

ENSIGN ENERGY SERVICES INC.

MAJORITY DIRECTOR VOTING POLICY

Approved by: Board of Directors

Initial Adoption Date: March 14, 2008

Current Revision Date: August 5, 2016

The Board of Directors (the “**Board**”) of Ensign Energy Services Inc. (the “**Corporation**”) believes that each director should have the support of the shareholders of the Corporation (the “**Shareholders**”). Therefore, the Board has adopted this Majority Director Voting Policy (the “**Policy**”).

Policy

1. Forms of proxy for the election of directors to the Board will permit a Shareholder to vote in favour of, or to withhold from voting for, each director nominee separately. If a director nominee is not elected by at least a majority of the votes cast (a “**Majority Withheld Vote**”), the nominee must promptly submit his or her resignation as a director to the Board, to be effective upon acceptance by the Board. The Board will refer the resignation to the Corporate Governance, Nominations & Risk Committee (the “**Committee**”) for consideration.
2. The votes determining a Majority Withheld Vote shall be the total votes cast by ballot at the Shareholder meeting, or if a ballot vote was not conducted, shall be the total votes represented by proxies validly deposited prior to the Shareholder meeting.
3. The Committee will consider all factors deemed relevant by the members of the Committee, including without limitation, any stated reasons by Shareholders casting “withhold” votes for the director, the qualifications of the director and whether the director’s resignation from the Board would be in the best interests of the Corporation and the Shareholders. The Committee will make a recommendation to the Board on whether or not to accept the resignation of the director nominee.
4. Promptly after receiving the Committee’s recommendation, the Board will make a final determination as to whether or not to accept the director nominee’s resignation, and within 90 days following the date of the Shareholder meeting will issue a new release announcing its determination. The resignation shall be accepted absent exceptional circumstances. If the resignation is not accepted, the news release shall include the reasons for not accepting the resignation. A copy of the news release will be provided to the Toronto Stock Exchange or its successor or assign.
5. Any director nominee who tenders his or her resignation pursuant to this Policy shall not participate any meeting of the Board, the Committee or any other sub-committees where the Board, Committee or applicable sub-committee is considering the director nominee’s resignation.
6. If each member of the Committee received a Majority Withheld Vote in the same election, or if the number of director nominees who received a Majority Withheld Vote would cause a failure to achieve quorum, then the directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept each of the resignations. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute less than half of the nominated directors, the entire Board shall meet to consider the appropriate actions to be taken.

7. Subject to any corporate law restrictions, the Board may: (1) leave a vacancy in the Board unfilled until the next annual meeting of the Corporation; (2) fill the vacancy by appointing a new director; or (3) call a special meeting of the Shareholders to consider new director nominee(s) to fill the vacant position(s).

8. This Policy does not apply to “contested meetings”, where the number of directors nominated for election is greater than the number of seats available on the Board.