	**Strategic Goals:** 10% of NEO annual bonus	• The Board of Directors annually approves a minimum of four (4) or more strategic goals and objectives for the Corporation, in some or all of the following areas: • Safety • Systems • Training • Asset Efficiency • Business Development • Innovation / Technology • Threshold, target and stretch targets are set and aligned with a points system. At the threshold, this component is 0%; at target, it is 6%; and at stretch, this bonus component is 10%.

The annual cash bonus varies based on the degree to which financial, non-financial and strategic objectives meet or exceed the established targets. When all objectives are met or exceeded, NEOs were eligible for an annual cash bonus in 2016 at a set level of up to 100% of their base compensation, as follows:

1. Financial Performance [40%]		2. Asset Efficiency Ratio (AER) [40%]		3. Safety (vs. 2016 Safety Targets) [10%]		4. Strategic Bonus [10%]	
EBITDA (as adjusted) as a % of 2016 Budget	**Bonus % of 2016 Base Comp.**	**AER %**	**Bonus % of 2016 Base Comp.**	**HSE Points**	**Bonus % of 2016 Base Comp.**	**Strategic %**	**Bonus % of 2016 Base Comp.**
Below 80%	0.00%	Below 15%	0.00%	Below 80 PTS	0.00%	Below 80 PTS	0.00%
At 80%	4.00%	At 15%	4.00%	At 80 PTS	1.00%	At 80 PTS	1.00%
At 85%	9.00%	At 16.25%	9.00%	At 85 PTS	2.25%	At 85 PTS	2.25%
At 90%	14.00%	At 17.50%	14.00%	At 90 PTS	3.50%	At 90 PTS	3.50%
At 95%	19.00%	At 18.75%	19.00%	At 95 PTS	4.75%	At 95 PTS	4.75%
At 100%	24.00%	At 20.00%	24.00%	At 100 PTS	6.00%	At 100 PTS	6.00%
At 105%	28.00%	At 21.25%	28.00%	At 105 PTS	7.00%	At 105 PTS	7.00%
At 110%	32.00%	At 22.50%	32.00%	At 110 PTS	8.00%	At 110 PTS	8.00%
At 115%	36.00%	At 23.75%	36.00%	At 115 PTS	9.00%	At 115 PTS	9.00%
At 120%	40.00%	At 25+%	40.00%	At 120 PTS	10.00%	At 120 PTS	10.00%

In 2016, on a consolidated basis, the Corporation's EBITDA (as adjusted) achieved approximately 89% of the approved annual budget for 2016, resulting in an annual cash bonus payout to the NEOs based on this metric. In May 2016, in light of persistent economic and market challenges facing the Corporation and our industry around the globe, the Compensation Committee used its authority to set a fixed cap on the Annual Bonus Plan at an aggregate of 3% of adjusted EBITDA (including payments to NEOs). The total payout pursuant to the ABP to all of Ensign's eligible employees, including NEOs, was approximately 2.8% of EBITDA.

The Compensation Committee reviews and approves the final proposed annual cash bonus payments to NEOs, and may, where appropriate, adjust such bonus payments following a comprehensive assessment of corporate performance and the accomplishments of each NEO. No such adjustments impacting NEO bonuses have been made in more than five (5) years.

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

For 2017, certain NEOs (being Mr. Geddes, Mr. Edwards and Mr. Kautz) will be eligible for an annual cash bonus at a set level of up to 150% of their base compensation, and the weighting as between the financial performance metric and the AER metric has been changed to 50% and 30% respectively (from 40% and 40% as shown above).

3. **Annual Bonus Plan – Performance Share Award ("PSA"):** The PSA (suspended for the 2016 year, discontinued in 2017) provides an award of Common Shares based on the most recent year's corporate performance. Common Shares are acquired in the market and vest over a period of three (3) years.

As a result, PSA's provide a link from short-term corporate performance to long-term shareholder interests, employee and officer retention, and facilitates share ownership in the Corporation without the dilutive aspects of issuing shares from treasury or granting stock options.

The table below summarizes the characteristics of the PSA, which were in the past granted based on the same corporate performance measures as used in the ABP:

Performance Share Award *(*Suspended in 2016, discontinued for 2017)*	
Form of Award	Common Shares, purchased on the open market through the TSX.
Who Participates	Certain officers and employees of the Corporation.
Target Award Amount	A cash amount is determined based on the annual cash bonus earned for financial and safety performance, and achievement of strategic goals, which is used by a trustee to acquire Common Shares through the Toronto Stock Exchange, and held until vesting. The PSA is based on a set multiple based on role and tenure, which for NEOs, is up to 2.5 times the annual cash bonus. This level is set, in part, to encourage Common Share ownership by NEOs.
Dividends	Dividends are accrued on outstanding, unvested Common Shares, and accumulate in the form of additional Common Shares.
Vesting	Awards of Common Shares vest equally over a three (3) year period, beginning on September 1 of the year following the year in which the award was earned. Extending the realization of the award over this three (3) year period encourages corporate performance and stock price appreciation. If an employee leaves their employment with the Corporation for any reason other than in the case of change of control, retirement in the normal course, or death, the unvested Common Shares are forfeited.
Payout	Common Shares of the Corporation, paid out in kind upon vesting.
Performance Measures	The size of the PSA depends on the corporate performance of the most recent year, and the corresponding quantum of the annual cash bonus. The PSA will be nil if the annual cash bonus is nil. Future realized values at the time of vesting will reflect stock price performance and reinvested dividends over the vesting period.

As with the ABP, the Compensation Committee has the authority to adjust the size of, suspend or eliminate the PSA. This authority is usually used following a comprehensive assessment of corporate performance and the accomplishments of each executive. This authority was exercised in May 2016, when the Compensation Committee suspended the PSA component of the Annual Bonus Plan for the year. As such, no PSA's were granted to eligible employees, including NEOs, with respect to the 2016 year. The PSA has been fully discontinued and no further awards will be granted pursuant to this element of compensation. Existing awards from prior years will continue to vest normally, the last such vesting to occur on Setpember 1, 2018.

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

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

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

SARs are provided to certain employees residing outside of Canada, in lieu of stock options, and are subject to the same general conditions and restrictions as stock options.

No stock options or SARs were granted in the 2016 year, however a grant of stock options and SARs took place on March 10, 2017. All of our NEOs received an award of stock options in this grant (as described in further detail below in the section entitled "2016 Stock Option Grants").

5. Other Compensation:

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

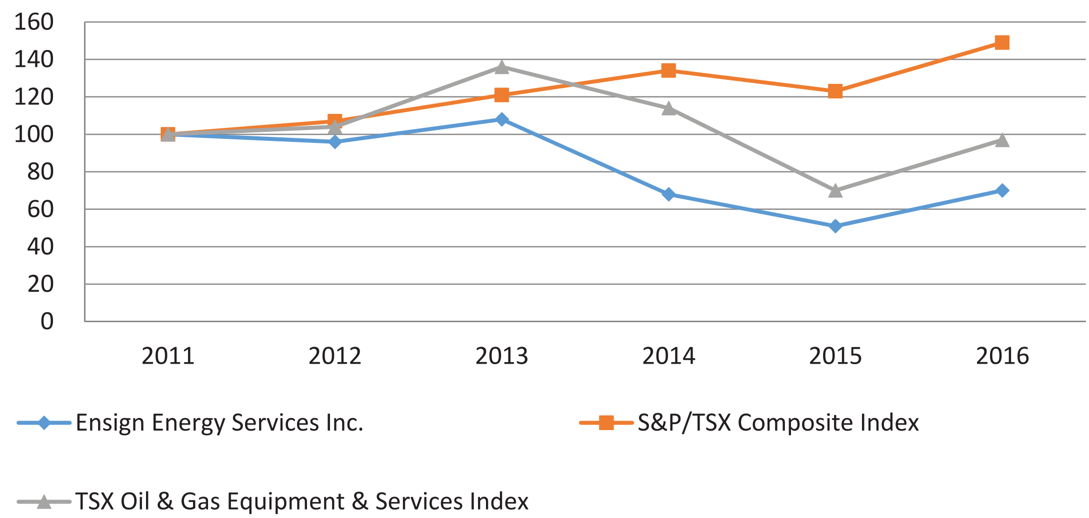
Total compensation for NEOs at Ensign is reviewed for competitiveness and compared to the Corporations' peer group for the achievement of established levels of performance.

The Compensation Committee retains the ability to exercise discretion to ensure that compensation and incentive plan designs achieve the intended results and avoid unintended consequences. In determining whether discretion is warranted, the Compensation Committee comprehensively assesses each element of the compensation package provided to executives, the overall compensation package provided to each executive, the performance of the Corporation (financial and non-financial) and individual performance. This discretionary power is exercised sparingly and judiciously by the Compensation Committee. Other than with respect to the suspension in 2016 of the Performance Share Award program, which impacted all eligilble employees including NEOs, no adjustments from the set formulas were made with respect to any NEOs in 2016 or in any of the past five (5) years.

Please see the "Summary Compensation Table" for details regarding overall executive compensation awarded to NEOs in 2016, and the table entitled "Outstanding Share-Based and Option-Based Awards" for details on grants of options to the NEOs in 2016.

Performance Graph

The following performance graph illustrates Ensign's five year cumulative shareholder return, as measured by the closing price of the Common Shares at the end of each financial year, assuming an initial investment of $100 on December 31, 2011, compared to the S&P/TSX Composite Index and the TSX Oil & Gas Equipment & Services Index, assuming the reinvestment of dividends, where applicable.



Index	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**
Ensign Energy Services Inc.	100	96	108	68	51	70
S&P/TSX Composite Index	100	107	121	134	123	149
TSX Oil & Gas Equipment & Services Index	100	104	136	114	70	97

The 2011 starting point in the performance graph reflected ongoing improvement in revenue and operating earnings following the downturn associated with the 2008/2009 global financial crisis. The recovery in financial performance was sustained into the start of 2012 before North American activity levels began to soften in the latter half of that year. Throughout much of 2013, this weakness in North American oilfield services markets continued.

Ensign generated strong operating and financial results for the majority of 2014, even though falling oil prices in the second half of the year began to adversely impact expected levels of future demand for oilfield services, particularly in Canada and the United States. The Corporation's share price dropped significantly in the last half of 2014 as the outlook worsened due to falling oil and gas commodity prices.

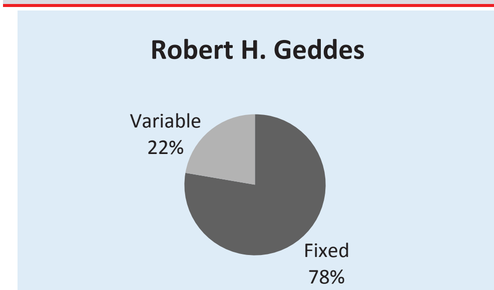
Steep declines in energy commodity prices continued throughout 2015, as energy supply and demand fundamentals remained imbalanced. The continued decrease in the Corporation's share price in 2015 reflected a decline in operating revenue of 40% as compared with 2014, reflective of the challenged commodity prices and corresponding weak demand for oilfield services.

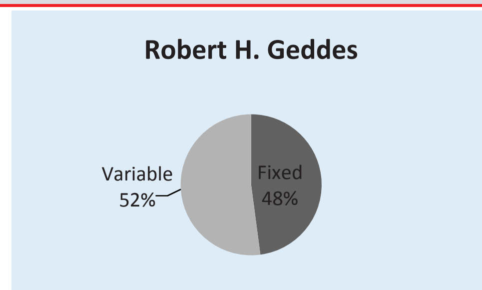
Continued low commodity prices prolonged the period of challenged operating and financial results across the energy sector in 2016. However, oil and natural gas prices began to stabilize and slowly recover throughout the year, such that despite a further decline in operating revenue of 38% in 2016 as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

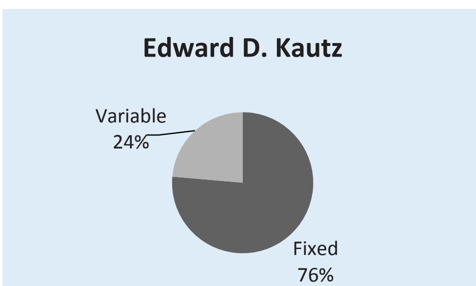
2016 Compensation and Pay Mix

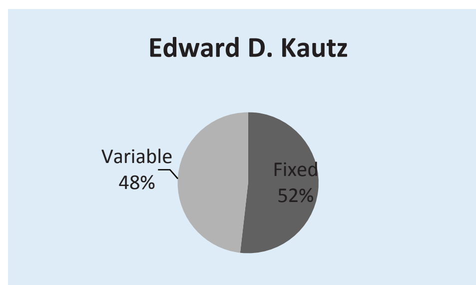
The following pie charts show the respective actual pay mixes as between fixed and variable compensation achieved for each of the NEO's for 2016 and 2015. As indicated, historically most of our NEOs' compensation has been delivered through variable compensation, however the industry downturn has substantially reduced the quantum of any variable compensation earned and paid over these two years. For a breakdown of all elements of actual compensation paid in 2016, please refer to the "Summary Compensation Table".

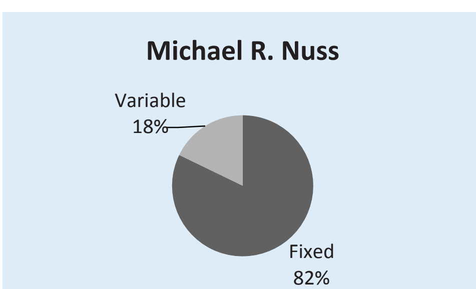
2016 | **2015**





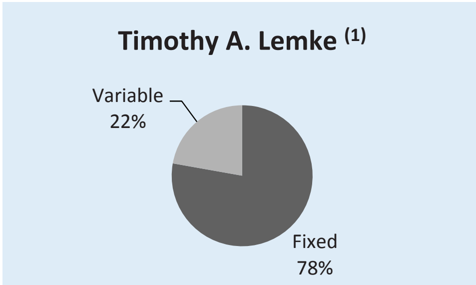


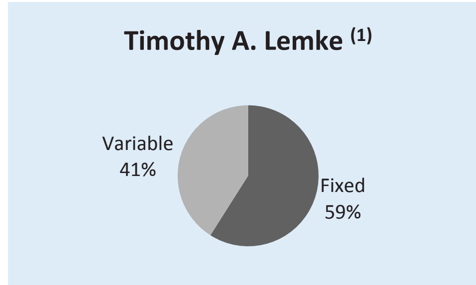


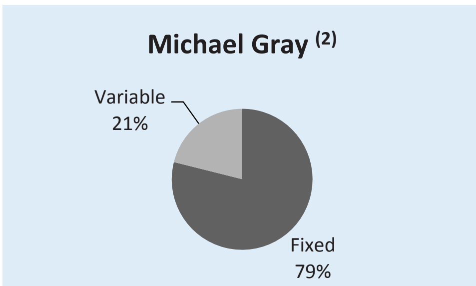


N/A

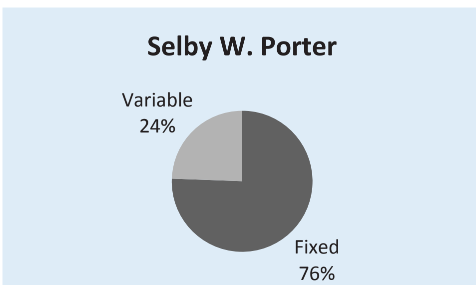
2016	2015

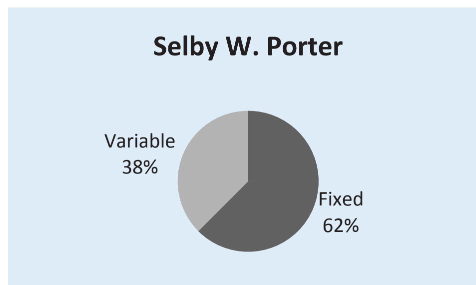


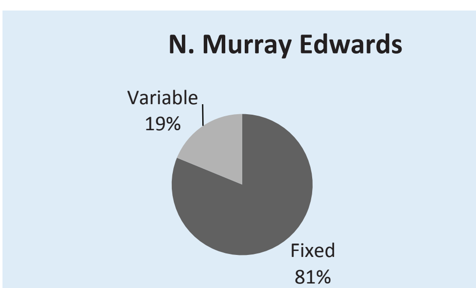


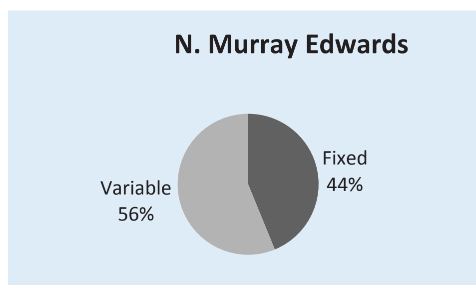


N/A









(1) The pie charts reflect Mr. Lemke's earnings in 2016 as a NEO up to his retirement date of October 21, 2016, and his full year earnings in 2015, although his service as a NEO commenced on July 1, 2015.

(2) The pie charts reflect Mr. Gray's full year earnings in 2016, although his service as a NEO commenced on October 22, 2016.

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

Compensation Objective Supported

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

NEOs were given moderate, normal course salary increases from 2011 through 2014, a period of relatively stable financial performance. In early 2015, in response to the challenging industry outlook which began in mid-2014 and was ongoing at that time, the NEOs accepted a 10% reduction in base salary or annual consulting fee, coinciding with a period of lower performance for the Common Shares. This reduction remained in place throughout 2016.

The total economic value of 2016 and 2015 compensation for the NEOs was significantly less than the total compensation levels achieved for 2014.

The pie charts for 2016 reflect fixed base compensation as being a significantly higher proportion of overall compensation as compared with 2015, as a consequence of only one element of variable compensation being realized for 2016, being the annual cash bonus, as compared with 2015 in which both the annual cash bonus and the Performance Share Awards paid out in the year. Although the quantum of the cash bonuses for NEOs pursuant to the Annual Bonus Plan were slightly higher for 2016 as compared with 2015, the Performance Share Award program was suspended for 2016 and therefore no compensation was earned in 2016 in longer-term variable pay. In 2016, as in 2015, no variable compensation benefit was derived by the NEOs from the exercise of stock options, except in the case of Mr. Lemke who exercised certain vested stock options following his retirement date and realized a value of $37,800.

These outcomes for both 2015 and 2016 reflect the Corporation's compensation philosophy of delivering a meaningful proportion of total compensation to NEOs using variable pay, such that in years such as these where the Corporation experiences very challenging market conditions and prolonged poor economic fundamentals, variable pay declines significantly.

Ensign's ABP (and PSA, prior to its discontinuance) pay out when certain minimum thresholds are met for corporate earnings, safety results and the achievement of strategic objectives. Value is realized from stock options when Ensign's share price appreciates over the long-term.

Compensation of the Named Executive Officers

The following summarizes Ensign's 2016 performance measures and the 2016 performance and total direct compensation of the NEOs.

2016 Performance of the NEO's

In 2016, Ensign achieved success in a number of areas and continues to be well-positioned to capitalize on business opportunities, even in the current challenging market environment.

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

Solid progress continues to be made towards the Corporation's health, safety and environmental performance goals on employee development, recordable injuries, energy efficiency, environmental stewardship and reliability. Our NEOs continued to provide outstanding leadership in focusing on operational excellence, capital discipline and strategic direction. In 2016 the Corporation specifically achieved the following:

2016 Achievements	
Safety	***We set historically low lost-time injury frequency rates (LTIR) across the Corporation in 2016. Over the past 10 years, our LTIR has reduced by 93%.***
Safety	Our Australian and Middle Eastern operations achieved the lowest total recordable injury rate in the company of 0.52, an exemplary achievement given that a TRIR of 0.50 or better is considered by the industry to be world class.
Innovation/ Technology	We achieved continued development of drilling rig automation, specifically through the integration of the "Ensign Edge™" control room systems that manage downhole tools, increasing penetration weight and lowering the risk of getting stuck in hole.
Training	We rolled out 26 online HSE learning modules in 2016, to further develop and support standardized training (including regulatory, behavior-based and other training) in our worldwide operations.
Financial	We amended and extended our revolving term credit agreement, reducing the credit limit available and amending certain financial convenants. We also repaid debt in the net amount of $49 million in the year, reducing our long-term debt balance.
Financial Performance	We continued to effectively implement actions to reduce costs while appropriately maintaining our equipment and sustaining our operational capabilities.
Financial Performance	Through ongoing prudent cost management, we sustained our dividend rate for the 2016 year and declared total dividends of $0.48 per Common Share. We also implemented a dividend reinvestment program in 2016.

2016 Annual Bonus Calculation – Cash Award

As described in the section above entitled "Executive Compensation Components – Detailed Description", in 2016 Ensign rewarded the NEOs and other ABP participants based on the performance achieved versus annual approved targets, as follows:

Metrics	**2016 Achievement**
Financial Performance	In 2016, on a consolidated basis, the Corporation's EBITDA (as adjusted) achieved approximately 89% of the approved annual budget for 2016, resulting in an annual cash bonus payout to the NEOs based on this metric.
Asset Efficiency Ratio	In 2016, on a consolidated basis, the AER ratio was less than 15%, resulting in no annual cash bonus paid to NEOs based on this metric.
Safety Performance	Safety performance metrics on a consolidated basis in 2016 achieved approximately 92% of targets, representing a cash bonus of 4%.
Strategic Goals	Two (2) of the four (4) pre-approved 2016 strategic goals for the NEO group were achieved, one (1) was exceeded and one (1) was not met. This resulted in a cash bonus on this component of 6%.

Together, the achievement in 2016 of financial, safety and strategic metrics resulted in a total annual cash bonus pursuant to the ABP of approximately 23.1% of earned base salary.

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

In March 2017, the Compensation Committee offered current senior executives of the Corporation the election to receive their 2016 cash bonus in Common Shares, at a 50% premium over the value of the cash bonus, subject to the condition that such senior executives retain these Common Shares for a period of three years. As at the date of this Information Circular, the deadline for making such election has not yet passed. To the extent the senior executives make this election, the 2016 cash bonus will be paid to such executives in the form of Common Shares purchased on the open market.

2016 PSA Awards

As ntoed elsewhere in this CD&A, PSA awards were suspended for the 2016 year, in light of market conditions. As such, no PSA awards with respect to the 2016 were granted.

For 2017, the PSA program has been discontinued entirely and a PSU Plan has been implemented.

In the past, the calculation of the PSA used the same metrics as the ABP, described above. In the past, the ABP cash amount was multiplied by a set factor of up to 2.5 for NEOs, which dollar amount was used to purchase Common Shares that vest over a three year period.

2016 Stock Option Grants

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

Stock options were granted in each of 2014 and 2015. None were granted in 2016 pending the outcome of the comprehansive review of compensation programs generally. A grant of stock options and stock appreciation rights was, however, approved by the Compensation Committee on March 10, 2017. The NEOs received the following grants:

Name	March 10, 2017 Grant
	Stock Options
Geddes, Robert H.	150,000
Kautz, Edward D.	62,500
Nuss, Michael R.	50,000
Gray, Michael	50,000
Edwards, N. Murray	150,000

Looking Ahead to 2017

Effective January 1, 2015, the NEOs accepted a 10% reduction to their annual salary or consulting fee, at the suggestion of the Board of Directors, to demonstrate leadership and emphasize the importance of controlling costs during this unstable period of time for the industry. Base compensation for the NEOs was maintained at 2015 levels throughout 2016, with the exception of Mr. Kautz who receievd an adjustment to his base salary when he relocated from our head office in Calgary, Alberta to Denver, Colorado during the year. The total economic value of 2016 and 2015 compensation for the NEOs was significantly less than the total compensation levels achieved for 2014.

For 2017, Ensign has made significant changes to the long-term incentive component of our compensation programs. The PSA component of the Annual Bonus Plan has been discontinued (with existing 2014 and 2015 grants continuing to vest normally) and a Performance Share Unit Plan comes into force this year.

Performance Share Units ("PSUs") – *NEW in 2017*	
Form of Award	Cash payment or Common Shares purchased on the open market through the TSX.
Who Participates	Senior executives of the Corporation (Vice President level and above).
Target Award Amount	A dollar amount is determined based on a percentage of base annual salary, which is used to determine a number of PSUs based on the price of Ensign's Common Shares on the grant date. The target amount of the award is a PSU value of 100% of the PSU grant.
Dividends	Dividends are accrued on outstanding, unvested PSUs, and accumulate in the form of additional PSUs.
Vesting	Awards of PSUs vest at the end of a three (3) year period, measured from the grant date. Extending the realization of the PSUs over a three (3) year period encourages corporate performance and stock price appreciation. If an employee leaves employment with the Corporation for any reason (other than in the limited circumstances of retirement in the normal course, death, or termination of employment concurrently with or following a change of control), the unvested PSUs are forfeited.
Payout	Cash settlement, or settlement in Common Shares of the Corporation for those participants who have not yet met their minimum shareholding requirement. If settled in Common Shares, the Common Shares will be purchased on the open market and paid out in kind upon vesting.
Performance Measures	The value at vesting of the PSUs will depend on Ensign's stock price and corporate performance (as measured by metrics including the Corporation's relative total shareholder return relative to its peer group) over the three-year vesting period. Future realized values at the time of vesting will reflect stock price performance, reinvested dividend accruals, and achievement of performance criteria, all as measured over the vesting period.

Summary Compensation Table

The following table sets forth for the year ended December 31, 2016 information concerning the compensation paid or payable to the executive officers of the Corporation whose total compensation exceeded $150,000 and who met the requirements to be classified as "Named Executive Officers" pursuant to National Instrument 51-102. As described further in the Statement of Corporate Governance

Practices, the Corporation does not have a named Chief Executive Officer. Specific aspects of this compensation are covered in greater detail in subsequent tables.

The total compensation for all NEOs in 2016 totalled $3,110,169 (including full year compensation for Mr. Gray, who was a NEO for a partial year only, and compensation for Mr. Lemke and Mr. Porter, each of whom was a NEO for a partial year only) (2015 – $4,164,981), and represents 1.82% of the funds from operations for the Corporation in 2016 (2015 – 1.40%).

Name and Principal Position	Year	Salary ($)[5]	Share-Based Awards ($)	Option-Based Awards [7] ($)	Non-Equity Incentive Plan Compensation: Annual Incentive Plans [8][9] ($)	Non-Equity Incentive Plan Compensation: Long-Term Incentive Plans [10][11] ($)	All other Comp. [12] ($)	Total Comp. ($)
Geddes, Robert H.	2016	573,740	--	0	132,534	0	32,165	738,439
President & Chief Operating Officer	2015	588,865	--	287,500	95,867	239,668	17,433	1,229,333
	2014	620,125	--	364,000	467,914	1,095,761	16,329	2,564,129
Kautz, Edward D. [1]	2016	460,058	--	0	106,357	0	35,325	601,740
President United States & Latin	2015	438,000	--	143,750	71,306	178,266	12,967	844,289
American Operations	2014	461,250	--	227,500	362,912	815,029	12,166	1,878,857
Nuss, Michael R. [1]	2016	530,325	--	0	105,209	0	9,648	645,182
Executive Vice President United States & Latin American Operations								
Lemke, Timothy A. [2]	2016	226,997	--	0	48,610	0	16,071	291,678
Former Vice President Finance & Chief Financial Officer	2015	242,405	--	115,000	24,961	22,457	6,005	410,828
Gray, Michael [3]	2016	176,204	--	0	47,012	0	0	223,216
Chief Financial Officer								
Porter, Selby W. [4]	2016	86,052	--	0	17,772	0	9,949	113,773
Former Vice Chairman	2015	243,335	--	0	39,615	99,037	7,204	389,181
	2014	256,250	--	0	201,618	452,794	6,570	917,232
Edwards, N. Murray [6]	2016	0	--	0	93,102	0	403,040	496,142
Chairman	2015	0	--	287,500	65,615	164,037	403,040	920,192
	2014	0	--	364,000	342,750	769,749	435,625	1,982,166

(1) Mr. Kautz relocated from Calgary, Alberta to Denver, Colorado effective September 1, 2016. In connection with his relocation, his annual base salary was changed from CAD $427,000, to USD $400,000, effective September 1, 2016. For reporting purposes, the US dollar portion of all compensation elements for Mr. Kautz (who received compensation in US dollars beginning on September 1, 2016) and Mr. Nuss (who receives all of his compensation in US dollars) for 2016 have been translated at the exchange rate on December 30, 2016, being USD $1.00 = CAD $1.34.

(2) Mr. Nuss' base annual salary includes a USD $30,000 country allowance with respect to his responsibilities over the Corporation's operations in Latin America.

(3) Mr. Lemke retired from the Corporation effective October 21, 2016. His 2016 compensation reflect his earnings up to the date of his retirement. His annual base salary in 2015 reflects partial year in the role of Vice President Finance, and his July 1, 2015 promotion to the position of Vice President Finance & Chief Financial Officer.

(4) Mr. Gray was appointed Chief Financial Officer on October 22, 2016 following Mr. Lemke's retirement. Mr. Gray's earnings for 2016 reflect the majority of the year in the role of Corporate Controller, and his October 22, 2016 promotion to the position of Chief Financial Officer.

(5) Mr. Porter retired from the Corporation effective May 4, 2016. His 2016 compensation reflect earnings up to that date.

(6) Annual base salaries / consulting fees for the NEOs in 2015 (except for Mr. Lemke) reflect a 10% salary reduction to the levels initially set for 2015, accepted by the NEOs in late January 2015. Base salaries were maintained at 2015 levels throughout 2016, except in the case of Mr. Gray with respect to his promotion to the role of Chief Financial Officer, and Mr. Kautz in connection with his relocation from Calgary, Alberta to Denver, Colorado during the year.

(7) Mr. Edwards is not a full time employee of the Corporation and therefore does not receive a salary. However, he provides ongoing management services to Ensign and meets the definition of an NEO. Mr. Edwards or his controlled corporation receives an annual consulting fee for his services, included in the column "All other compensation".

(8) **Option-based awards**: No stock options were awarded in 2016. The grant date fair value of option-based awards granted to NEOs pursuant to the Stock Option Plan is calculated for compensation disclosure purposes using the Black-Scholes option pricing model with the following assumptions:

		Black-Scholes Option Pricing Model – Assumptions		
	Grant Date Fair Value	Average Risk Free Interest Rate	Average Expected Life	Expected Volatility
December 2015	$1.15	0.73%	5 years	35.4%
December 2014	$1.82	1.0%	5 years	38.5%

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

(9) **Annual incentive plans:** Annual incentive plans include the cash bonus amounts earned under the Annual Bonus Plan. Cash bonus awards are paid to the NEOs in cash in April or May following the year in which they were earned and accrued. Because of the timing of the payments of these bonuses relative to the date of this Information Circular, prior year numbers are adjusted as appropriate to reflect actual final payment amounts.

(10) In March 2017, the Compensation Committee offered current senior executives of the Corporation the election to receive their 2016 cash bonus in Common Shares, at a 50% premium over the value of the cash bonus, subject to the condition that such senior executives retain these Common Shares for a period of three years. As at the date of this Information Circular, the deadline for making such election has not yet passed. To the extent the senior executives make this election, the 2016 cash bonus will be paid to such executives in the form of Common Shares purchased on the open market, having the following pre-tax values:

Name	2016 Cash Bonus (CAD$)	Multiplier, if received in Common Shares	Pre-tax value of 2016 cash bonus, if elected to receive in Common Shares (CAD$)
Geddes, Robert H.	132,534	150%	198,801
Kautz, Edward D.	106,357	150%	159,536
Nuss, Michael R.	106,803	150%	160,205
Gray, Michael	47,012	150%	70,518
Edwards, N. Murray	93,102	150%	139,653

(11) **Long-term incentive plans:** Long-term incentive plans include the Performance Share Award, pursuant to which vested and unvested Common Shares are awarded to NEOs in the years indicated. Awards pursuant to the PSA are in the form of a cash payment of a set level up to 250% of the NEOs cash bonus earned for financial performance under the Annual Bonus Plan, which is deposited with a trustee for the purpose of purchasing Common Shares on the TSX on behalf of the NEO. These acquired Common Shares vest to the benefit of each NEO equally over three years each September 1 beginning in the year following the year in which such award was earned. Any dividends paid by the Corporation on unvested Common Shares held pursuant to the PSA are used to purchase additional Common Shares on behalf of the NEO. If the NEO leaves the employment of the Corporation for any reason, other than normal retirement over a certain age, or in the event of a termination following a change in control, the unvested Common Shares purchased pursuant to the PSA are forfeited by the NEO.

(12) Due to persistent economic challenges facing the Corporation and our industry around the globe, the Compensation Committee suspended the PSA component of the Annual Bonus Plan for the 2016 year. As noted elsewhere in this CD&A, the PSA awards have now been discontinued entirely, and have been replaced with PSUs beginning in 2017.

(13) **All other compensation**:

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

(ii) Perquisites and Benefits: The value in aggregate of perquisites and benefits, which comprises country allowances, vehicle allowances, parking, group insurance and club memberships, for each NEO is less than $50,000 and is less than 10% of the total of each NEOs salary for 2014, 2015 and 2016.

(14) In accordance with the terms of the Canadian Employee Savings Plan, upon the retirement in the normal course of Mr. Lemke and Mr. Porter, and the transfer to the United States of Mr. Kautz, all unvested Common Shares held in this plan vested as of the date of retirement or transfer.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each NEO all option-based awards outstanding as at December 31, 2016. There were no share-based awards outstanding as at December 31, 2016.

		Option-Based Awards			
Name	Grant Date (dd/mm/yyyy)	# of Securities Underlying Unexercised Options (1)(2) (#)	Option Exercise Price ($)	Option Expiration Date (dd/mm/yyyy)	Value of Un-Exercised in-the-Money Options (3) ($)
Geddes, Robert H.	05/12/2013	200,000	16.13	31/12/2018	0
	03/12/2014	200,000	10.37	31/12/2019	0
	02/12/2015	250,000	7.30	31/12/2020	520,000
Total:		**650,000**			520,000
Kautz, Edward D.	05/12/2013	125,000	16.13	31/12/2018	0
	03/12/2014	125,000	10.37	31/12/2019	0
	02/12/2015	125,000	7.30	31/12/2020	260,000
Total:		**375,000**			260,000
Nuss, Michael R.	05/12/2013	50,000	16.13	31/12/2018	0
	03/12/2014	100,000	10.37	31/12/2019	0
	02/12/2015	100,000	7.30	31/12/2020	208,000
Total:		**250,000**			208,000
Lemke, Timothy A.	05/12/2013	20,000	16.13	31/12/2018	0
	03/12/2014	20,000	10.37	31/12/2019	0
	02/12/2015	80,000	7.30	31/12/2020	166,400
Total:		**120,000**			166,400
Gray, Michael	02/12/2015	20,000	7.30	31/12/2020	41,600
Total:		**20,000**			41,600
Porter, Selby W.					
Total:	N/A	0	N/A	N/A	0
		0			0
Edwards, N. Murray	05/12/2013	200,000	16.13	31/12/2018	0
	03/12/2014	200,000	10.37	31/12/2019	0
	02/12/2015	250,000	7.30	31/12/2020	520,000
Total:		**650,000**			520,000

(1) Composed of the number of unexercised options as at December 31, 2016.

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

(3) All option values have been determined based on the closing price for Common Shares of $9.38 on December 31, 2016. “In-the-money” means that the exercise price for the option is less than $9.38, being the closing market price for the Common Shares on December 31, 2016.

(4) All of the unexercised stock options previously granted to Mr. Lemke expired on January 19, 2017 (being 90 days following his October 21, 2016 retirement date), in accordance with the terms of the Stock Option Plan. Mr. Lemke realized a benefit of $37,800 in 2016 from the exercise of 20,000 stock options on November 30, 2016.

(5) Mr. Porter had no options outstanding as of his retirement date on May 4, 2016.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of option-based awards which vested during the year ended December 31, 2016, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2016. The Corporation has no share-based awards applicable to NEOs.

Name	Option-Based Awards – Value Vested During the Year ($) (1)(2)(3)	Share-Based Awards – Value Vested During the Year ($)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($) (4)
Geddes, Robert H.	0	N/A	0
Kautz, Edward D.	0	N/A	0
Nuss, Michael R.	0	N/A	0
Lemke, Timothy A.	0	N/A	0
Gray, Michael	0	N/A	0
Edwards, N. Murray	0	N/A	0

(1) Includes options which vested pursuant to the Stock Option Plan during 2016.
(2) Options vest at the rate of 20% per annum, commencing in the year subsequent to the year that the option was granted. Each option-based award has a set vesting date of July 1 in each year. As such, one fifth of the options granted to each NEO in 2013, 2014 and 2015 vested and became exercisable in 2016.
(3) The value of option-based awards is calculated based on the difference between the market value of the Common Shares underlying the options on the vesting date and the exercise price of the options and reflects the aggregate value realized had the vested options been exercised on the vesting date.
(4) Non-equity incentive plan compensation includes vested and unvested Common Shares awarded to the NEO under the Performance Share Award in 2016. Due to persistent economic challenges facing the Corporation and our industry globally, the Compensation Committee suspended the PSA component of the Annual Bonus Plan for the 2016 year. As such, no non-equity incentive plan compensation was earned for the 2016 year by any NEO. As noted elsewhere in this CD&A, the PSA awards have recently been discontinued entirely, and have been replaced with PSUs beginning in 2017.

Mr. Lemke realized a benefit from the exercise of stock options in the year ended December 31, 2016. Following his retirement from the Corporation, on November 30, 2016 Mr. Lemke exercised 20,000 stock options, having a grant price of $7.30, and realized a benefit of $37,800. All of his remaining vested and unvested stock options were forfeited as of January 19, 2017, being 90 days following his retirement date. None of the other Corporation's NEOs realized any benefit from the exercise of stock options in the year ended December 31, 2016.

Pension Plan Benefits

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

Termination and Change of Control Benefits

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

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

Type	Termination Payment	Annual Bonus Plan	*Performance Share Award (discontinued in 2017)*	Stock Options	Employee Savings Plan [1]	Performance Share Units (NEW in 2017)
Resignation	All salary and benefit programs cease.	Cash bonus is forfeited.	Unvested awards, including the dividend reinvestment component, are forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	Unvested PSUs are forfeited.
Retirement	All salary and benefit programs cease.	Cash bonus is paid on a pro-rata basis.	Unvested awards, including the dividend reinvestment component, vest in the normal course (over 3 years) if the employee's age plus years of service at the time of retirement is equal to or greater than 65.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust vest in an accelerated manner, as at the retirement date, if the employee's age plus years of service are equal to or greater than 65. Otherwise, unvested shares are forfeited.	PSUs, including the dividend reinvestment component, continue to vest in the normal course if the employee's age plus years of service are equal to or greater than 65.
Death or Disability	All salary and benefit programs cease (except for the payout of applicable life insurance benefits).	Cash bonus is paid on a pro-rata basis.	Unvested awards, including the dividend reinvestment component, vest in an accelerated manner (on the date of death).	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust vest in an accelerated manner (on the date of death).	PSUs, including the dividend reinvestment component, continue to vest normally.
Termination without Cause	All salary and benefit programs cease. Severance provided on an individual basis pursuant to applicable law, which in most jurisdictions reflects length of service, position, age, salary level and other applicable factors.	Cash bonus is forfeited.	Unvested awards, including the dividend reinvestment component, are forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	PSUs, including the dividend reinvestment component, are forfeited.

Termination with Cause	None. All salary and benefit programs cease.	Cash bonus is forfeited.	Unvested awards, including the dividend reinvestment component, are forfeited.	Vested stock options must be exercised within 90 days; unvested stock options are forfeited.	Unvested shares held in trust are forfeited.	PSUs are forfeited.
Change of Control	No trigger.	No trigger.	Accelerated vesting upon a change of control.	No accelerated vesting unless employment is also terminated.	No accelerated vesting unless employment is also terminated.	No accelerated vesting unless employment is also terminated.

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

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

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

Executive Share Ownership Guideline

With a view to further aligning management's interests with those of the Shareholders, the Corporation has implemented a guideline that executive officers (being the Chairman, President & Chief Operating Officer, Chief Financial Officer, Divisional Presidents and Executive Vice Presidents) and senior managers (being Senior Vice Presidents and Vice Presidents), hold the level of Common Shares outlined below:

Executive Level	Ownership Requirement
Chairman	4 times annual consulting fee
President & Chief Operating Officer	4 times base salary
Divisional Presidents, Executive Vice Presidents and Chief Financial Officer	3 times base salary
Senior Vice Presidents	2 times base salary
Vice Presidents	1 times base salary

Executive officers and senior managers to whom this guideline applies must reach the minimum required level of share ownership within five (5) years of their date of promotion or appointment to the executive officer or senior manager level position. In calculating Common Share ownership for officers, the aggregate value of Common Shares owned (but not the value of any exercisable and vested stock options) is used. The minimum requirement for the levels noted above fluctuates yearly based on salary changes and changes to the price of the Common Shares.

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

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

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

As of December 31, 2016, all of the executive officers and senior managers subject to this guideline have satisfied their ownership requirements, other than those senior managers who are within the five (5) year time period during which such senior managers have to accumulate these holdings. The table below summarizes the share ownership levels for each of the five (5) NEOs as of March 17, 2017 (and based on the closing price of the Common Shares on March 17, 2017 of $7.98.

	As at March 17, 2017		Ownership Requirement		
Name and Principal Position	**Actual Ownership ($)** (1)	**Actual Ownership (#)** (2)	**Multiple of Current Base Compensation (CAD $)** (3)	**Requirement (CAD $)**	**Meets Requirement**
Geddes, Robert H. President & Chief Operating Officer	$5,233,292	655,801	4 x $573,000	$2,292,000	Yes
Kautz, Edward D. President United States & Latin American Operations	$1,771,217	221,957	3 x $530,000	$1,590,000	Yes
Michael Gray Current Chief Financial Officer	$26,103	3,271	4 x $220,000	$880,000	N/A (4)
Michael Nuss Executive Vice President United States & Latin American Operations	$746,186	93,507	3 x $490,000	$1,470,000	N/A (4)
Edwards, N. Murray Chairman	$209,977,197	26,312,932	4 x $403,040	$1,612,160	Yes

(1) The ownership value and value of the share requirement are calculated based on the closing price for the Common Shares on March 17, 2017 of $7.98.
(2) Includes Common Shares beneficially owned, controlled or directed by the NEO.
(3) For reporting purposes and consistency throughout this Information Circular, current base compensation levels paid in US dollars have been translated at the exchange rate on December 30, 2016, being USD $1.00 = CAD $1.34.

(4) Mr. Gray has until October 22, 2021, being 5 years from the date of his appointment to the office of Chief Financial Officer, to meet the requirement.

(5) Mr. Nuss has until August 31, 2021, being 5 years from the date of his appointment to the office of Executive Vice President, United States & Latin American Operations, to meet the requirement. He currently meets the requirement for his prior position of Senior Vice President, based on the acquisition cost of his shares.

SECTION 4 – DIRECTOR COMPENSATION

Directors Compensation Philosophy and Objectives

In 2016, all non-management Directors of the Corporation received a comprehensive compensation package comprised of both cash and equity compensation, as follows:

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

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

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

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

Non-Management Directors – Retainers and Fees:

On January 28, 2015, in light of uncertain market conditions, the Board of Directors unanimously volunteered to take a 20% reduction in compensation from 2014 levels, being the annual cash retainer, annual equity retainer, committee chairperson retainer, committee membership retainer, lead director fee and meeting fees. This fee reduction remained in place throughout 2016.

This reduction was effective January 1, 2015 and was in alignment with the 10% salary reduction accepted by the NEOs for 2015, as described in the section entitled "Executive Compensation Components – Detailed Description".

This reduction reflects the Corporation's belief in the importance of demonstrating leadership and emphasizing cost control in light of the current oilfield services industry outlook.

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

As such, Director compensation for 2016 as compared with 2015, and current 2017 compensation, is as follows:

Compensation Description	2017 (1) No Change from 2016 Levels	2016 No Change from 2015 Levels	2015 20% Reduction from 2014 Levels
Base Retainer	$32,000	$32,000	$32,000
Base Equity Retainer (DSU or Common Share Retainer)	DSUs or Common Shares valued at $80,000	DSUs or Common Shares valued at $80,000	DSUs or Common Shares valued at $80,000
Committee Chairperson Retainer	$6,000	$6,000	$6,000
Audit Committee Chair Retainer	$12,000	$12,000	$12,000
Lead Director Retainer	$8,000	$8,000	$8,000
Committee Member Retainer (2)	$2,400	$2,400	$2,400
Audit Committee Member Retainer (2)	$4,000	$4,000	$4,000
Board and Committee Meeting Attendance (3)	$1,200	$1,200	$1,200
Travel Allowance (4)	$1,500/day	$1,500/day	$1,500/day

(1) The next regular annual review of non-management Director compensation is scheduled to take place in May 2017.
(2) Committee chairs do not also receive a committee member retainer for the same committee.
(3) Includes meetings held in-person and by telephone conference call; includes attendance at strategic planning sessions with members of the Corporation's senior management, if any, held in the year.
(4) The full amount of the travel allowance day rate is paid where a Director flies to or from outside North America to attend a meeting. Half the day rate ($750) is paid where a Director flies to or from a meeting within North America, where the flight time is equal to or greater than two hours. Out-of-pocket expenses are also reimbursed.

All fees (other than the equity retainer, which is credited or paid quarterly) are paid to Directors annually, in December of the year in which the fees are earned. Fees are pro-rated for partial service. Where applicable, DSUs are credited to a DSU account maintained for the eligible Director on a quarterly basis and Common Shares are purchased on the open market by the Corporation on a quarterly basis and are paid to each eligible Director.

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

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

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

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

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

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

DSUs are regarded as equivalent to Common Shares for the sole purpose of evaluating a Directors' shareholdings in connection with the minimum shareholding requirement applicable to Directors.

The CGNR Committee may amend, suspend or terminate the DSU Plan at any time, the last such amendments having occurred in 2015, as follows:

i. The annual equity retainer was reduced by 20% over 2014 levels to a value of $80,000 per year; and;

ii. Once any applicable minimum equity holding requirement was met by a Director, such Director can elect to take up to a maximum of 60% of the equity retainer in cash instead of DSUs or Common Shares.

Approximately 44% of non-management Directors total compensation in 2016 was paid through the issuance of DSUs or Common Shares, and the remaining 56% was paid in cash. Once the applicable minimum shareholding requirement is met (discussed in further detail in the section above entitled "Director Equity Ownership Requirement"), Directors can elect to take all or a portion of their equity retainer in cash instead of Common Shares or DSUs.

2016 Directors Summary Compensation Table

The following table sets forth, for the year ended December 31, 2016, information concerning the compensation paid to Directors (other than Directors who are also NEOs, being Robert H. Geddes and N. Murray Edwards, whose compensation information is provided in Section 3 – Compensation Discussion and Analysis).

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

Name	Fees Earned ($)	Non-Cash Retainer ($)(1)	Non-Cash Retainer Elected to Be Taken in Cash ($)(1)	All Other Comp ($)(2)	Total Comp ($)
Howe, James B.	61,200	32,000	48,000	0	141,200
Kangas, Len O.	66,400	40,000	40,000	0	146,400
Moomjian, Jr., Cary A.	63,500	80,000	0	7,500	151,000
Schroeder, John G.	65,600	80,000	0	0	145,600
Skirka, Kenneth J.	96,912 (3)	80,000	0	6,000	182,912
Surkan, Gail D.	56,000	80,000	0	0	136,000
Whitham, Barth E.	63,900	80,000	0	7,500	151,400
TOTAL:	**473,512**	**472,000**	**88,000**	**21,000**	**1,054,512**

(1) "**Non-cash retainer**" includes the DSU or Common Share award component of the Directors annual retainer, pursuant to the DSU Plan. The equity retainer values reported in the table above have been rounded to total $80,000, the full amount of the equity retainer. Actual values, without rounding (due to the calculation methods for the DSU and Common Shares awarded), are shown in the tables immediately below.

(i) DSUs: Eligible (non-employee) Directors who received DSUs in 2016 (Kangas, Moomjian, Schroeder) were credited such DSUs at the end of each fiscal quarter. Mr. Kangas elected to receive 50% of his quarterly equity retainer in DSUs, with 50% paid in cash.

DSUs					
Quarter Ended	Base Price ($)	DSUs Credited (#)	Value of DSUs ($)	DSUs Credited (50% Election) (#)	Value of DSUs (50% Election) ($)
31-Mar-16	5.91	3,381	19,982	1,691	9,994
30-Jun-16	7.17	2,791	20,011	1,396	10,009
30-Sep-16	7.45	2,685	20,003	1,343	10,005
31-Dec-16	9.43	2,121	20,001	1,060	9,996
TOTAL:		**10,978**	**79,997**	**5,490**	**40,004**

The pricing of the DSUs paid to Directors who received their equity retainer in the form of DSUs in 2016 is based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days prior to the date the DSUs are credited. The grant date fair value of the DSU awards is calculated for compensation disclosure purposes using a Black-Scholes pricing model, as detailed in Note 4 to the Summary Compensation Table.

(ii) Common Shares: Eligible (non-employee) Directors who elected to receive Common Shares in 2016 (Howe, Skirka, Surkan and Whitham) were paid such Common Shares at the end of each fiscal quarter. Mr. Howe elected to receive 40% of his annual equity retainer in Common Shares, with 60% paid in cash.

Common Shares					
Quarter Ended	Base Price ($)	Common Shares (#)	Value of Common Shares ($)	Common Shares (40% Election) (#)	Value of Common Shares (40% Election) ($)
31-Mar-16	5.89	3,396	20,002	1,358	7,999
30-Jun-16	7.20	2,779	20,009	1,112	8,006
30-Sep-16	7.50	2,667	20,003	1,067	8,003
31-Dec-16	9.45	2,117	20,006	845	7,985
TOTAL:		**10,959**	**80,019**	**4,382**	**31,993**

The aggregate value of the Common Shares paid to Directors who elected to receive their equity retainer in the form of Common Shares in 2016 is based on the acquisition price of the Common Shares on the TSX. In certain instances, as a consequence of the Common Shares being purchased on the open market, the Common Share credit date may differ from the trade settlement date.

(2) "**All other compensation**" includes the travel allowance amounts paid to certain Directors in 2016.

(3) In addition to compensation provided by the Corporation to Mr. Skirka in his capacity as a Director of Ensign, Mr. Skirka receives fees, in Australian dollars, for services rendered by him as a director of certain of our subsidiary corporations in Australia. He receives an annual base fee of AUD $33,000 for such services (CAD $32,512), including certain statutorily required payments, and reimbursement of expenses. For reporting purposes, these amounts have been translated at the average exchange rate for 2016, being CAD $100 = AUD $98.52.

Directors Fees – Breakdown

The following table sets forth a detailed breakdown of the fees earned by our Directors (other than Directors who are also NEOs, being Robert H. Geddes and N. Murray Edwards, whose compensation information is provided in Section 3 – Compensation Discussion and Analysis), for the year ended December 31, 2016:

Name	Retainer Fees [(1)] ($)	Board Meetings ($)	Committee Meetings ($)	Travel Allowance ($)	Other [(3)] ($)	Equity Retainer [(2)] ($)	Total ($)
Howe, James B.	42,000	8,400	10,800	0	0	80,000	141,200
Kangas, Len. O.	48,400	8,400	9,600	0	0	80,000	146,400
Moomjian, Jr., Cary A.	36,800	8,400	10,800	7,500	0	80,000	143,500
Schroeder, John G.	46,400	8,400	10,800	0	0	80,000	145,600
Skirka, Kenneth J.	40,400	8,400	9,600	6,000	32,512	80,000	176,912
Surkan, Gail D.	36,800	8,400	10,800	0	0	80,000	136,000
Whitham, Barth E.	38,400	8,400	9,600	6,000	0	80,000	142,400
TOTAL:	**289,200**	**58,800**	**72,000**	**21,000**	**32,512**	**560,000**	**1,032,012**

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

(2) See Note 1 to the Directors Summary Compensation Table for a description of the calculation of the equity retainer, comprised of DSUs or Common Shares credited or paid to Directors in 2016. Subject to qualifying conditions, certain Directors elected to take a portion of their annual equity retainer in cash.

(3) The amounts reported for Mr. Skirka include CAD $31,697 (AUD $33,000) in retainer fees paid to him with respect to services provided as a director of certain of our Australian subsidiaries. For reporting purposes, these amounts have been translated at the average exchange rate for 2016, being CAD $100 = AUD $96.05.

Directors' Outstanding Share-Based Awards

The following table sets forth as at December 31, 2016 information concerning all share-based awards outstanding for all of our Directors, other than Directors who are also NEOs (whose compensation information is provided in Section 3 – Compensation Discussion and Analysis).

	Share-Based Awards		
Name	# of Shares or Units of Shares That Have Not Vested (1)(#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (2) ($)
Howe, James B.	N/A	N/A	N/A (3)
Kangas, Len O.	0	0	339,584
Moomjian, Jr., Cary A.	0	0	208,902
Schroeder, John G.	0	0	436,151
Skirka, Kenneth J.	N/A	N/A	N/A (3)
Surkan, Gail D.	N/A	N/A	45,999 (3)
Whitham, Barth E.	N/A	N/A	N/A (3)

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

(2) Calculated based on the closing price of the Common Shares on December 31, 2016 of $9.38 multiplied by the accumulated number of DSUs credited to the Director on such date, including DSU equivalents issued in lieu of cash dividends paid on the underlying Common Shares, for the period from the grant date to December 31, 2016 (being a total of 109,876 DSUs – 36,203 credited to Mr. Kangas; 22,271 credited to Mr. Moomjian; 46,498 credited to Mr. Schroeder; and 4,904 credited to Ms. Surkan).

(3) Pursuant to the DSU Plan, Mr. Howe, Mr. Skirka, Ms. Surkan and Mr. Whitham elected to receive Common Shares in lieu of DSUs in 2016.

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

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

The only share-based awards granted by the Corporation are pursuant to the "Directors Deferred Share Unit and Common Share Payment Plan", instituted in 2011 by the Corporation for Directors who are not also full-time employees of the Corporation. All of these awards vested on their credit or payment date. DSUs expire on July 1 of the calendar year immediately following the year in which a holder ceases to be a Director. The value excludes dividend equivalents credited to such Director's DSU account and dividends paid on Common Shares during the year ended December 31, 2016.

Name	Share-Based Awards – Value Vested During the Year ($) (1)
Howe, James B.	32,111 (2)
Kangas, Len O.	40,248
Moomjian, Jr., Cary A.	80,486
Schroeder, John G.	80,486
Skirka, Kenneth J.	80,316 (2)
Surkan, Gail D.	80,316 (2)
Whitham, Barth E.	80,316 (2)

(1) Calculated based on the closing price of the Common Shares on the credit or award date, multiplied by the number of DSUs or Common Shares credited or awarded. In 2016, Mr. Kangas elected to take 50% of his quarterly equity retainer in DSUs (the remaining 50% was paid in cash).

DSUs:

Credit or Award Date	Closing Price ($)	DSUs Credited (#)	Value Vested ($)	DSUs Credited – 50% Election (#)	Value Vested – 50% Election ($)
31-Mar-16	5.98	3,381	20,218	1,691	10,112
30-Jun-16	7.25	2,791	20,235	1,396	10,121
30-Sep-16	7.50	2,685	20,138	1,343	10,073
31-Dec-16	9.38	2,121	19,895	1,060	9,943
TOTAL:		**10,978**	**80,486**	**5,490**	**40,248**

(2) Pursuant to the DSU Plan, Mr. Howe, Mr. Skirka, Ms. Surkan and Mr. Whitham elected to receive Common Shares in lieu of DSUs in 2016. In certain instances, as a consequence of the Common Shares being purchased on the open market, the Common Share credit or award date may differ from the trade settlement date. In 2016, Mr. Howe elected to take 40% of his annual equity retainer in Common Shares (the remaining 60% was paid in cash).

COMMON SHARES:

Credit or Award Date	Closing Price ($)	Common Shares (#)	Value vested ($)	Common Shares – 40% Election (#)	Value vested – 40% Election ($)
31-Mar-16	5.98	3,396	20,308	1,358	8,121
30-Jun-16	7.25	2,779	20,148	1,112	8,062
30-Sep-16	7.50	2,667	20,003	1,067	8,003
31-Dec-16	9.38	2,117	19,857	845	7,926
TOTAL:		**10,959**	**80,316**	**4,382**	**32,111**

SECTION 5 – STATEMENT OF CORPORATE GOVERNANCE PRACTICES

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

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

Director Independence

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

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

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

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

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

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

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

Lead Director

On March 14, 2013, the Board of Directors accepted a recommendation of the CGNR Committee and approved the establishment of a lead director role, which would be assumed by the Chair of the CGNR Committee, who is an independent director or, at the discretion of the independent directors, by another independent director. This provides the independent directors with flexibility in determining who is best to lead the independent directors as circumstances dictate.

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

Other Issuer Directorships

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

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

The CGNR Committee is of the view that each Director was in 2016, and will be for 2017, able to devote the time and resources necessary for the proper discharge of his or her duties as a Director. The table below sets forth the current directorships of other issuers held by Ensign's Director nominees:

Name of Director	Names of Other Reporting Issuers
Edwards, N. Murray	Canadian Natural Resources Limited Magellan Aerospace Corporation
Howe, James B.	Bengal Energy Ltd. Pason Systems Inc.
Whitham, Barth E.	Intrepid Potash Inc.

"In Camera" Sessions of the Independent Directors

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

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

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

2016 Board and Committee Meeting Attendance

The overall average attendance for all meetings of the Board of Directors and its committees held in 2016 is 100%. The specific attendance record of each Director for all Board of Directors meetings (including strategic planning meetings) and meetings of any committee of the Board of Directors for the financial year ended December 31, 2016 is set forth below:

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

(1) As members of management, Mr. Edwards and Mr. Geddes (and Mr. Porter, prior to his retirement on May 4, 2016) may attend, and in practice do regularly attend, committee meetings but do not serve on any of the Committees of the Board of Directors.

(2) In-camera meetings without Directors who are also members of management were held after each Board and Committee meeting that took place in 2016. Directors in attendance at each of the meetings indicated in this table were also in attendance for the in-camera portion of such meetings.

Board Mandate

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

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

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

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

Committees and Committee Composition

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

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

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

Director Skills and Experience

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

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

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

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

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

Director Orientation

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

Director Education

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

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

Board of Directors meetings are occasionally held at division offices to allow for a tour of the facilities and improve the Directors' general knowledge of the Corporation's business.

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

During 2016, the following continuing education presentations, strategy sessions and related events were held for or attended by all or some of the Directors:

Date	Topic	Presenter / Host	Attendees
March 3	Finance Update – *"Focus on Finance and Banking"*	Timothy Lemke (Vice President Finance & Chief Financial Officer)	All Directors
May 3	Systems Update – *"Ensign 2.0 – Worldwide Systems Implementation"* Business Update – Latin America	Timothy Lemke (Vice President Finance & Chief Financial Officer); Michael Gray (Corporate Controller) Michael Nuss (Senior Vice President, US & Latin American Drilling)	All Directors
August 4	Business Update – *"Speed Dating" – ten minutes of highlights with each of the following:* • *US California – Drilling* • *US Southern – Drilling* • *Canada – Testing* • *Canada – Drilling Sales* • *Credit and Collections*	Rick Dannis, Area Manager (Drilling – California); Ryan Hessler, Operations Manager (Drilling – US South); Robin Finley, General Manager (Testing – Canada), Chad Werbowesky, Director Sales & Marketing (Drilling – Canada), David Schyf-Young, Global Credit Manager	All Directors
November 3	Technology Update – *"Ensign Edge Controls" – a look at Ensign's Advanced Performance Management system.*	Randy Mutch, Vice President Wellsite Technology; Sean Halloren, Automation and Control Engineer, Wellsite Technology	All Directors

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

Further, Management provides quarterly reports to the HSE Committee regarding current issues, trends, regulatory requirements, risk areas and compliance programs.

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

Director Term Limits and Other Mechanisms of Board Renewal

Ensign's has not adopted a policy for term limits for Directors. See "Director Tenure" above for additional disclosure and background regarding Ensign's decision to refrain from implementing a policy for term limits for Directors. See "Directors Skills and Experience" above regarding the skills, experience and other attributes considered by the CGNR Committee in connection with the nomination process of the Board.

Diversity

Ensign's Board of Directors supports the objectives of increasing diversity on boards of directors and at the executive levels of issuers, and recognizes that gender and other diversity characteristics and backgrounds provides a depth and breadth of viewpoints and perspectives.

While Ensign's Board of Directors has not adopted any policies, quotas or targets specifically addressing the level of representation of women on its Board or in executive officer positions, Ensign is committed to advancing women, and other individuals representing a diversity of backgrounds into leadership roles through its talent management, learning development, and succession planning processes.

In considering candidates for both Board and executive officer appointments, the Board considers primarily skill, knowledge, experience, business requirements and individual character, as it believes this approach is in the best interests of Shareholders. The gender and age of current and prospective Directors are also considered. Ensign is committed to a merit and qualifications-based method of selecting Directors and executive officers and Ensign believes that imposing quotas or targets would compromise its principle-based candidate selection system.

One (1) of Ensign's Directors standing for election at the Meeting (11%), and two (2) of Ensign's current officers at the vice president level and above (9%), are women.

By continuing to foster opportunities for development and promotion at all levels of the Corporation, Ensign's objectives of diversity are continually being pursued.

Ethical Business Conduct

The Corporation has developed a Code of Integrity, Business Ethics and Conduct (the "**Code of Conduct**") that includes such topics as employment standards, conflict of interest, and the treatment of confidential information and trading in the Corporation's shares, to foster conduct of the Corporation's business in a consistently legal and ethical manner. Each Director, all employees, contractors and consultants are required to abide by the Corporation's Code of Conduct.

The CGNR Committee periodically reviews the Corporation's Code of Conduct to ensure it addresses appropriate topics and complies with regulatory requirements. Any recommended changes are submitted to the Board of Directors for approval. The CGNR Committee last concluded a regularly scheduled review of the Code of Conduct in 2016, and certain amendments to the prior version of the Code of Conduct were adopted. The next regularly scheduled review of the Code of Conduct is scheduled to take place in the third quarter of 2019.

Ensign has distributed to each employee, and distributes to all new employees, an employee handbook that includes a summary of the Code of Conduct as well as links to the full text of the Code of Conduct on the Corporation's website.

In 2015, we rolled out an e-training module on the Code of Conduct, which is required to be completed on an annual basis by each Director and employee on a go-forward basis. As a result, all Directors and employees are now required to complete, and in fact do complete, the training module and acknowledge their understanding of the training and the Code of Conduct, annually.

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

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

In addition to the foregoing, the Corporation's Business Ethics Hotline (previously called the "Whistleblower Program") provides a procedure for the submission of information by any Director, officer or employee relating to possible violations of the Code of Conduct or any other policy. Historically, reports could be made directly to the Chairman of the Audit Committee by phone or mail.

In 2015, Ensign engaged an independent third party "hotline" service provider. As a result, reports of violations of the Code of Conduct or any other policy can be made anonymously and confidentially online, by email, by mail and by phone in over 150 languages. Reports also can still be made to the Chairman of the Audit Committee.

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

No material change reports were filed in 2016 or in 2017 up to the date hereof pertaining to any conduct of a Director or executive officer that constitutes a departure from the Code of Conduct.

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

Independent Judgment of Directors

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

Nomination of Directors

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

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

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

Director Compensation

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

Board, Board Member and Committee Assessments

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

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

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

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

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

Mandatory Share Ownership

The Corporation has adopted mandatory share ownership policies that apply to Directors and senior officers of the Corporation. Please see the sections of this Information Circular entitled "Election of Directors", "Director Share Ownership Requirements" and "Compensation Discussion and Analysis – Mandatory Executive Share Ownership Guidelines", for details on requirements for mandatory share ownership for Directors and senior officers, respectively.

As at December 31, 2016, each Director and senior officer subject to this policy holds more than the minimum required number of Common Shares and / or DSUs pursuant to these policies.

Communications Policy

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

Board Approvals and Structure

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

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

SECTION 6 – STOCK OPTION PLAN

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

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

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

Other features of the current Plan are as follows:

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

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

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

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

Equity Compensation Plan Information As At December 31, 2016

Plan Category	# of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	# of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	5,037,700	$10.74	9,848,200
Equity compensation plans not approved by security holders	Nil	Nil	Nil

The Stock Option Plan is the only equity compensation plan of the Corporation. From time to time, stock appreciation rights ("**SARs**") are granted to certain employees of the Corporation in lieu of stock options, where such employee's jurisdiction of residence or taxation makes the receipt of stock options undesirable. All SARs granted are subject to the same general conditions and restrictions as set forth in the Stock Option Plan, with the exception of any right or ability to exercise the SAR for Common Shares (SARs may only be exercised for cash). The number of securities to be issued upon exercise of outstanding Options, as of December 31, 2016, represented 3.27% of the total number of Common Shares issued and outstanding as of that date (2015 – 4.84%).

In 2016, no Options were granted pursuant to the Plan (2015 – 2,259,500). This represented 0% of the issued and outstanding Common Shares as of December 31, 2015 (2015 – 1.48%). The stock option annual grant rate over the past three (3) years is as follows:

Year	# of Common Shares Issued and Outstanding as at January 1	# of Options Granted During the Year	Options Granted During the Year as a % of Issued and Outstanding Common Shares for the Year
2016	154,140,909	0	0%
2015	153,060,132	2,259,500	1.48%
2014	153,060,132	2,456,500	1.60%

On March 10, 2017 the Compensation approved a grant of stock options and SARs. A total of 1,221,750 stock options were awarded which represented 0.79% of the issued and outstanding Common Shares. This grant brings the current number of securities to be issued upon the exercise of outstanding options to 6,184,250 which represents 4.01% of the total number of Common Shares issued and outstanding as of the date hereof. A total of 116,500 SARs were awarded to employees and officers residing outside of North America. For information on the stock options and SARS granted to NEOs on March 10, 2017, please see the section above entitled "2016 Stock Option Grants".

SECTION 7 – OTHER INFORMATION

Voting Securities and Principal Holders Thereof

The record date for determination of the holders of Common Shares entitled to notice of and to vote at the Meeting is March 17, 2017. As at March 17, 2017 there were 154,939,693 Common Shares issued and outstanding and entitled to vote at the Meeting. Each Shareholder or his or her proxy represented at the Meeting will be entitled to one vote for each Common Share held by such Shareholder.

The following are the only parties known to the Directors and senior officers of the Corporation to beneficially own, directly or indirectly or exercise control or direction over, more than 10% of the outstanding voting securities of the Corporation as at March 17, 2017:

Name	Number of Voting Securities, Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised	Percentage of Outstanding Voting Securities So Owned, Controlled or Directed
Edwards, N. Murray London, United Kingdom	26,312,932 Common Shares	17.07%

Interest of Informed Persons in Material Transactions

Management of the Corporation is not aware of any material interest, direct or indirect, of any Director or officer of the Corporation, any nominee for director of the Corporation, or any person beneficially owning, directly or indirectly, more than 10% of the Corporation's voting securities, or any associate or affiliate of any such person in any material transaction during 2016 or in any material proposed transaction which in either case has materially affected or would materially affect the Corporation or any of its subsidiaries.

Other Matters

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

Additional Information

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

Financial information is provided in the Corporation's comparative consolidated financial statements and management's discussion and analysis ("**MD&A**") for the fiscal year ended December 31, 2016. Shareholders may request copies of the Corporation's consolidated financial statements and MD&A by contacting:

ENSIGN ENERGY SERVICES INC.

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

Attention: Corporate Secretary

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

Schedule 1

Mandate of the Board of Directors

SCHEDULE 1

ENSIGN ENERGY SERVICES INC.
(THE "CORPORATION")

MANDATE OF THE BOARD OF DIRECTORS

Role and Objectives:

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

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

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

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

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

Meetings

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

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

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

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

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

Delegation

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

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

Mandate and Responsibilities of the Board:

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

Strategic Direction, Operating and Capital Plans:

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

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

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

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

***Risk Management*:**

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

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

***Management and Organization*:**

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

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

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

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

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

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

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

21. Generally provide advice and guidance to management.

***Communications and Reporting*:**

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

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

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

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

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

***Finances and Controls*:**

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

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

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

***Corporate Responsibility and Ethics*:**

30. Support a culture of integrity and responsible stewardship.

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

***Governance*:**

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

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

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

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

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

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

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

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

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

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

***General*:**

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