

FLINT ENERGY SERVICES LTD.

MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT

DATED March 31, 2010

for the Annual General Meeting of Shareholders
to be held on May 10, 2010

All dollar amounts in this Management Information Circular and Proxy Statement ("Information Circular") are in Canadian dollars unless otherwise stated.

General Proxy Information

This Information Circular is furnished by the management ("Management") of Flint Energy Services Ltd. (the "Corporation") to holders (the "Shareholders") of common shares of the Corporation (the "Shares") in connection with the solicitation of proxies for use at the Annual General of Shareholders (the "Meeting") to be held on the 10th day of May, 2010, Main Floor Theatre at The Metropolitan Centre, 333 Fourth Avenue SW, Calgary, Alberta at 2:00 PM (Calgary Time) and at any adjournment thereof, for the purposes set forth in the Notice of Annual General accompanying this Information Circular (the "Notice of Meeting").

Solicitation of Proxies

The enclosed form of proxy is solicited by and on behalf of the Management of the Corporation. The persons named in the enclosed form of proxy are directors or senior officers of the Corporation. A Shareholder desiring to appoint some other person (who need not be a Shareholder) to represent him or her at the Meeting may do so either by inserting such other person's name in the blank space provided in the proxy form or by completing another proper form of proxy.

Instruments of proxy must be received by the Corporation's transfer agent, Computershare Trust Company of Canada ("Computershare"), Proxy Dept., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax 1-866-249-7775 (within North America) or 416-263-9524 (outside North America), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting or any adjournment thereof. Solicitation will be primarily by mail, but some proxies may be solicited personally or by telephone, facsimile transmission or other electronic means by officers, directors or employees of the Corporation at a nominal cost. The cost of solicitation will be borne by the Corporation.

Voting of Common Shares - Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Shares in their own name (referred to herein as "Beneficial Shareholders").

Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Shares will more likely be

registered under the name of the broker or an agent of a broker. 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, a broker and its agents and nominees are prohibited from voting Shares for the broker's clients.

Beneficial Shareholders will not be recognized at the Meeting for the purposes of voting their Shares in person or by way of proxy except in accordance with the following procedures. These procedures should be followed if Beneficial Shareholders wish to have Shares held for them by others recognized for the purposes of voting on matters to be dealt with at the Meeting.

Applicable Canadian regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of the Meeting. 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 Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar or identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) 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"). In most cases, Broadridge mails the proxy materials to the Beneficial Shareholders with a voting information form ("VIF") and asks them to return the VIF to Broadridge. Alternatively, Beneficial Shareholders can either call the Broadridge toll free telephone number to vote their Shares, or access Broadridge's dedicated voting website at www.proxyvotecanada.com to deliver their voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Shares to be represented at the Meeting. ***A Beneficial Shareholder receiving a VIF from Broadridge cannot use that proxy to vote Shares directly at the Meeting. The VIF must be returned to Broadridge, or alternatively, instructions must be received by Broadridge well in advance of the Meeting in order to have the Shares voted.*** Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting the Shares registered in the name of his or her broker (or an agent of the broker), a Beneficial Shareholder may attend the Meeting as proxy holder for the registered Shareholder and vote the Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote his or her Shares as proxy holder for the registered Shareholder, should enter his or her own name in the blank space on the form of proxy provided to him or her and return the same form to his or her broker (or broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Record Date

The Board of Directors of the Corporation (the "Board") has fixed the record date for the Meeting at the close of business on March 31, 2010 (the "Record Date"). Only Shareholders of the Corporation of record as at that date are entitled to receive notice of, and to vote at the Meeting, unless such Shareholder transfers Shares after the Record Date and the transferee establishes ownership of such Shares and demands, not later than the close of business ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote.

Revocability of Proxy

A registered Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof by (a) depositing an instrument in writing (which includes another proper form of proxy with a later date) executed by the Shareholder or by the Shareholder's attorney authorized in writing (i) at the offices of Computershare 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 (ii) with the chair of the Meeting on the day of the Meeting or an adjournment thereof, or (b) attending the Meeting in person and registering with the scrutineers as a Shareholder personally present.

Exercise of Discretion by Proxyholders

Shares represented by proxy in favour of Management nominees shall be voted on any ballot at the Meeting and where the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares shall be voted in accordance with the specification so made, including on any ballot.

In the absence of such specification, the Shares will be voted in favour of the matters to be acted upon. The persons appointed under the form of proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the proxy and Notice of Meeting, and with respect to other matters which may properly come 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.

Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of Shares. As of the date of this Information Circular, there are 45,566,114 Shares outstanding. Each Share carries the right to one vote on any matter properly coming before the Meeting. On December 15, 2006, the Corporation effected a two-for-one stock split of the outstanding Shares, pursuant to which Shareholders of record at the close of business on such date received one additional Share for each Share held on said date. All data relating to Shares contained in this Information Circular is presented on a post-split basis unless otherwise indicated.

As of the date hereof, to the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% or more of the voting rights attached to all issued and outstanding Shares, other than the following:

Table 1

| Name | Nature of Ownership | Number of Shares | Percentage of Outstanding Shares |
|--|----------------------------|-------------------------|---|
| Franklin Templeton Investment Corporation ¹ | Indirect | 7,737,966 | 17.0% |
| Mackenzie Financial Corporation ² | Indirect | 4,889,157 | 10.7% |

Notes:

1. Franklin Templeton Investment Corporation, on Behalf of Bissett Investment Management, last reported its holdings as of May 31, 2009 through the Alternative Monthly Reporting System of the National Instrument 62-103 filed on www.SEDAR.com on June 10, 2009.
2. Mackenzie Financial Corporation last reported its holdings as of January 31, 2010 through the Alternative Monthly Reporting System of the National Instrument 62-103 filed on www.SEDAR.com on February 10, 2010.

CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms) holds in excess of 10% of the Shares for the benefit of its participants.

Matters to be Dealt With or Acted Upon at the Meeting

The following matters will be dealt with at the Meeting:

1. Receipt and review of the December 31, 2009 financial statements of the Corporation;
2. Election of directors;
3. Appointment of auditors for the Corporation; and
4. Other matters.

Receipt of December 31, 2009 Financial Statements

The consolidated audited financial statements for the financial year ended December 31, 2009 of the Corporation have been distributed to Shareholders together with this Information Circular and published on the internet on the System for Electronic Document Analysis and Retrieval (SEDAR). These documents can be accessed at www.sedar.com. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholders have questions respecting the December 31, 2009 consolidated financial statements, the questions may be brought forward at the Meeting.

Election of Directors

The Board presently consists of nine (9) directors. The Board is elected annually and consists of such number of directors as is fixed from time to time by resolution of the Board. The Articles of the Corporation provide that the Corporation may have a minimum of three (3) directors and a maximum of twelve (12) directors.

The number of directors to be elected at the Meeting is fixed at eight (8) directors, to hold office until the next annual general meeting or until their successors are elected or appointed.

The names and provinces or states and countries of residence of the persons nominated for election as directors; the number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which each exercises control or direction; committee memberships; the period served as director; and the principal occupation, business or employment of each are as follows:

Table 2

| Name, Province or State and Country of Residence | Number of Shares Beneficially Owned ⁽¹⁾ | Director Since | Principal Occupation |
|--|---|-----------------------|--|
| Stuart O'Connor ^(2, 7) Alberta, Canada | 20,000 | 1998 | President, Timber Ridge Capital Ltd. (private holding and advisory firm) |
| John Bates ^(3, 5, 11) Oklahoma, United States | 62,891 | 1998 | President, Flint Resources Company, LLC (commercial construction and investments) |
| W. J. (Bill) Lingard Alberta, Canada | 126,560 | 2005 | President and Chief Executive Officer of the Corporation |
| T. D. (Terry) Freeman ^(3, 6, 10) Alberta, Canada | 100,100 | 2007 | Managing Director, Northern Plains Capital (private investment company) |
| C. Douglas Annable ^(4, 11) Alberta, Canada | 1,000 | 2007 | President, CD Consulting Inc. (management consulting) Formerly President, Energy and Mining Division, AMEC Americas Limited |
| Philip C. Lachambre ^(3, 10) Alberta, Canada | 4,000 | 2008 | President, PCML Consulting Inc. (business management consulting) Formerly Executive Vice President and Chief Financial Officer, Syncrude Canada Ltd. |
| Roger Thomas ^(4, 8, 11) Alberta, Canada | nil | 2009 (Appointed) | Retired. Formerly Executive Vice President, North America for Nexen Inc. |
| Ian Reid ^(9, 10, 11) Alberta, Canada | 1,000 | 2009 (Appointed) | Retired. Currently Vice Chair of The Churchill Corporation, a Construction Management Company Formerly President of Finning (Canada), equipment manufacturing and leasing company. |

Notes:

- Information as to Shares beneficially owned, or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective directors. This does not include Shares issuable upon exercise of options granted under the Corporation's Stock Option Plan.
- Chairman of the Board.
- Member of the Audit Committee. Mr. Lachambre is Chair of the Audit Committee.
- Member of the Compensation Committee.
- Mr. Bates is the President of Flint Resources Company, LLC which owns 1,021,120 Shares in addition to his personal holdings. Flint Resources Company, LLC and its subsidiaries are not related to the Corporation.
- Mr. Freeman is President of TDF Management Ltd. which owns 102,100 Shares in addition to his direct holdings.
- Mr. O'Connor is a trustee of The Ronnoco Family Trust, a family trust, which holds 10,860 Shares.
- Mr. Thomas was appointed to the Board on August 5, 2009.
- Mr. Reid was appointed to the Board on September 23, 2009.
- Member of the Corporate Governance Committee and Nominating Committee of the Board. Mr. Reid is the Chair of the Corporate Governance Committee.
- Member of the Environment, Health, Safety and Risk Management Committee (EHS & Risk Committee) of the Board. Mr. Annable is Chair of the EHS & Risk Committee.

Each of the above nominees currently serves as a director of the Corporation. Other than Messrs. Thomas and Reid, who were appointed to the Board by the Board of Directors pursuant to provisions of the bylaws of the Corporation on August 5th, 2009 and September 23rd, 2009

respectively, each of the above nominees is a director of the Corporation elected at the last annual general meeting of Shareholders.

Each elected director will hold office until the close of the next annual meeting of Shareholders or until his successor is duly elected or appointed.

The Board of Directors recommends that each of the nominees listed above be elected to serve as a director of the Corporation, to hold office until the next annual general meeting of the Shareholders, or until such person's successor is elected or appointed. Unless otherwise directed, it is the intention of Management to vote proxies given in respect of the Meeting or any adjournment thereof in favour of the election as directors of the nominees set forth above.

Appointment of Auditor

KPMG LLP has been the Corporation's auditor since April 9, 1998. In 2009, the firm KPMG LLP was paid a total of \$1,174,343 of which \$961,962 was paid for audit services, \$83,860 for tax advice including tax planning and tax compliance services, and \$128,521 for related accounting services, including, notably, an analysis of the future impacts of the impending transition from Canadian generally accepted accounting principles to International Financial Reporting Standards on future consolidated financial statements of the Corporation.

The Board of Directors recommends that KPMG LLP continue to serve as the auditors of the Corporation.

Unless otherwise directed, it is the intention of Management to vote proxies given in respect of the Meeting or any adjournment thereof in favour of an ordinary resolution to appoint the firm of KPMG LLP, Chartered Accountants, to serve as auditor of the Corporation until the next annual general meeting of the Shareholders or until their successors are appointed, at a remuneration to be fixed by the Board.

Other Matters

Management knows of no amendment or variation of any matter referred to in the Notice of Meeting or any other matter to come before the Meeting. However, if any such amendment, variation or other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

Statement of Executive Compensation

The following table contains information on compensation earned by the Named Executive Officers ("NEO") of the Corporation in connection with their employment by the Corporation in the years ending December 31, 2008 and 2009. The Corporation's NEOs include: W. J. (Bill) Lingard, the President and Chief Executive Officer ("CEO"), Paul M. Boechler, the Executive Vice President and Chief Financial Officer ("CFO"), Wayne Shaw, the Senior Vice President of Infrastructure Services, Keith Lambert, the Senior Vice President of Production Services and Bryce Satter, President of Flint Energy Services Inc. (the Corporation's U.S. subsidiary).

Table 3

| Named Executive Officer and Principal Position | Year | Salary (\$) ⁶ | Options-Based Awards (\$) ¹ | Non-Equity Incentive Plan Compensation (\$) | | | Total Compensation (\$) ⁵ |
|--|-------------------|--------------------------|--|---|-----------------------------------|-----------|--------------------------------------|
| | | | | Annual Incentive Plans | | | |
| | | | | CIP Bonus ₂ | Pension Contribution ₃ | RSU Grant | |
| W. J. (Bill) Lingard, President and CEO | 2009 | \$480,000 | \$253,500 | \$96,000 | \$22,000 | - | \$851,500 |
| | 2008 | \$480,000 | \$227,000 | \$236,520 | \$21,000 | - | \$964,520 |
| Paul M. Boechler, Executive Vice President and CFO | 2009 ⁷ | \$313,334 | \$219,700 | \$56,000 | \$15,500 | \$26,084 | \$630,618 |
| | 2008 | \$310,000 | \$181,600 | \$122,202 | \$15,500 | \$0 | \$629,302 |
| Wayne Shaw, Senior VP, Infrastructure Services | 2009 | \$300,000 | \$152,100 | \$192,000 | \$15,000 | - | \$659,100 |
| | 2008 | \$300,000 | \$113,500 | \$132,167 | \$15,000 | - | \$560,667 |
| Keith Lambert, Senior VP, Production Services | 2009 | \$270,000 | \$152,100 | \$21,600 | \$13,500 | - | \$457,200 |
| | 2008 | \$270,000 | \$113,500 | \$48,329 | \$13,500 | - | \$445,329 |
| Bryce Satter, President, Flint Energy Services Inc. ⁴ | 2009 | \$262,637 | \$152,100 | \$22,798 | \$10,845 | - | \$448,380 |
| | 2008 | \$246,100 | \$113,500 | \$190,210 | \$12,778 | - | \$562,588 |

Notes:

- Options reported for 2009 were options granted in February 2009.
- Annual incentive plan (CIP) reports the amount received in 2009 based upon 2008 performance. Amounts reported for 2009 were paid in March 2010.
- Pension contributions are defined contributions payable by the Corporation.
- Mr. Satter's U.S. salary was US\$230,000 in both 2009 and 2008. Mr. Satter's compensation was received in U.S. dollars and the amounts recorded above have been converted into Canadian dollars using: for salary and pension, the Bank of Canada's average noon rate of \$1.14 for 2009 and \$1.07 for 2008; and for option grants, the average rate of \$1.25 in February 2009 and 1:1 in February 2008. For the CIP payment made in March 2010, the rate used was \$1.05 and \$1.26 in March 2009.
- The amount of 'other' compensation for each of the named officers in 2008 and 2009 was less than 10% of salary and less than \$50,000, and falls below the reporting threshold.
- Salary amounts in 2009 were frozen at 2008 levels as part of a company wide cost savings measure.
- On December 1, 2009, Mr. Boechler was promoted to Executive Vice President in addition to his responsibilities as Chief Financial Officer. The salary amount from January 1 to November 30 totalled \$284,167 (\$310,000 annualized). His salary, including an increase for the new responsibilities for December 1 to December 31 was \$29,167 (\$350,000 annualized). Total salary for 2009 was \$313,334.

Compensation Discussion and Analysis

Composition of the Compensation Committee

The Compensation Committee reports to the Board. The members of the Compensation Committee at the date of this Information Circular are Messrs. Swanson, Annable, and Thomas, with Mr. Swanson serving as Chairman. All of the members of the Compensation Committee are independent directors. Mr. Swanson has announced that he will not be standing for re-election to the Board at the Meeting. At the first meeting of the Board following the Meeting, the Board will select a replacement for Mr. Swanson on the Compensation Committee from the members of the Board elected at the meeting.

The Role of the Compensation Committee

The Compensation Committee of the Corporation has the responsibility of developing the approach in which the Board establishes and implements the compensation strategy for the executives of the organization. The Compensation Committee reviews and recommends remuneration strategies for the executives, with emphasis on senior officers and members of the Board. In particular, the Compensation Committee focuses on establishing the Corporation's goals and objectives relevant to the compensation of the Chief Executive Officer (CEO). The Compensation Committee provides assistance to the Board, where appropriate, in establishing the annual compensation of the CEO including base salary, bonus, incentive and equity compensation. The Compensation Committee also reviews annually and makes recommendations to the Board as to the form and amount of the Directors' compensation. The Compensation Committee reviews annually, approves and/or revises, as necessary, all benefits and perquisites, employment agreements, severance arrangements and change of control arrangements and provisions for the CEO and other senior executives of the Corporation. The Compensation Committee is also responsible for reviewing and recommending for Board approval, as required, all public or regulatory disclosures respecting compensation and the basis on which performance is measured in respect of compliance with applicable legislation, regulatory and/or stock exchange requirements or guidelines.

Executive Compensation Philosophy and Strategy

The Corporation is committed to providing all executives with a competitive total rewards package that is reflective of current market trends. Base pay is set at the median, 50th percentile, of comparable positions from relevant labour markets in which the Corporation draws its executives. Executive level compensation packages are therefore competitive with similar companies and support the goal of attracting and retaining a highly qualified leadership team.

Executive Compensation Objectives

The Corporation supports the following compensation objectives for its executives:

- Provide a structure that will attract, retain and motivate executives of the highest caliber;
- Provide compensation which is fair, attractive and competitive with those of other corporations of comparable size, nature and complexity;
- Through the Corporate Incentive Plan, pay the NEO based on performance as outlined in the organization's strategic plan; and
- Support individual growth and development.

Elements of Executive Compensation

In 2009, the various components of executive compensation included: base pay (salary) with annual merit increases; a long term incentive plan of equity based pay (stock option awards); annual incentive plan (CIP bonus); and a defined contribution Pension Plan. The NEO's compensation package provides a balanced set of some or all of these elements designed to deliver the objectives of the compensation philosophy. The fixed elements, salary, perquisites and pension plan, along with, in some cases, written employment contracts, provide a competitive base of secure compensation necessary to attract and retain executive talent. The variable elements, bonus and long term incentive, are designed to balance short term gains with the long term interests of the Corporation and motivate the superior performance of both. The

long term incentive plan also aligns NEOs with shareholders and helps retain executive talent. The combination of the fixed elements and the variable incentive opportunities delivers a competitive compensation package as compared to the comparator group.

The Board considers the following to be included within the Corporation's peer group with respect to compensation:

- Trinidad Drilling Ltd.
- Trican Well Service Ltd.
- Ensign Energy Services Inc.
- Calfrac Well Services Ltd.
- Mullen Group Ltd.
- North American Energy Partners Inc.
- Precision Drilling Trust
- Savanna Energy Services Corp.

The Corporation participates in and has access to compensation surveys for the petroleum services industry through the Petroleum Services Association of Canada.

Changes in Executive Compensation in 2009 Compared to 2008

In January 2009, as part of a corporate cost cutting measure, all salaried Flint employees, including the NEOs, purchased two weeks of additional vacation whereby salary amounts effectively decreased in 2009 for each NEO. The two week vacation purchase amount for each NEO was based on a 40 hour work week and on the individual NEO's hourly rate determined by dividing annual salary by 2,080 hours per year. The exception was Mr. Shaw who voluntarily purchased an additional two weeks of vacation for a total of four weeks. The base salary amounts shown in Table 3 are the salary amounts before the "purchase" of the additional vacation time.

On December 1, 2009, Mr. Boechler was promoted to Executive Vice President in addition to his duties as Chief Financial Officer. He received a salary increase effective December 1, increasing his annual salary from \$310,596 to \$350,000. The salary amount received from January 1 to November 30 totalled \$284,167, and the salary received from December 1 to December 31 was \$29,167. Total salary for Mr. Boechler in 2009 was \$313,334.

Mr. Satter's base U.S. dollar salary did not change in 2009, however the average annual exchange rate used to convert U.S. salary amounts to Canadian dollars in 2009 was \$1.14 compared to \$1.07 in 2008.

Base Pay for 2009 (Salary)

Compensation trends are reviewed by the Compensation Committee throughout the year and the findings are used to set base rates for all executive positions with the objective of being competitive amongst the Corporation's peer group. While the Compensation Committee analyzes the market and makes recommendations, the Board ultimately determines the appropriate base pay for each executive.

Along with base pay, the Compensation Committee annually reviews and recommends merit increases to the Board for all executive officers and employees with an annual salary of

\$200,000 or greater. The Committee reviews industry trends, salary surveys, and cost of living changes such as the Consumer Price Index (CPI). While the Compensation Committee analyzes the market and makes recommendations, the Board ultimately determines the appropriate merit increase in base pay each NEO shall receive.

In making decisions with respect to base pay, the Compensation Committee seeks to provide a competitive, stable and secure income necessary to attract and retain qualified employees.

In 2009, due to deteriorating market conditions and the potential for both lower revenues and compressed margins expected during the year, salaries of all salaried employees of the Corporation, as well as the five NEOs, were fixed at the 2008 rates.

Variable (Incentive Pay)

The Compensation Committee reviews and makes recommendations to the Board annually with respect to incentive and equity based compensation plans (collectively, variable pay) that are subject to Board approval. Each NEO participates in short term and long term variable incentive plans.

Short Term Incentive Plan

The objective of the short term incentive plan (also known as the Corporate Incentive Plan, "CIP") is to link a portion of key employees' compensation to, and reward them for, performance based on certain financial and business objectives of the Corporation as established by the Board of Directors.

While the Compensation Committee makes recommendations for annual CIP criteria and payments, the Board as a whole is responsible for the administration of the Corporation's CIP.

At the beginning of each year, the Board sets the potential bonus amounts for each NEO as well as certain targets, whether individual or corporate, to be achieved as conditions of payment of the potential bonus amounts to each NEO for that year, after receiving recommendations from the Compensation Committee.

In late 2008, the Board established the maximum possible bonus for the CEO at 100% of his base salary. Each of the other NEOs' maximum possible bonus was set at 80% of their individual base salary. At that time, the Board also set EPS, EBITDA (both divisional and corporate), and DSO targets as the three criteria for determining entitlement to bonus payments.

"EPS" means earnings per share calculated by dividing the Corporation's net income by the weighted average number of fully diluted shares outstanding during the period.

"EBITDA" is the Corporation's earnings (loss) before interest, taxes, depreciation, amortization, impairment of intangible assets and goodwill, and share based compensation. Divisional EBITDA is the earnings (loss) of a Division before interest, taxes, depreciation, amortization, impairment of intangible assets, goodwill and certain corporate allocations.

"DSO" means "days sales outstanding" and is calculated by taking the accounts receivable, revenue in excess of billings and inventories, and subtracting billings in excess of revenue for the period. The result is then converted into days using the revenue count-back method. "DSO" can be measured at the Corporate and divisional levels. For the CEO and the CFO, the

relevant measure is the Corporation's total DSO. For the remaining NEOs, the DSO target is set for that NEO's division. In the case of Mr. Satter, separate DSO targets are set for each of the U.S. Production Services division and the Corporation's U.S. oilfield equipment fabrication business, J.W. Williams, Inc.

In late 2008, the targets were set by the Board based on the projected level of activity in the oilfield construction and services sector in 2009. The targets were set to reward superior results for each of the financial criteria in question. When the target for a criterion is achieved, the NEO in question is entitled to receive only 50% of the bonus attributable to that criterion. For every percentage point the target is exceeded, the NEO would receive a further 5% of the eligible bonus attributable to that criterion. Therefore, the maximum possible bonus attributable to one of the criteria would only be paid if the actual results for a particular criterion exceeded the target associated with that criterion by 10%.

Conversely, for every percentage point the actual results for the year fell short of the target, the payout would be reduced (from the 50% figure) by three percentage points. If the actual results achieved were only 90% of the target, the NEO in question would be entitled to receive only 20% of the bonus attributable to that criterion. Where the actual results fell below 90% of the target for that criterion, no bonus associated with that criterion would be paid.

In 2009 the bonus criteria for each of the CEO and CFO were weighted 40% for EPS, 40% for Corporate EBITDA, and 20% for Corporate DSO.

Each of the other NEOs' bonus criteria was based 60% on the EBITDA for that NEO's division, 20% on Corporate EBITDA, and 20% on the DSO for that NEO's division.

The economic slowdown in 2009 was deeper and more protracted than anticipated by the Board when the EPS and corporate EBITDA targets were first established. The Board and management agreed that notwithstanding these changed circumstances no adjustments would be made to the CIP targets for 2009. As the Corporation's results for 2009 fell short of the Corporate EBITDA and EPS targets or the 90% bonus threshold, no bonus amounts were paid to any of the NEOs for these two criteria.

Following is a table outlining the actual results as a percentage of the CIP targets, and the percentage of the bonus attributable to each criterion to be paid as a result:

Table 4

| Criteria | Actual vs. Target | Percentage of Bonus Payable for Criterion |
|---|--------------------------|--|
| EPS | <90% | 0 |
| Corporate EBITDA | <90% | 0 |
| Infrastructure EBITDA | >110% | 100% |
| Production Services EBITDA | <90% | 0 |
| U.S. Production Services EBITDA | <90% | 0 |
| Corporate DSO | >110% | 100% |
| Infrastructure DSO | >110% | 100% |
| Production Services DSO | 107% | 85% |
| U.S. Production Services /J.W. Williams DSO | 93%/110% | 59% |

Applying these results to the maximum bonus payable to each of the NEOs, each NEO was paid a bonus as follows:

- The CEO received a CIP bonus of \$96,000 for achieving greater than 110% of the DSO target.
- The CFO received a CIP bonus of \$56,000 for achieving greater than 110% of the DSO target.
- Mr. Shaw, as the Senior Vice President in charge of the Facility Infrastructure division, received a CIP bonus of \$192,000 for achieving greater than 110% of his Divisional EBITDA target and greater than 110% of his divisional DSO target. Mr. Shaw received the maximum bonus for exceeding expectations on these two criteria.
- Mr. Lambert, as Senior Vice President in charge of Canadian Production Services, received a CIP bonus of \$21,600 for achieving 107% of the Canadian Production Services' divisional DSO target.
- Mr. Satter, President of Flint Energy Services Inc., Flint's United States operations, received a bonus of US\$21,712 (CAD\$22,798) for achieving 93% of the U.S. Production Services' divisional DSO target and greater than 110% of the J.W. Williams' DSO target.

Long Term Incentive Plans

Restricted Share Unit Plan

In 2009, the Corporation adopted a Restricted Share Unit Plan (the "RSU Plan") as part of the Corporation's Long Term Incentive Compensation program. The objectives of the RSU Plan are:

- (a) to promote a further alignment of interests between employees and the shareholders of the Corporation;
- (b) to associate a portion of employees' compensation with the returns achieved by shareholders of the Corporation over the medium term; and
- (c) to attract and retain employees with the knowledge, experience and expertise required by the Corporation.

Each year, the CEO recommends to the Compensation Committee that a grant of units in the RSU Plan be made to officers, executives, managers and select employees, identified by him in his discretion. On approval by the Compensation Committee of the recommendation by the CEO, the officer, executive, manager or employee receives a grant of RSUs in such number as is approved by the Compensation Committee for that individual.

The value of an RSU Plan unit is based on and fluctuates with the value of the Shares in the Corporation. The actual entitlement to be paid the value of the RSU grant is contingent upon the recipient remaining in the employ of the Corporation until the vesting date. An RSU grant typically vests three (3) years from the Grant Date. If the recipient of the RSU grant does not remain employed with the Corporation until the vesting date, the recipient is not entitled to be paid for any portion of the unvested RSU grant.

Within 30 days of the vesting date, the recipient receives a payment (subject to all withholding requirements) equal to the number of RSU Plan units then vesting, multiplied by an amount equal to the weighted average trading price of a Share in the Corporation on the Toronto Stock Exchange for the five consecutive trading days prior to the vesting date.

Under the terms of the RSU Plan, the recipient cannot request payment nor can the Corporation pay out a vested RSU grant in Shares in the Corporation.

In all cases any unvested RSU Grants expire on the date of termination of employment of the recipient.

On December 1, 2009, Mr. Boechler assumed the duties of Executive Vice President of the Corporation in addition to his duties as Chief Financial Officer of the Corporation. At the time, Mr. Boechler received a grant of 10,000 RSU Plan units, the grant of which vests in 2012. Assuming a Share in the Corporation has a value of \$12.00, the total value of this RSU grant (and provided Mr. Boechler remains employed with the Corporation until the vesting date) would be \$120,000.

No other NEO received a grant of RSU Plan units in 2009.

Stock Option Plan

The objective of the Stock Option Plan which came into effect in May 2006, is to advance the interests of the Corporation by aligning the interests of directors and select officers and key employees through the grant of stock options. The expectation is that a grant of options will increase the proprietary interests of such persons in the Corporation, encourage the grantees to remain associated with and committed to the Corporation for the longer term, and furnish the recipients with an additional incentive in their efforts on behalf of the Corporation.

The Compensation Committee, in consultation with the CEO (and in the case of proposed grants in favour of the CEO, in consultation with the Chairman of the Board), establishes and recommends stock option allocations, subject to Board approval, for select officers, directors and employees of the Corporation. Factors considered when deciding if and how many options should be granted include the Corporation's performance and relative Shareholder return, the value of similar incentive awards to the CEO and other NEOs at comparable businesses, and awards given to the CEO and other NEOs of the Corporation in past years.

The Compensation Committee ensures that Shareholders are given materials to consider and the opportunity to vote at the Annual General Meeting on the creation or renewal of any equity based compensation plans, as required by law, and applicable listing standards. The current Stock Option Plan came into existence in May 2006, and approval of any unallocated options under the Stock Option Plan must be renewed by Shareholders every three years, most recently adopted at the May 11, 2009 Annual and Special Meeting. The terms of the Stock Option Plan are discussed in greater detail elsewhere in this Information Circular.

The aggregate number of shares reserved for issuance is fixed at a maximum of 12% of the total number of issued and outstanding shares. The prescribed maximum percentage may be subsequently increased to any other specified amount, provided the change is authorized by a vote of the Board and is otherwise effected in accordance with the listing standards.

Option Based Awards for 2009

Under the Stock Option Plan, the five NEOs received grants of stock options in 2009 as recommended by the Compensation Committee and approved by the Board. The intention of the Stock Option Plan is to better align the interests of the NEO with those of the Shareholders by providing an opportunity to the NEO to participate in the ownership of the Corporation and to assume some of the risks and rewards of ownership.

Having regard for the Corporation's performance and relative shareholder return, the value of similar incentive awards to the CEOs and other executive officers at comparable businesses, and awards given to the CEO and other executive officers of the Corporation in past years, the NEOs were awarded option grants in 2009 as follows, the values for which are reported in Table 3 under Options-Based Awards:

Table 5

| Named Executive Officer | Year | Number of Options Granted | Option Exercise Price | Black-Scholes Valuation | Value of Options |
|--------------------------------|-------------|----------------------------------|------------------------------|--------------------------------|-------------------------|
| W. J. (Bill) Lingard | 2009 | 150,000 | \$4.91 | \$1.69 | \$253,500 |
| | 2008 | 50,000 | \$16.53 | \$4.54 | \$227,000 |
| Paul M. Boechler | 2009 | 130,000 | \$4.91 | \$1.69 | \$219,700 |
| | 2008 | 40,000 | \$16.53 | \$4.54 | \$181,600 |
| Wayne Shaw | 2009 | 90,000 | \$4.91 | \$1.69 | \$152,100 |
| | 2008 | 25,000 | \$16.53 | \$4.54 | \$113,500 |
| Keith Lambert | 2009 | 90,000 | \$4.91 | \$1.69 | \$152,100 |
| | 2008 | 25,000 | \$16.53 | \$4.54 | \$113,500 |
| Bryce Satter | 2009 | 90,000 | \$4.91 | \$1.69 | \$152,100 |
| | 2008 | 25,000 | \$16.53 | \$4.54 | \$113,500 |

The value of options-based awards reported in Table 5 and 6 were calculated using the Black-Scholes model which at the date of the grant was calculated at price per option granted.

The option price for awards was based upon the average trading price in Flint securities for the five trading days immediately prior to the option grants on March 10, 2009 and February 11, 2008. The average price established for the 2009 option grants was \$4.91 and for 2008 option grants, the average price was \$16.53. The option grants vest one third after each year from the date of the grant, and expire five years after the date granted.

Incentive Plan Awards: Outstanding Share-Based and Option-Based Awards

The following table sets forth the details of all awards outstanding for the NEOs during the financial year ended December 31, 2009. Each grant of options has a life of five years from the date of the grant and vests in equal installments on the first, second and third anniversary dates of the grants. Any grant of options included in the following table having an expiration date prior to 2013 reflects grants which were made prior to 2009.

Table 6

| Named Executive Officer | Number of Securities Underlying Unexercised Options ¹ | Option Exercise Price | Option Expiration Date | Value of Unexercised in-the-money Options |
|-------------------------|--|-----------------------|------------------------|---|
| W. J. (Bill) Lingard | 100,000 | \$ 24.25 | 27-Feb-11 | 0 |
| | 85,000 | \$ 27.20 | 15-Feb-12 | 0 |
| | 50,000 | \$ 16.53 | 11-Feb-13 | 0 |
| | 150,000 | \$ 4.91 | 10-Mar-14 | \$705,000 |
| Paul M. Boechler | 80,000 | \$ 24.25 | 27-Feb-11 | 0 |
| | 40,000 | \$ 27.20 | 15-Feb-12 | 0 |
| | 40,000 | \$ 16.53 | 11-Feb-13 | 0 |
| | 130,000 | \$ 4.91 | 10-Mar-14 | \$611,000 |
| Wayne Shaw | 90,000 | \$ 24.25 | 27-Feb-11 | 0 |
| | 40,000 | \$ 27.20 | 15-Feb-12 | 0 |
| | 25,000 | \$ 16.53 | 11-Feb-13 | 0 |
| | 90,000 | \$ 4.91 | 10-Mar-14 | \$423,000 |
| Keith Lambert | 20,000 | \$ 24.25 | 27-Feb-11 | 0 |
| | 40,000 | \$ 27.20 | 15-Feb-12 | 0 |
| | 25,000 | \$ 16.53 | 11-Feb-13 | 0 |
| | 90,000 | \$ 4.91 | 10-Mar-14 | \$423,000 |
| Bryce Satter | 8,000 | \$ 24.25 | 27-Feb-11 | 0 |
| | 20,000 | \$ 27.20 | 15-Feb-12 | 0 |
| | 25,000 | \$ 16.53 | 11-Feb-13 | 0 |
| | 90,000 | \$ 4.91 | 10-Mar-14 | \$423,000 |

Note: 1. Number of securities underlying unexercised options as at December 31, 2009.

On December 31, 2009, the market price for shares in the Corporation was \$9.65. Of the options granted to the NEOs which had not vested by December 31, 2009, only the 2009 options grants expiring on March 10, 2014 were “in-the-money”.

In March 2010, Mr. Lingard received a grant of a further 90,000 options, Mr. Boechler a further grant of 55,000 options, and each of Messrs. Shaw, Lambert and Satter, a further grant of 40,000, 36,000, and 32,000 options, respectively. These options relate to the compensation for these individuals for 2010 and are not included in the tables of this Information Circular.

Incentive Plan Awards: Value Vested or Earned During the Year

The following table sets forth the details of all awards vested or earned for the NEOs during the financial year ended December 31, 2009:

Table 7

| Named Executive Officer | Option Year | Options-Based Awards – Value Vested During The Year (\$) | Non-Equity Incentive Plan Compensation – Value Earned During The Year (\$) |
|-------------------------|-------------|--|--|
| W. J. (Bill) Lingard | 2009 | 0 | \$96,000 |
| | 2008 | 0 | \$236,520 |
| | 2007 | 0 | |
| | 2006 | 0 | |
| Paul M. Boechler | 2009 | 0 | \$56,000 |
| | 2008 | 0 | \$122,202 |
| | 2007 | 0 | |
| | 2006 | 0 | |
| Keith Lambert | 2009 | 0 | \$21,600 |
| | 2008 | 0 | \$48,329 |
| | 2007 | 0 | |
| | 2006 | 0 | |
| Wayne Shaw | 2009 | 0 | \$192,000 |
| | 2008 | 0 | \$132,167 |
| | 2007 | 0 | |
| | 2006 | 0 | |
| Bryce Satter | 2009 | 0 | 22,798 ¹ |
| | 2008 | 0 | \$190,210 ¹ |
| | 2007 | 0 | |
| | 2006 | 0 | |

Note: 1. Mr. Satter's Non-Equity Incentive Plan Compensation in 2009 was US\$21,712 and US\$152,168 in 2008.

All of the options which vested in 2009 vested on the anniversary dates of option grants from earlier years. Typically, options are granted earlier in the year when the NEOs' total compensation is being settled for that year. In 2009, December 31, 2009 was the last date on which the NEOs could have exercised a trade on vested, in-the-money options. The Corporation's closing stock price on December 31, 2009 was \$9.61 per share. The option-based awards value for the year was calculated using this price. None of the options granted in 2009 were vested in 2009, and while in-the-money, could not be exercised.

Grants of options under the Corporation's Stock Option Plan vest in three equal installments on the first, second and third anniversary dates of the original grant. The "value vested" calculation in Table 7 reflects the value of the installment vesting in 2009 (or the amount by which such installment was "out of the money" at December 31, 2009), whether or not the grant of options was exercised, and does not include any installments which might have vested in earlier years but which, as of 2009, had not been exercised.

None of the options which had vested but had not yet been exercised were in-the-money during the year, with the exception of the 2005 grants with an option strike price of \$12.50. During 2009, the stock traded for only six days at a price in excess of the strike price. As a result, none of the remaining 2005 options were exercised by the NEOs in 2009. The 2005 option grants

expired on March 8, 2010 during the Corporation's earnings blackout period with none being exercised in 2010.

Pension Plan Benefits

The Corporation does not provide any defined benefit pension plans.

Defined Contribution Plans

The NEOs participate in a defined contribution plan on the same basis as other salaried employees. The plan is designed to financially assist the employee in providing for retirement.

The Corporation contributes an amount equal to 5% of each Canadian based, salaried employee's (including each of the Canadian based NEOs) base salary to a Defined Contribution Registered Pension Plan ("RPP") for the sole benefit of that employee. Contributions to the RPP for each Canadian based NEO (as with all of the Canadian based salaried employees) is subject to the annual maximum RPP contribution limit (\$22,000 in 2009) set out in the Income Tax Act. Employees are not required to make a matching contribution under the RPP. Enrollment in the plan begins upon commencement of employment and contributions vest after two years of continuous service with the Corporation. Funds are paid by the Corporation to the third party RPP administrator ("Standard Life") and the funds are invested by Standard Life on behalf of the employee from within a broad range of investment options based on the instructions of each individual employee. Apart from the annual contributions, any growth in an individual's RPP is dependent upon the investment decisions made by that individual. The Corporation makes no investment decisions on behalf of the employee and has no obligations under the RPP other than in each year to remit the defined contributions into each employee's RPP (including each Canadian based NEO's RPP) on that individual's behalf.

The United States based NEO, in this case, Mr. Satter, is enrolled in a 401K plan (the "401K Plan") administered for the Corporation by the Bank of Oklahoma in Tulsa, Oklahoma. (As for the RPP in Canada, the 401K Plan is available generally to the United States based salaried employees and is not a benefit available solely to the United States based NEO.) The 401K Plan provides for the Corporation to match 100% of the participant's contribution up to the first 3% of the annual salary contributed, and 25% of any additional contributions from 3% to 6% of annual salary. The maximum employer matched contribution under the plan is equal to 3.75% of annual salary. Eligibility is based upon the participant making contributions to the plan and being an active employee on the last day of the plan quarter. The 2009 401K Plan limits were a maximum employee contribution of US\$16,500. In 2009, Mr. Satter received a Corporation matching contribution of US\$9,497 based upon his contributions under the United States plan rules. Investment decisions in the 401K Plan are made by each individual participant in the 401K Plan for his or her own benefit. The Corporation makes no investment decisions on behalf of the employee and has no obligations under the 401K Plan other than in each year to remit the defined contributions into each employee's 401K Plan on that individual's behalf.

The following table summarizes the pension plans that provide for payments or benefits at or in connection with retirement for the NEOs of the Corporation, during the financial years ended December 31, 2009 and 2008:

Table 8

| Named Executive Officer | Year | Accumulated Value at Start of the Year (\$)² | Compensatory (\$) | Non-Compensatory (\$)³ | Accumulated Value at Year End (\$) |
|-------------------------|------|--|-------------------|------------------------|------------------------------------|
| W. J. (Bill) Lingard | 2009 | \$62,723 | \$22,000 | \$14,035 | \$98,758 |
| | 2008 | \$54,422 | \$21,000 | (\$16,586) | \$62,723 |
| Paul M. Boechler ¹ | 2009 | \$160,882 | \$15,500 | \$10,361 | \$168,485 |
| | 2008 | \$156,446 | \$15,500 | (\$11,167) | \$160,216 |
| Keith Lambert | 2009 | \$50,017 | \$13,500 | \$8,463 | \$71,890 |
| | 2008 | \$45,139 | \$13,500 | (\$8,331) | \$50,017 |
| Wayne Shaw | 2009 | \$87,532 | \$15,000 | \$19,083 | \$121,615 |
| | 2008 | \$96,214 | \$15,000 | (\$23,475) | \$87,532 |
| Bryce Satter ¹ | 2009 | \$228,293 | \$10,845 | \$81,143 | \$320,281 |
| | 2008 | \$276,889 | \$12,778 | (\$64,373) | \$227,063 |

Notes:

- Mr. Satter's pension values are restated in Canadian dollar values based upon the Bank of Canada's closing exchange rate on December 31, 2008 of \$1.218. For 2009, the average annual exchange rate was \$1.142. A portion of Mr. Boechler's pension was accumulated in a 401K while he was an employee of the corporation in the United States. The U.S. plan opening balance, non-compensatory contributions and closing balance have been converted to Canadian dollars and are included in the values reported above using the same exchange rates noted for Mr. Satter's pension amounts. The period end balances for Mr. Satter and Mr. Boechler reflect exchange rates of \$1.05 on December 31, 2009.
- "Accumulated Value at Start of the Year" reflects the value of the original contributions since the date the NEO first became entitled to such contributions following his original date of hire (in the case of Mr. Satter for example, approximately 22 years of both the Corporation's and his matching contributions) together with any growth on such investments as was earned based on each NEO's instructions on the investment of such contributions.
- "Non-Compensatory" reflects exclusively the growth (loss) in the RPP. In the case of Mr. Satter, it reflects the growth or (loss) in the 401K Plan, on the investments selected by the NEO as well as individual contributions in the years reported. In the case of Mr. Boechler it reflects the growth or (loss) in both his Canadian RPP and U.S. 401K Plan, on the investments selected by the NEO.

Termination

The Corporation believes that employment contracts alleviate personal uncertainty and provide fair treatment in the event of termination or a change in role. In exchange, executives commit to continuing terms related to non-competition and confidentiality. The terms of the NEO's contracts are based on competitive practices.

Each of Messrs. Lingard, Boechler and Shaw has entered into a written contract of employment which provides for payments to the executive in the event of termination of his contract of employment without just cause. (In each case "just cause" is determined by reference to common law principles or applicable statute, if any.) If any of Messrs. Lingard's, Boechler's or Shaw's contract of employment is terminated by the Corporation without just cause, the dismissed executive would be entitled to receive 200% of his base salary (as determined in the year of dismissal) together with a bonus equal to the bonus paid in the two years immediately preceding the year in which his contract is terminated.

In all cases the employment contracts provide that the dismissed NEO would be entitled to receive all salary, bonus and benefits earned up to the date of termination.

While the actual amounts payable on termination can only be calculated in the year of termination (and, there being no termination of the employment of the NEO in question, no such amounts were paid in 2009) the following table sets out the maximum amounts each such NEO could receive if his employment is terminated without just cause.

Table 9

| Named Executive Officer | Base Salary Component | Annual Bonus Component ¹ | Total |
|--------------------------------|------------------------------|--|--------------|
| W. J. (Bill) Lingard | \$960,000 | \$960,000 | \$1,920,000 |
| Paul M. Boechler | \$700,000 | \$560,000 | \$1,260,000 |
| Wayne Shaw | \$600,000 | \$480,000 | \$1,080,000 |

Note

1. Annual bonus payouts assume the maximum bonuses had been paid out in the period(s) prior to termination.

Messrs. Lingard, Boechler, and Shaw would also be entitled to the continuation of health and dental benefits (or a cash payment equal to the premium costs to the Corporation for such benefits) for 24 months following the termination of his contract of employment without just cause.

Each of the written contracts of employment include a “non-competition clause” which prohibits the NEO from engaging (as an employee, officer, director, executive or investor) in any business competitive with any business in which the Corporation was engaged (or in which it was proposed the Corporation be engaged) at the time of termination of the contract of employment, for a period of 12 months following such termination.

The entitlement to payment on termination is, in part, compensation for such non-competition clauses and is considered reasonable as the enforcement of the non-compensation provisions could seriously restrict the ability of a dismissed NEO to earn an income for at least the duration of the non-compete period following termination of his contract of employment.

The rights of Mr. Lambert and Mr. Satter on termination of employment would be determined by statute or common law.

By operation of the Stock Option Plan, all unvested options expire on termination of employment (except as a result of the death or permanent disability of the recipient, or as a result of normal retirement). Vested options which have not been exercised as of the date of termination of employment expire 90 days after termination of employment.

In all cases, in the event of termination of a contract of employment for just cause (as determined by common law), the dismissed executive would not be entitled to any compensation arising out of the termination of his contract of employment.

Change of Control Benefits

The employment contracts of Messrs. Lingard, Boechler and Shaw also include change of control provisions. Change of control will be deemed to have occurred upon the happening, generally, of any of the following:

- (i) the acquisition, by whatever means, of ownership or control of more than 50% of the shares of the Corporation by any person or group of persons acting jointly and in concert;
- (ii) the amalgamation, merger or consolidation of the Corporation with any other entity pursuant to which those persons who are shareholders of the Corporation immediately prior to such transaction, do not own shares of the successor corporation that would entitle them to cast more than 50% of the votes attaching to shares in the capital of the successor corporation;
- (iii) the sale of all or substantially all of the assets of the Corporation; or
- (iv) the approval by Shareholders of the liquidation, dissolution or wind-up of the Corporation.

Following any such change of control and on the occurrence of a Triggering Event within twelve months of the change of control, the NEO is entitled to terminate the contract of employment within twelve months of such change of control and to receive those same payments as the NEO would have received had his employment been terminated without just cause. "Triggering Events" are defined as the failure of the Corporation to continue the employment of the NEO on substantially the same terms and conditions as set out in, or on the Corporation assigning the NEO duties inconsistent with the terms of the written contract of employment following a Change of Control.

The NEO, on the other hand is, by the terms of the written contract of employment, prohibited from terminating his employment with the Corporation when he is notified by the Corporation that there is a proposed change of control of the Corporation. The NEO's rights to terminate the contract of employment are suspended until after the change of control is either abandoned or completed. The Corporation believes that the rights conferred on the NEOs following a change of control are reasonable and necessary compensation to secure the assistance of the NEO to complete any such change of control in an orderly manner for the benefit of all stakeholders in the Corporation and may, in many instances (as the rights are only available on termination of employment), be no more than what such NEO might otherwise be entitled to at common law in the event of a constructive dismissal.

On a change of control, all options granted under the Stock Option Plan, whether vested or unvested, may be exercised by the recipient of the grant from the change of control until the earlier of the last day of the term of the option or for 90 days following the termination of the recipient's employment.

Further, on a change of control, the RSU grant made to Mr. Boechler would vest and Mr. Boechler would be entitled to receive a payment equal to the value of the number of RSU Plan units held (whether vested or unvested) multiplied by the value of a Share in the Corporation. Assuming a share price of \$12.00 the value of such payment would be equal to \$120,000.

Director Compensation

Prior to the 2008 financial year, the Board commissioned the Corporation's compensation consultants, Hewitt Associates, to conduct a study of directors' compensation to determine if the amount of directors' compensation then paid by the Corporation was in line with compensation paid to directors of other Canadian public companies operating in the Corporation's industry group. It was determined by this study that the Board was being paid significantly less than directors serving on similar boards. In addition, other corporations had recourse to plans, other than stock option plans, to provide an equity component to their directors' compensation. There

was a concern that without adjustment to the Directors' compensation (both as to amount and type of compensation), the Corporation would have a difficult time attracting and retaining qualified individuals, knowledgeable in the Corporation's industry, to the Board.

Based on the results of this study and the recommendations of Hewitt Associates, in 2008, the Corporation restructured the compensation payable to the Directors, increasing the cash component of their annual retainer and changing the equity component of the directors' compensation from stock options to a Deferred Share Unit plan (which plan is discussed elsewhere in this Information Circular).

The cash component of the compensation was increased to the amounts set out in Table 10.

The Board felt that a significant component of a director's compensation should be linked to the performance of the Corporation's shares, to better align the interests of the Directors with those of the Shareholders and to allow the Directors to participate with the Shareholders in both the risks and rewards of the Corporation's performance. Accordingly, as recommended by Hewitt Associates, the Board approved a plan which provides Deferred Stock Units (DSUs) for directors of the Corporation. It is intended that the DSU Plan will be the primary means of providing an equity based component to the directors' compensation. While the Stock Option Plan, as it is worded, would continue to permit a discretionary grant of options to a director, there is no current intention to grant options to directors under the Stock Option Plan. The DSU Plan was approved by Shareholders and received regulatory approval in 2009. (A more fulsome discussion of the DSU Plan is set out below.)

The following two tables summarize the fees and DSU grants which apply to the Directors of the Corporation during the financial years ended December 31, 2009 and 2008.

Table 10

| | | | |
|--|-----------------------------------|--|--|
| Non-Executive Chair of the Board <ul style="list-style-type: none"> John Geddes ⁶ | Annual retainer ¹ | \$100,000 | Board met 5 times in 2008 and 2009 |
| | Annual equity grants ² | \$75,000 in the form of DSUs for each of 2008 and 2009 | |
| | Meeting fees | \$1,500 per meeting | |
| Board of Directors <ul style="list-style-type: none"> Stuart O'Connor ^{6,3} John Bates Douglas E. Swanson T. D. (Terry) Freeman C. Douglas Annable Philip C. Lachambre ³ Ian Reid ⁵ Roger Thomas ⁴ | Annual retainer ¹ | \$25,000 | |
| | Annual equity grants ² | \$75,000 in the form of DSUs for each of 2008 and 2009 (prorated for those directors joining the Board after January 1 in either 2008 or 2009) | |
| | Meeting fees | \$1,500 per meeting | |
| Chair of Audit Committee <ul style="list-style-type: none"> Stuart O'Connor ³ | Annual additional retainer | \$7,500 | Audit Committee met 10 times in 2008 and 2009. |
| | Meeting fees | \$1,500 per meeting | |
| Audit Committee Composition <ul style="list-style-type: none"> John Bates Philip C. Lachambre ³ | Meeting fees | \$1,500 per meeting | |
| | | | |

| | | | |
|---|----------------------------|---------------------|--|
| Chair of Corporate Governance Committee • T. D. (Terry) Freeman | Annual additional retainer | \$5,000 | Governance Committee met once during 2008 and 4 times during 2009. |
| | Meeting fees | \$1,500 per meeting | |
| Corporate Governance Committee Composition • Ian Reid | Meeting fees | \$1,500 per meeting | |
| Chair of Compensation Committee • Douglas E. Swanson | Annual additional retainer | \$5,000 | Compensation Committee met 4 times in 2008 and 5 times in 2009. |
| | Meeting fees | \$1,500 per meeting | |
| Compensation Committee Composition • C. Douglas Annable • Roger Thomas | Meeting fees | \$1,500 per meeting | |
| Chair of Environment, Health, Safety and Risk Management Committee • C. Douglas Annable | Annual additional retainer | \$5,000 | Environment, Health, Safety and Risk Management Committee met 4 times in 2009. |
| | Meeting fees | \$1,500 per meeting | |
| Environment, Health, Safety and Risk Management Committee Composition • John Bates • Terry Freeman | Meeting fees | \$1,500 per meeting | |

Notes:

1. In 2008, the Directors' annual retainer was set at \$25,000.
2. In 2007, the Directors were provided an equity component of compensation through 10,000 options issued under the Stock Option Plan. In 2008, the Directors' compensation was changed from options to DSU's as reported above. No options were issued to Directors in 2008 or in 2009.
3. Mr. Lachambre was appointed to the Board on May 12, 2008 and his annual retainer and share-based awards were pro-rated for the 7.5 months served as a Board member in 2008. Mr. Lachambre was appointed Chairman of the Audit Committee, replacing Mr. O'Connor as Chairman of the Committee on January 1, 2010.
4. Mr. Thomas was appointed to the Board on August 5, 2009 and his annual retainer and share based awards were pro-rated for 4.75 months served as a Board member in 2009.
5. Mr. Reid was appointed to the Board on September 23, 2009 and his annual retainer and share based awards were pro-rated for 3.25 months served as a Board member in 2009.
6. Mr. O'Connor was appointed as Chairman of the Board on January 1, 2010 upon Mr. John Geddes' retirement on December 31, 2009.

Director Compensation Discussion and Analysis

The fees earned by the Directors for Board related activities in 2008 and 2009 are set out in the table below and are based upon the fee schedule in Table 10. Compensation is based on Board positions and committee involvement as well as the number of meetings attended. The following table shows the fees earned by the members of the Board during 2008 and 2009, as well as awards under the DSU Plan:

Table 11

| Name | Year | Fees Earned (\$) | Share-Based Awards (Portion of Retainer paid through DSUs) (\$) | Equivalent DSUs Awarded | Total (\$) |
|---|------|------------------|---|-------------------------|------------|
| John Geddes ⁴ <i>Former Chairman of the Board</i> | 2009 | \$119,500 | \$85,000 | 14,456 | \$204,500 |
| | 2008 | \$118,000 | \$85,000 | 4,605 | \$203,000 |
| Stuart O'Connor ⁴ <i>Chairman of the Board</i> | 2009 | \$55,000 | \$75,000 | 12,755 | \$130,000 |
| | 2008 | \$55,000 | \$75,000 | 4,063 | \$130,000 |
| John Bates | 2009 | \$53,500 | \$75,000 | 12,755 | 122,500 |
| | 2008 | \$47,500 | \$75,000 | 4,063 | \$122,500 |
| W. J. (Bill) Lingard, <i>President and CEO</i> | 2009 | nil | nil | nil | nil |
| | 2008 | nil | nil | nil | nil |
| Douglas E. Swanson | 2009 | \$45,000 | \$75,000 | 12,755 | \$120,000 |
| | 2008 | \$52,500 | \$75,000 | 4,063 | \$127,000 |
| T. D. (Terry) Freeman | 2009 | \$49,500 | \$75,000 | 12,755 | \$124,500 |
| | 2008 | \$39,000 | \$75,000 | 4,063 | \$114,000 |
| C. Douglas Annable | 2009 | \$48,500 | \$75,000 | 12,755 | \$123,500 |
| | 2008 | \$46,000 | \$75,000 | 4,063 | \$121,000 |
| Philip C. Lachambre ¹ | 2009 | \$49,000 | \$75,000 | 12,755 | \$124,000 |
| | 2008 | \$31,667 | \$52,000 | 2,220 | \$83,667 |
| Roger Thomas ² | 2009 | \$17,917 | \$31,254 | 2,798 | \$49,171 |
| | 2008 | nil | nil | | nil |
| Ian Reid ³ | 2009 | \$11,270 | \$18,752 | 1,551 | \$30,022 |
| | 2008 | nil | nil | nil | nil |

Notes:

1. Mr. Lachambre was appointed to the Board on May 12, 2008 and his annual retainer and share-based awards were pro-rated for the 7.5 months served as a Board member in 2008.
2. Mr. Thomas was appointed to the Board on August 5, 2009 and his annual retainer and share based awards were pro-rated for 4.75 months served as a Board member in 2009.
3. Mr. Reid was appointed to the Board on September 23, 2009 and his annual retainer and share based awards were pro-rated for 3.25 months served as a Board member in 2009.
4. Mr. O'Connor was appointed as Chairman of the Board on January 1, 2010 upon Mr. Geddes' retirement on December 31, 2009. Mr. O'Connor was Chairman of the Audit Committee in 2009.

Deferred Share Unit Plan ("DSU Plan")

On March 18, 2008 the Board, based on the recommendations of the Compensation Committee and Hewitt Associates, reviewed and amended the compensation for individuals acting as directors of the Corporation. As part of this compensation plan, the Corporation established a directors' Deferred Share Unit Plan (the "DSU Plan"). The DSU Plan replaced the existing Stock Option Plan as the equity based component of director compensation. An important point to note is that the maximum number of DSUs and stock options which can be awarded is set out in the Stock Option Plan more fully described in the next section. On May 19, 2009, the DSU Plan was approved at the Annual and Special Meeting of Shareholders held in Calgary, Alberta, and subsequently received regulatory approval.

Under the terms of the DSU Plan, that portion of a director's annual remuneration to be paid through units in the DSU Plan is set by the Board at the beginning of the Corporation's fiscal year (or, in the initial year of the plan, at March 18, 2008, subject to any trading blackouts then in effect), or on the date a director joins the Board in that fiscal year. The value at which a unit in the DSU Plan is issued is based upon the weighted average trading price per common share on the Toronto Stock Exchange for the five trading days prior to the date on which a director's compensation and rights to participate in the DSU Plan are set and the units set aside. (As an example, if the average weighted trading price were \$25/share, then a director receiving \$75,000 worth of DSUs would be entitled to 3,000 DSUs.)

The DSU Plan units are earned and accrue to a director over the fiscal year during which the director serves on the Corporation's Board. The value of a DSU fluctuates with the value of the Shares of the Corporation. Upon the death, retirement or termination of a director (the "Termination Date"), the Corporation has the option to either issue shares to the director from treasury (each unit in the director's DSU account being equal to one common share in the Corporation), or to convert the units to a cash amount equal to the number of units times the fair market value of a common share in the Corporation as at the Termination Date, and to pay such amount to such director or to purchase in the director's name through a brokered transaction, common shares in the Corporation with the proceeds of the DSUs so redeemed.

On March 18, 2008, the DSU Plan was adopted by the Board. However, a trading blackout was then in effect, expiring on March 19, 2008. The value for each unit in the DSU Plan taken at March 31, 2008, determined by the average trading price of the Corporation's shares for the preceding five trading days, was \$18.46. Based upon this price, Mr. Geddes' DSU grant entitled him to 4,605 units under the plan. All other Board members, with the exception of Mr. Lingard and Mr. Lachambre, received 4,063 units under the DSU plan.

Mr. Lachambre joined the Board on May 12, 2008. Mr. Lachambre's director compensation (including his DSU entitlements) was prorated for that portion of the year in which he served as a director. In addition, the share price, on which the price of Mr. Lachambre's 2008 units in the DSU Plan was calculated, was determined on the date he joined the Board, again subject to any trading blackouts then in effect. The trading blackout in May 2008 expired on May 28, 2008. The average weighted trading price over the next five trading days was \$23.42, entitling Mr. Lachambre to 2,220 DSUs for 2008. The total value of Mr. Lachambre's units in the DSU Plan for 2008, if redeemed, at a presumed share price of \$12.00 would be valued at approximately \$26,440.

In 2009, \$85,000 of Mr. Geddes' annual retainer as Chairman of the Board was paid by way of DSU grants and \$75,000 of the annual retainer for each of the other directors on the Board was

paid by DSU grants. The value for each unit in the DSU Plan is determined by the average trading price of the Corporation's shares for the first five trading days, after the end of the Corporation's blackout period at the beginning of the year was \$5.88. Based upon this price, Mr. Geddes' DSU grant entitled him to 14,456 units under the plan. All other Board members, with the exception of Mr. Lingard, received 12,755 units under the DSU plan.

Mr. Thomas joined the Board on August 5, 2009. Mr. Thomas' director compensation was prorated for the portion of the year in which he served as a director. The value for each unit in the DSU Plan determined by the average trading price of the Corporation's shares for the first five trading days following Mr. Thomas' appointment to the Board was \$11.17. Based upon this price, Mr. Thomas' DSU grant entitled him to 2,798 units under the plan.

Mr. Reid joined the Board on September 23, 2009. Mr. Reid's director's compensation was prorated for the portion of the year in which he served as a director. The value for each unit in the DSU Plan determined by the average trading price of the Corporation's shares for the first five trading days following Mr. Reid's appointment to the Board was \$12.09. Based upon this price, Mr. Reid's DSU grant entitled him to 1,551 units under the plan.

Mr. Geddes left the Board at December 31, 2009, and is therefore entitled to receive an amount equal to the total number of DSU grants made to him for all years multiplied by the average trading price of the Corporation's shares for the first five trading days, after the end of the Corporation's blackout period at the beginning of 2010. The value received by Mr. Geddes was \$241,693.48.

Mr. Lingard, being a member of management of the Corporation, is not paid additional compensation in his role as a director.

Stock Option Plan

While under the Stock Option Plan, the Corporation has retained the ability to grant options at the discretion of the Board to one or more or all of the members of the Board, it is the Board's intention that the grant of DSUs shall be used in lieu of any grants of options to provide equity based compensation to members of the Board. There is no present intention to grant further options to members of the Board.

The Corporation has not provided any financial assistance to participants in the exercise of any options to acquire Shares.

Performance Graph

The following graph and accompanying table compare the cumulative total shareholder return for \$100 invested in Shares on December 31, 2004 with the cumulative total shareholder return of the S&P/TSX Composite Index and the TSX Energy Equipment Services Index (in the case of each such index, assuming reinvestment of dividends) for the period ending on December 31, 2009:

Figure 1

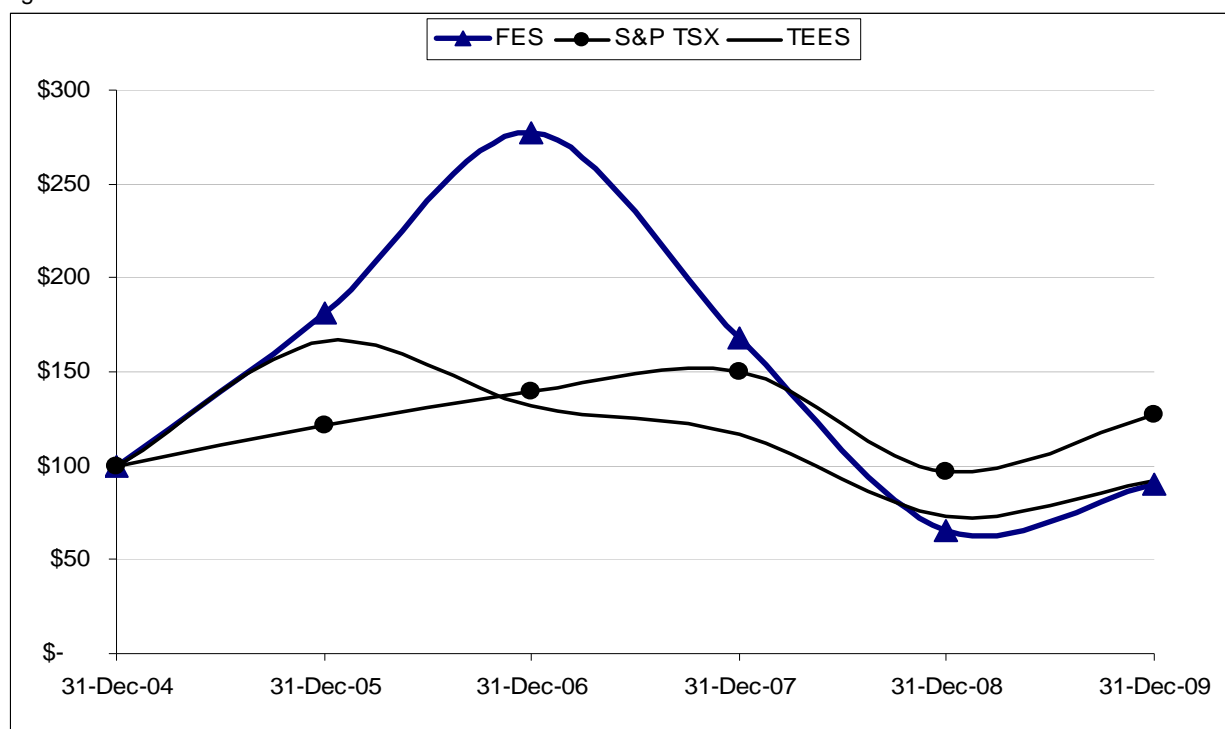


Table 12

| Stock/Index | 12/31/04 | 12/31/05 | 12/31/06 | 12/31/07 | 12/31/08 | 12/31/09 |
|---|----------|----------|----------|----------|----------|----------|
| Flint Energy Services Ltd. | \$ 100 | \$ 181 | \$ 277 | \$ 168 | \$ 65 | \$ 90 |
| S&P TSX Composite Index | \$ 100 | \$ 122 | \$ 140 | \$ 150 | \$ 97 | \$ 127 |
| TSX Energy Equipment and Services Index | \$ 100 | \$ 166 | \$ 132 | \$ 117 | \$ 73 | \$ 93 |

Securities Authorized for Issuance under Equity Compensation Plans

The Stock Option Plan, which was approved by Shareholders in 2009, is the only equity compensation plan of the Corporation under which Shares are authorized for issuance. The DSU Plan permits the Corporation to settle compensation payable under that Plan either in Shares issued from treasury or in cash.

The following table indicates, as at December 31, 2009: (i) the total number of Shares to be issued upon exercise of all options outstanding under the Plan and the percentage of all outstanding Shares represented by that number; (ii) the weighted average exercise price of all options outstanding under the Plan; and (iii) the total number of Shares remaining available for future issuance under the Plan (other than Shares to be issued upon exercise of outstanding options) and the percentage of all outstanding Shares represented by that number.

Table 13

| Plan Category | | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in first column) |
|--|---------|---|---|---|
| Equity compensation plans approved by security holders | Options | 2,996,361 (6.58%) | \$17.32 | 2,346,500 (5.15%) |
| | DSUs | 122,475 (0.27%) | n/a | |
| Equity compensation plans not approved by security holders | | N/A | N/A | N/A |
| Total | | 3,118,836 (6.85%) | \$17.32 | 2,346,500 (5.15%) |

Note: The plan provides for a fixed maximum percentage of Shares reserved under the Plan, whereby the number of Shares under the Plan increases automatically with increases in the total number of Shares outstanding. The fixed percentage is 12% of the total number of Shares outstanding. This limit also encompasses DSU grants.

For more information refer to Stock Option Plan contained in this Information Circular.

Indebtedness of Directors and Executive Officers

Management of the Corporation is not aware of any indebtedness (other than routine indebtedness) of any individual who is, or at any time during the most recently completed financial year of the Corporation was a director or executive officer of the Corporation; any nominee for election as a director of the Corporation (being the same individuals as the current directors); any associate of any such person, to the Corporation or any of its subsidiaries; or of any guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries to another entity in respect of any indebtedness of any such person, at any time since the commencement of the most recently completed financial year of the Corporation.

Nor is management aware of any other indebtedness (other than routine indebtedness) presently outstanding of any current or former director, executive officer or employee of the Corporation or any of its subsidiaries, to the Corporation or any of its subsidiaries, or of any guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries to another entity in respect of any indebtedness of any such person.

Interests of Informed Persons in Material Transactions

Management of the Corporation is not aware of any material interest, direct or indirect, of any director or executive officer of the Corporation or any of its subsidiaries; any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over more than

10% of the Shares; any director or executive officer of any such beneficial owner; any nominee for election as a director of the Corporation (being the same individuals as the current directors) or any associate or affiliate of any of the foregoing persons or companies, in any transaction since the commencement of the Corporation's last completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries. Details of related party transactions are contained in the notes to the Corporation's audited financial statements for the year ended December 31, 2009.

Management Contracts

There are no management functions of the Corporation or any of its subsidiaries that are performed to a substantial degree by any person other than by the directors or executive officers of the Corporation or its subsidiaries.

Interests of Certain Persons and Companies in Matters to be Acted Upon

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, any nominee for election as a director of the Corporation at the Meeting or any known associate or affiliate of any of the foregoing persons, in any matter to be acted upon at the Meeting other than the election of directors.

Corporate Governance

General

The Board is responsible for the business affairs of the Corporation and the adoption of long term goals and strategies. The Board discharges its responsibilities directly and through its committees. At each meeting, the Board receives Management and committee reports on the Corporation's operations and all other developments and issues of current relevance. All material transactions outside the Corporation's ordinary course of business are submitted to the Board for consideration and approval prior to implementation. In developing its approach to corporate governance, the Board and Management of the Corporation believe that sound corporate governance practices are essential to the efficient and effective performance of the Corporation.

Disclosure of Corporate Governance Practices

Details of the Corporation's corporate governance policies and practices and the responsibilities of the Board are addressed below.

The information provided in this Information Circular complies with the disclosure requirements of National Instrument 58-101, *Disclosure of Corporate Governance Practices*, of the Canadian Securities Administrators and includes an analysis of the Corporation's corporate governance practices against the corporate governance guidelines (the "Guidelines") included in National Policy 58-201, *Corporate Governance Guidelines*, of the Canadian Securities Administrators.

The Corporation's approach to corporate governance closely aligns with the Guidelines. The Corporation remains committed to attaining high standards of corporate governance and reviews its practices and compliance against the Guidelines regularly to ensure that they are appropriate under current circumstances.

Board of Directors

Majority of Independent Directors

The Board currently consists of nine (9) members, eight (8) of whom qualify as independent directors. Mr. Swanson is not seeking re-election to the Corporation's Board of Directors. If the resolutions proposed in this Information Circular with respect to the election of directors are passed, then following the Meeting, the Board will consist of eight (8) members, seven (7) of whom will qualify as independent directors. Accordingly, the Board consists of a majority of independent directors. The Guidelines define an "independent director" as a director who has no direct or indirect material relationship with the Corporation, being a relationship that could, in the view of the Board of the Corporation, be reasonably expected to interfere with the exercise of his or her independent judgment.

Messrs. O'Connor, Bates, Swanson, Freeman, Annable, Lachambre, Reid and Thomas are independent directors of the Corporation pursuant to this definition. Mr. Lingard, as President and CEO of the Corporation, is a non-independent director. The Board is of the view that this level of representation on the Board is appropriate for the Corporation's circumstances.

The following directors of the Corporation are presently directors of other issuers that are reporting issuers (or the equivalent in a foreign jurisdiction):

Table 14

| Name of Director | Names of Other Reporting Issuers |
|-------------------------|---|
| Philip C. Lachambre | Capital Power Corporation |
| Ian Reid | Churchill Corporation |
| Roger Thomas | Orion Oil & Gas Corporation |
| T.D. (Terry) Freeman | McCoy Corporation |

C. Douglas Annable, a member of the Board since February 21, 2007, was formerly a member of the board of directors of Birch Mountain Resources Ltd. ("Birch Mountain"), a company carrying on business in Alberta. On or about November 9, 2007, Mr. Annable tendered his resignation from the board of directors of Birch Mountain; this resignation took effect upon delivery of such notice. Birch Mountain issued a press release on or about November 14, 2007 in which it announced Mr. Annable's resignation from the board of directors. Press releases issued by or on behalf of Birch Mountain following Mr. Annable's resignation from the board of directors, indicate that on or about December 24, 2007, Birch Mountain issued a debenture as part of a refinancing of an existing credit facility. Birch Mountain's press releases further reveal that on November 6, 2008, that is, slightly less than one year after Mr. Annable resigned from the board of directors of Birch Mountain, PricewaterhouseCoopers Inc. was appointed the receiver manager of Birch Mountain under the Bankruptcy and Insolvency Act (Canada) following a demand for payment made on November 3, 2008 by the holder of the debenture.

Independent Chair

The Chairman of the Board, Mr. Stuart O'Connor, is an independent director. As Chairman, Mr. O'Connor chairs meetings of the directors and of the Shareholders, manages the affairs of and provides leadership to the Board, provides a link between Management and the Board and between the Board and the Shareholders, monitors that the committees of the Board are working effectively, ensures that the Board's agenda enables it to successfully carry out its duties and monitors whether the Board is receiving timely information of appropriate quality before, during and after Board meetings.

Meetings of Independent Directors

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of Management are not in attendance. However, the non-management directors (being the independent directors) hold meetings either or both before and after regular Board meetings in the absence of Mr. Lingard and other members of Management. All Board meetings, including meetings of the non-management directors, are characterized by a candid and open atmosphere in which the independent directors are encouraged to make the fullest possible contribution to the Board's deliberations. In addition, the independent directors have the discretion to meet or to otherwise confer in the absence of the non-independent directors or members of the Corporation's Management, whenever they believe it is appropriate to do so.

Attendance at Meetings of the Board and Committees

The following table sets out the attendance at formal Board and Committee meetings in 2009:

Table 15

| Board of Directors | Audit Committee Meetings | Board Meetings | Compensation Committee Meetings | Corporate Governance Meetings | Risk Committee Meetings |
|---------------------------|---------------------------------|-----------------------|--|--------------------------------------|--------------------------------|
| Douglas E. Swanson | - | 5/5 | 5/5 | - | |
| John Bates | 10/10 | 5/5 | - | - | 4/4 |
| John Geddes | - | 4/5 | 3/5 | 3/4 | 3/4 |
| Stuart O'Connor | 10/10 | 5/5 | - | - | |
| T.D. (Terry) Freeman | - | 5/5 | - | 4/4 | 4/4 |
| C. Douglas Annable | | 5/5 | 5/5 | | 4/4 |
| Philip Lachambre | 10/10 | 5/5 | - | 1/1 | |
| Ian Reid ¹ | | 2/2 | | 1/1 | |
| Roger Thomas ² | | 3/3 | 2/2 | | |

Notes:

1. Mr. Reid was appointed to the Board on September 23, 2009 and was appointed to the Corporate Governance Committee and attended one meeting in Q4 2009.
2. Mr. Thomas was appointed the Board on August 5, 2009 and was appointed to the Compensation Committee and attended two meetings in Q3 and Q4 2009.

Board Mandate

The Board of Directors' mandate is the stewardship of the business of the Company acting in the best interests of the Company and its shareholders. The Board has adopted a written charter and mandate, a copy of which is attached as Schedule A to this Information Circular (the "Board Charter"). In discharging its mandate, the Board's responsibilities shall include, without limitation, those responsibilities set out in Part IV of the Board Charter.

In addition, the Board also acts in accordance with:

- the *Business Corporations Act* (Alberta);
- the Corporation's articles and bylaws;
- the Corporation's Code of Business Conduct and Ethics;
- the Corporation's Disclosure Policy;
- the Corporation's Whistleblower Policy;
- charters or terms of reference of the committees of the Board;
- other applicable laws; and
- the other policies of the Corporation.

The Board held five formal meetings in 2009 to review business objectives and performance, to assist Management in meeting the Corporation's stated objectives, to review financial statements, and to address other issues and opportunities throughout the year as they arose. In addition to the formal meetings of the full Board and committees of the Board, members of the Board were in frequent informal communication with each other on matters of interest or concern to the Corporation.

The Corporation's strategic planning process involves the setting of long term growth targets and the adoption of strategies to achieve such targets. Senior management incorporates these objectives into an operating budget and a capital budget for each fiscal year. This plan is submitted to the Board for approval. The Corporation's actual results are measured against the plan on a monthly basis through a regular reporting and review process by Management. A detailed information package is forwarded to the Board prior to meetings, which includes current financial and operating information. Significant modifications to the plan are approved by the Board as required.

The Board is also provided with reports by senior management in respect of the systems used to manage the Corporation's business risks. The Board reviews these reports to determine whether current systems are adequate and have been properly adhered to by Management. All material transactions outside the Corporation's ordinary course of business are submitted to the Board for consideration and approval prior to implementation.

The Board has ultimate responsibility for succession planning, including appointment, training and monitoring of the Corporation's executive officers. The Corporation has adopted a formal Disclosure Policy, which explicitly deals with, among other things, who is authorized to speak on behalf of the Corporation, the disclosure of material information and developments, maintenance of confidential information, electronic communications and restrictions on director, officer and employee trading. The Corporation formally communicates with its Shareholders through its annual and quarterly reports, media releases and statutory filings. Senior management is available on an ongoing basis to discuss the Corporation's activities and results

with its Shareholders and the financial community, and the Board is advised of concerns received from the Shareholders.

The Board has four standing committees being the Audit Committee; the Corporate Governance Committee; the Compensation Committee; and the Environment, Health, Safety and Risk Management Committee, and has delegated certain of its responsibilities to such committees.

Audit Committee

The Audit Committee has established direct communication channels with the internal and external auditors to discuss and review specific issues as appropriate and meets with the CFO, internal and external auditors to assess the integrity and effectiveness of internal control and management information systems. It has also established a whistle blowing procedure that allows employees to contact the Audit Committee directly and anonymously. For more information regarding the Audit Committee and its role and responsibilities, refer to "Audit Committee Information" in the Corporation's most recent Annual Information Form, as well as the Audit Committee Charter attached to the Annual Information Form.

Corporate Governance Committee

The Board has delegated responsibility for developing the Corporation's approach to corporate governance, among others, to the Corporate Governance Committee.

The Corporate Governance Committee reports to the Board and consists of a majority of independent directors. The members of the Corporate Governance Committee at the date of the Information Circular are Messrs. Reid (Chair), Lachambre and Freeman.

The Corporate Governance Committee has, as its corporate governance mandate, responsibility for developing the approach of the Board in establishing corporate governance guidelines and practices for the Corporation and, from time to time, reviews and makes recommendations to the Board in relation to such matters. Specifically, the Corporate Governance Committee has the authority and responsibility for:

- (a) considering the size and membership needs of the Board and its committees and making recommendations in respect thereof (including recommending nominees) and reviewing from time to time the composition of the Board and its committees and, when considered appropriate, making recommendations to the Board with respect to the composition of the Board and its committees;
- (b) assessing annually the effectiveness of both the Board as a whole and of each of the committees of the Board, and the contribution and performance of individual directors, and reporting to the Board and making such recommendations in that regard as the Corporate Governance Committee may consider appropriate;
- (c) identifying, evaluating and, if appropriate, recommending to the Board:
 - i. appropriate committees of the Board to be established and the terms of reference and mandates for each such committee; and
 - ii. the Chair of each such committee of the Board;

- (d) annually reviewing the terms of reference and mandates of the Board committees and recommending to the Board such amendments to those terms of reference and mandates as the Corporate Governance Committee believes are necessary or desirable;
- (e) reviewing and recommending for approval by the Board the descriptions contained in any public disclosure documents concerning governance matters in respect of compliance with applicable legislation, regulatory and/or stock exchange requirements and guidelines;
- (f) developing and reviewing from time to time an orientation and education program for new members of the Board;
- (g) developing, in consultation with the CEO, a position description for the CEO and the corporate objectives which the CEO is responsible for meeting, and in consultation with the CEO, developing position descriptions for officers, other than that of the CEO, to define their respective goals and responsibilities;
- (h) when necessary, making recommendations to the Board in respect of the recruitment of a new CEO and, in consultation with the CEO, the recruitment of new officers of the Corporation; and
- (i) considering and, if thought appropriate, approving requests from directors or committees of the Board for the engagement of outside advisors from time to time.

Compensation Committee

Pursuant to its written terms of reference, the Compensation Committee has responsibility for developing the approach of the Board in establishing and implementing appropriate compensation and human resource strategies, policies and practices that will attract, motivate and retain the quality of personnel required to meet the business objectives of the Corporation. Specifically, this includes the authority and responsibility for reviewing and recommending to the Board remuneration strategies for the Corporation, with particular emphasis on the senior officers and members of the Board.

In carrying out these responsibilities, the Compensation Committee annually reviews the adequacy and form of the compensation of the Corporation's directors and officers, including stock option parameters and allocations and other benefits, to ensure that the compensation paid reflects the responsibilities and risk involved in being an effective director or officer. The Compensation Committee establishes and recommends the compensation levels of the directors and the CEO and that of the other senior officers. The recommendations of the Compensation Committee are submitted to the Board for ratification. The Compensation Committee has the authority to engage consultants or compensation specialists and to subscribe to publications in order to provide comparisons and analysis of compensation regimes in the marketplace and to ensure that the Corporation's overall compensation strategies and levels are competitive with those of its industry peer group.

The members of the Compensation Committee at the date of the Information Circular are Messrs. Swanson (Chair), Annable, and Thomas, all of whom are independent directors. Mr. Swanson has announced that he will not be standing for re-election to the Board at the Meeting. At the first meeting of the Board following the Meeting, the Board will select a replacement for

Mr. Swanson on the Compensation Committee from the members of the Board elected at the meeting.

Environment, Health, Safety and Risk Management Committee

The Environment, Health, Safety and Risk Management Committee (“EHS & Risk Committee”) was formed by the Board in August of 2009. The Committee monitors, evaluates, advises and makes recommendations, in accordance with these terms of reference, on matters relating to the impact of the operations of the Corporation, its subsidiaries and its affiliates on the environment and on the workplace health and safety of the employees of the Corporation, and its subsidiaries, affiliates and contractors. The EHS & Risk Committee’s role includes monitoring, advising and making recommendations to the Board of Directors of the Corporation (the “Board”) on matters relating to the establishment, maintenance and review of the Corporation’s strategies, goals and policies relating to environment, health and safety; the conduct of due diligence in matters of environment, health and safety; and the achievement of excellent corporate performance in environment, health and safety.

In carrying out these responsibilities, the EHS & Risk Committee is responsible for:

- (a) confirming adequate environmental and Workers’ Compensation Board (or equivalent) insurance coverage at least annually;
- (b) reviewing and recommending to the Board, as required, the preparation, implementation and updating of a Corporate Environmental Policy and Occupational Health and Safety Policy at least annually;
- (c) confirming that the Corporation has in place and maintains comprehensive and appropriate systems to effectively manage environmental, health and safety matters;
- (d) confirming that risks to the environment and/or workplace health and safety from the Corporation’s operations have been reasonably identified and that their consequential risks to the Corporation, its subsidiaries and its affiliates and their respective directors, officers and employees are being appropriately managed;
- (e) assessing the environment, health and safety performance of the Corporation, its subsidiaries and its affiliates, considering whether such performance complies with the health, safety and environment systems and policies of the Corporation;
- (f) confirming, through the activities of internal environment, health and safety audits, and external audits that appropriate environment, health and safety policies, procedures, standards, and programs are in place, understood and being adhered to, in order to ensure compliance with environment, health and safety laws, regulations, permits and orders, and reviewing and recommending any changes or follow up actions stemming from such audits to the Board as required;
- (g) reviewing any material events, incidents or issues relating to environment, health and safety that may arise or be brought to the attention of the Committee and making appropriate recommendations to the Board;

- (h) monitoring and reporting to the Board on current, pending or threatened material legal actions relating to environment, health and safety matters by or against the Corporation or any of its subsidiaries or affiliates;
- (i) confirming and reporting to the Board any changes to international, federal and provincial environment and safety laws, regulations or voluntary programs substantially impacting the Corporation's business;
- (j) monitoring and reporting to the Board on emerging public policy issues, trends and developments relating to environment, health and safety matters which are relevant to the Corporation, its subsidiaries and affiliates;
- (k) advertising and counseling management of the Corporation on an ongoing basis on maintaining and improving environment, health and safety performance;
- (l) reviewing these Terms of Reference at least annually and recommending any required material changes to the Corporate Governance, Compensation and Nominating Committee for further recommendation to the Board;
- (m) providing a forum for the discussion of issues relevant to the operations of the Corporation, its subsidiaries and its affiliates; and
- (n) reporting to the Board as required.

Position Descriptions

The Board has ultimate responsibility for the appointment and monitoring of the Corporation's executive officers.

The Board, in conjunction with the CEO, has delineated responsibilities for the Board and developed a written position description for the CEO, which includes a delineation of Management's responsibilities. The Board has approved the corporate objectives, which have been developed through the Corporation's planning process. The objectives have been communicated to the CEO and, through the CEO, to the executive team. The CEO has been charged with the responsibility of leading the Corporation to achieve these objectives.

The Board has not developed written position descriptions for the Chairman of the Board or the Chairmen of the committees of the Board. However, the role and responsibilities of the Chairman of the Board are informed and guided by the factors identified under the heading "Board Mandate" above in this section, and the roles and responsibilities of the Chairmen of the committees of the Board are informed and guided by the charter or terms of reference, as the case may be, of the committee in question.

Orientation and Continuing Education

The Corporate Governance Committee is responsible for the orientation and continuing education of the Board, its committees and individual directors, on an ongoing basis.

Under the direction of the Corporate Governance Committee, all new directors receive a comprehensive orientation upon their election or appointment, which includes an overview of the Corporation's history, corporate structure and principal business activities and assets, the

roles and responsibilities of the Board and the committees of the Board and the contributions expected of the directors, including time commitments. Each new director also receives a package containing copies of the Articles and Bylaws of the Corporation, the Disclosure Policy, the Code of Ethics of the Corporation, Whistleblower Policy, and statement of core values referred to in the section below and the charter or terms of reference, as the case may be, of the committees of the Board.

The Corporate Governance Committee provides and supports continuing education opportunities for all directors, both as a group and individually. For example, the Corporate Governance Committee arranges for periodic guest seminars by experts in fields such as legal, insurance, tax, regulatory and risk management to educate the directors on new developments in these areas. The Corporate Governance Committee also encourages directors to pursue individual continuing education through attendance at industry and professional conferences, seminars and courses.

Code of Business Conduct and Ethics

The Corporation has adopted a Code of Business Conduct and Ethics ("Code") applicable to all employees of the Corporation and its subsidiaries. Consistent with the Corporation's commitment to operate with the highest ethical standards, promote integrity and deter wrongdoing, the stated purpose of the Code is to ensure that all employees have a clear understanding of the Corporation's expectations regarding their conduct and decision making in the context of their role with the Corporation and to provide them with a clear understanding of what steps to take in the event that they witness unethical behaviour, or are faced with making a decision that may not be in alignment with the Corporation's core values.

The Code addresses such matters as confidentiality of corporate information, conflicts of interest, dealing with competitors, employees conducting business with the Corporation, use of corporate property, gifts and hospitality, discrimination and harassment and reporting of illegal or unethical behaviour or practices in the conduct of the Corporation's financial affairs and reporting of other concerns.

All new employees are advised of the Code at the time of hiring and all employees are advised of amendments to the Code as they occur. Certain employees are required to acknowledge in writing annually that they have received and read a copy of the Code.

Pursuant to the Code, the Corporation has a Whistleblower Policy and established procedures so that an employee can anonymously report concerns that he or she may have regarding any perceived illegal or unethical behaviour or practices in the conduct of the Corporation's financial affairs. To ensure the highest possible level of integrity and objectivity in investigating such concerns, the Corporation has instituted an independent review process for such reports. The Corporation has established an anonymous toll-free "integrity helpline" as well as the ability to send anonymous emails directly to the Chairman of the Audit Committee. The email site is managed by an outside third party and can be accessed through a link on the Corporation's corporate intranet and the internet.

A copy of the Code has been filed on SEDAR at www.sedar.com.

In addition to the requirements of the Code, the Board insists that the provisions of the *Business Corporations Act* (Alberta) (the "ABCA") and the Corporation's bylaws be followed with respect to the disclosure of actual or potential material conflicts of interest that may exist in considering

contracts and transactions. Except as provided in the ABCA, no director with any such interest may vote on any resolution to approve the contract or transaction in question.

Nomination of Directors

The Corporate Governance Committee is responsible for nominating individuals as directors. The Corporate Governance Committee has written terms of reference that provide, among other things, that the Corporate Governance Committee has the authority and responsibility for considering the size and membership needs of the Board and its committees and making recommendations to the Board in respect thereof, including recommending nominees.

The Corporate Governance Committee works with the Board to determine the competencies and skills the Board considers necessary for the Board as a whole to possess, as well as the range of skills that individual directors should possess. The Corporate Governance Committee then identifies potential Board members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. This assessment includes a consideration of diversity, age, skills, competencies and experience in the context of the needs of the Board, as well as whether the candidate can devote sufficient time and resources to his or her duties as a director. The Corporate Governance Committee makes recommendations to the Board with respect to nominees for election at the next annual meeting of Shareholders or to be appointed by the Board to fill vacancies (whether such vacancies arise as a result of retirement or withdrawal of a Director from the Board, or whether as a result of a determination by the Board that it would be advantageous for the Corporation to increase the size of the Board) between annual meetings of the Shareholders, and approaches nominees to ascertain their willingness to serve as a member of the Board.

Board, Committee and Director Assessments

Pursuant to its written terms of reference, the Corporate Governance Committee has the authority and responsibility for assessing annually the effectiveness of the Board as a whole, its committees and individual directors, for reporting its findings to the Board and for making such recommendations to the Board in that regard as the Corporate Governance Committee considers appropriate. In this regard, the Chair of the Corporate Governance Committee meets individually with each director at least annually to review the director's performance, both as a member of the Board and as a member of a committee of the Board, as applicable. Each such assessment considers the competencies and skills each individual director is expected to bring to the Board and, in the context of the Board as a whole and the Board committee the director serves on, if applicable, its mandate, charter or terms of reference.

Other Board Committees

The Board has no standing committees other than the Audit Committee, the Corporate Governance Committee, the Compensation Committee, and the Environment, Health, Safety and Risk Management Committee. The Board believes that, having regard to its size and composition at this time, the appointment of any other committee would not lead to more effective or responsible decision making.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in the Corporation's audited

financial statements and related Management's Discussion and Analysis ("MD&A") for its most recently completed financial year. These and other documents, as well as additional information relating to the Corporation, may be found on the Corporation's website at www.flintenergy.com.

The Corporation will provide to any person or company, upon written request to the investor relations personnel of the Corporation, a copy of the latest Annual Information Form of the Corporation, together with a copy of any document or the pertinent pages of any document incorporated by reference therein, annual financial statements and related MD&A of the Corporation for its most recently completed financial year, interim financial statements and related MD&A of the Corporation for subsequent periods and this document.

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SCHEDULE "A"

Flint Energy Services Ltd. (the "Company")

CHARTER OF THE BOARD OF DIRECTORS

PART I STATEMENT OF BOARD MANDATE

- 1.00 The Board of Directors mandate is the stewardship of the business of the Company acting in the best interests of the Company and its shareholders. In discharging this mandate, the Board's responsibilities shall include, without limitation, those matters set out in Part IV hereof.

PART II COMPOSITION AND MEETINGS

- 2.01 The Board of Directors shall be constituted at all times of a majority of independent directors in accordance with Multilateral Instrument 58-201. A director is considered to be "independent" if he or she has no direct or indirect material relationship which could in the view of the Board of Directors reasonably interfere with the exercise of a director's independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Company (and therefore shall be considered a "non-independent" director) if he or she falls in one of the categories listed in Schedule "A" attached hereto. Any director, having an interest in any matter or transaction before the Board, and whether or not he or she is "independent" having regard to the criteria set out in Schedule "A", will not participate in any meetings or portions of meetings in which such matters or transactions are discussed or vote on such matters and the interest of that director in such matters or transactions shall be recorded in the minutes.
- 2.02 The Chair of the Board of Directors will be selected annually at the first meeting of the Board following the annual general meeting of shareholders, from among the independent members of the Board of Directors, having regard for the candidate's level of experience with matters of corporate governance and ability to promote the effective leadership of the Board.
- 2.03 The Chair shall preside at all meetings of the Board unless the Chair is not present at a particular meeting, in which case, and for the purposes of that meeting only, the members of the board shall designate the Chair from among those members in attendance at that meeting.
- 2.04 Agendas approved by the Chair shall be circulated to Board members along with background information on a timely basis prior to the Board meetings.
- 2.05 Quorum for the transaction of business at any meeting of the Board shall be a majority of the number of members of the Board or such greater number as the by laws of the Company may require or as the Board by resolution shall determine, provided, however, at least one half of the members in attendance shall be independent directors. Members may attend meetings of the Board either in person or by teleconference

provided that all members shall be able to hear and to communicate directly with each other member of the Board in attendance, whether in person or by teleconference.

- 2.06 The Board of Directors shall meet at least quarterly to review the business operations, corporate governance and financial results of the Company. Additional meetings of the Board of Directors shall be held from time to time as the Board, the Chair of the Board, or any two directors shall determine upon 48 hours notice to each of its members. Where all members of the Board are in attendance the notice period may be waived by a quorum of the Board of Directors in attendance at any such meeting.
- 2.07 Members of the Board are expected to attend all meetings of the Board of Directors of which they receive notice unless prior notification of absence is provided to the Chair of the Board. The members of the Board are required to have reviewed board materials in advance of the meeting and be prepared to discuss such materials at the meeting.
- 2.08 At all meetings of the Board every question shall be decided by a majority of the votes cast. In the case of equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote.
- 2.09 Upon completion of any regularly scheduled meeting of the Board of Directors, the members of the Board shall hold a meeting apart from all members of management and, any non-independent directors of the Company, to address such matters which the directors consider proper for consideration apart from the management and non-independent directors of the Company.

PART III COMMITTEES OF THE BOARD

- 3.01 The Board of Directors shall appoint a Corporate Governance and Nominating Committee from among the members of the Board, the majority of whom shall be independent directors. Provided, however, if any “non-independent” directors are appointed to the Corporate Governance and Nominating Committee, then, in such case, the “nominating” functions of the Committee shall be performed by a subcommittee of whom at least one half of the members shall be independent directors.
- 3.02 Subject to the overriding responsibility and authority of the Board of Directors as a whole, the Board may assign to the Corporate Governance and Nominating Committee the general responsibility for the development of corporate governance principles for the Company and the responsibility to identify and recommend individuals qualified to become new members of the Board, including, without limitation, those responsibilities identified in Part IV hereof as being within the purview of the Corporate Governance and Nominating Committee.
- 3.03 The Board of Directors shall appoint an Audit Committee from among the independent directors of the Board. Subject to the overriding responsibility and authority of the Board of Directors as a whole, the Board may assign to the Audit Committee the Board may delegate such responsibilities as it considers proper, including, without limitation, those responsibilities identified in Part IV hereof as being within the purview of the Audit Committee.

- 3.04 The Board of Directors shall appoint a Compensation Committee from among the independent directors of the Board.
- 3.05 The Board of Directors may appoint from time to time such other committees of the Board of Directors as it determines desirable to assist it in the discharge of its mandate and responsibilities.
- 3.06 The Board shall provide contact information on the website of the Company of an independent director responsible for receiving feedback from the Company's stakeholders and such director will report to the whole Board on a regular basis on the feedback received.

PART IV RESPONSIBILITIES OF THE BOARD

- 4.00 Without limitation to the general mandate of the Board of Directors set out in Part I hereof, the responsibilities of the Board of Directors shall include:
- The review and approval of corporate objectives and goals applicable to the Company's senior management.
 - The adoption of a strategic planning process, approval at least annually of a strategic plan that takes into account business opportunities and business risks identified by the Board and/or the Audit Committee and monitoring performance against such plans.
 - Identifying the principal risks of the Company's business and ensuring that appropriate systems are in place to manage these risks.
 - To the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the entire organization.
 - With the assistance of the Chief Executive Officer and Chief Financial Officer, monitor and review feedback provided by the Company's various stakeholders.
 - Succession planning and the selection, appointment, monitoring evaluation and, if necessary, the replacement of the senior management to ensure management succession.
 - Reviewing with senior management major corporate decisions which require Board approval and approving such decisions as they arise.
 - Adopting a Code of Business Conduct and Ethics and, with the assistance of the Audit Committee, monitoring compliance with the Code.
 - The assignment to the various committees of directors the general responsibility for developing the Company's approach to: (i) corporate governance and

nomination of directors related issues; (ii) financial reporting and internal controls; and (iii) issues relating to compensation of officers and employees.

- With the assistance of the Corporate Governance and Nominating Committee:
 - Developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines specific to the Company.
 - Reviewing the composition of the Board of Directors and ensuring it respects its independence criteria.
 - Satisfying itself as to the integrity of the Chief Executive Officer and other senior officers and that such officers create a culture of integrity throughout the organization.
 - Assessing, at least annually, the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual directors, including, consideration of the appropriate size of the Board of Directors.
 - Ensuring that an appropriate review selection process for new nominees of the Board of Directors is in place.
 - Ensuring that an appropriate orientation and education program for new members of the Board of Directors is in place.
 - Approving disclosure and securities compliance policies, including communication policies of the Company.
- With the assistance of the Audit Committee:
 - Recommending the appointment of the auditors and assessing the performance of the auditors.
 - Satisfy itself that adequate procedures are in place to ensure the integrity of the Company's internal controls and management information systems.
 - Satisfy itself that adequate procedures are in place to ensure the Company's ethical behaviour and compliance with laws and regulations, audit and accounting principles and the Company's own governing documents.
 - Reviewing and approving significant operational and financial matters and the provision of direction to management on these matters.
 - Providing assistance to any shareholders expressing questions or concerns to the Board regarding the integrity of the Company's reported financial performance.
- With the assistance of the Compensation Committee and the Chief Executive Officer, the establishment of appropriate performance criteria for the senior

management team and the approval of the compensation of the senior management team.

- Performing such other functions as prescribed by law or assigned to the Board of Directors in the Company's constating documents and by-laws.

Dated: March 16, 2010

