

CALFRAC WELL SERVICES LTD.

COMPENSATION COMMITTEE CHARTER

1. **Calfrac Compensation Committee:** The board of directors (the "Board") of Calfrac Well Services Ltd. ("Calfrac") shall appoint a compensation committee (the "Committee") that shall have the mandate and responsibilities set out in this charter.
2. **Membership:** The Committee shall be constituted as follows.
 - (a) The Committee shall be composed of not less than three members.
 - (b) All members of the Committee shall be independent within the meaning set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.
 - (c) Members shall be appointed annually from among members of the Board. A member of the Committee shall cease to be a member of the Committee upon ceasing to be a director of Calfrac.
3. **Mandate:** The mandate of the Committee is to assist the Board in fulfilling its responsibilities with respect to determining the compensation of the directors and officers of Calfrac.
4. **Specific Duties and Responsibilities:** Subject to the powers of the Board and in addition to any other duties assigned to the Committee by the Board, the Committee shall have authority and responsibility for the following matters.
 - (a) Review annually and recommend for approval to the Board the compensation policies and guidelines for Calfrac and Calfrac's corporate goals and objectives relevant to compensation.
 - (b) Review annually and recommend for approval to the Board the salaries and compensation of Calfrac's officers.
 - (c) Conduct annually and report to the Board the results of performance appraisals of the chief executive officer and other officers as appropriate.
 - (d) Review and recommend for approval to the Board grants of stock options or other equity-based compensation.
 - (e) Review annually Calfrac's employee incentive plans, benefit plans and bonus plans, and review and recommend for approval to the Board any amendments thereto.
 - (f) Review management's reports to the Committee on human resource issues.
 - (g) Review annually and recommend for approval to the Board the executive compensation disclosure of Calfrac in its management information circular.
 - (h) Review annually and recommend for approval to the Board the compensation arrangements for the directors of Calfrac, the chair of the Board, and the chair and members of each committee of the Board.

- (i) Review and approve any management contracts, change of control agreements, indemnity agreements, and significant consulting contracts.
- (j) Review and assist, where appropriate, in management succession planning and professional development planning for the officers of the Corporation.
- (k) Review annually and report to the Board on the adequacy of the Committee's charter.

5. Administrative Matters: The following provisions shall apply to the Committee.

- (a) The quorum for meetings of the Committee shall be two members thereof. Business may be transacted by the Committee at a meeting of its members at which a quorum is present or by a resolution in writing signed by all the members of the Committee.
- (b) Any member of the Committee may be removed or replaced at any time by the Board. If a vacancy exists on the Committee, the remaining members may exercise all of the powers of the Committee so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold office until the close of the next annual meeting of shareholders following the date of appointment as a member or until a successor is duly appointed.
- (c) The Committee may invite such officers, directors and employees of Calfrac and other persons as it may see fit from time to time to attend at meetings of the Committee and to assist thereat in the discussion of the matters being considered by the Committee.
- (d) The Committee shall determine the time and place at which the meetings of the Committee shall be held and the procedure for calling and conducting business at such meetings, having regard to the by-laws of Calfrac.
- (e) The chair of the Committee shall preside at all meetings of the Committee. In the absence of the chair, the members of the Committee present at a meeting shall appoint one of those members to act as chair for that particular meeting.
- (f) The Committee shall report to the Board on such matters and questions relating to the compensation of the directors and officers of Calfrac or any subsidiaries of Calfrac as the Board may from time to time refer to the Committee.
- (g) The Compensation Committee shall have the right to make delegations of authority and responsibilities as the Committee deems appropriate, and will periodically review such delegations; provided, however, that the Committee shall not delegate any matters relating to the responsibilities, appointment or remuneration of the key members of senior management, including the President and Chief Executive Officer of the Corporation, and the Committee shall report to the Board of Directors in respect of all such delegations.
- (h) Pursuant to the right of delegation set forth in the preceding paragraph, the Compensation Committee has delegated to the Corporation's Retirement Plan and Benefits Committee the responsibility for administering the Corporation's Group Benefits Programs and Group RRSP/401K Plans, with general oversight and certain core responsibilities, as set out in the Terms of Reference of such Committee, remaining with the Compensation Committee.
- (i) The members of the Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of Calfrac and its subsidiaries, and to discuss such

books and records as are in any way related to the compensation of any one or more of the directors and officers of Calfrac with the officers and employees of Calfrac and its subsidiaries.

- (j) Minutes of Committee meetings shall be recorded and maintained. The chair of the Committee shall report to the Board on the activities of the Committee and the minutes of Committee meetings will be promptly circulated to the directors who are not members of the Committee or, if that is not practicable, shall be made available at the next meeting of the Board.
- (k) The Committee shall have the authority
 - (i) to engage independent counsel and other advisers that it determines to be necessary to permit it to carry out its duties, and
 - (ii) to set and pay the compensation for any advisers engaged by the Committee.

Reviewed by the Committee on February 25, 2011 and approved by the Board on February 28, 2011.