

CWC ENERGY SERVICES CORP.

QUALITY, HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

MANDATE AND TERMS OF REFERENCE

Role and Objective

The Quality, Health, Safety and Environment ("QHSE") Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of CWC Energy Services Corp. ("**CWC**" or the "**Corporation**") to which the Board has delegated the responsibility for the matters set forth herein.

Membership of Committee

1. The Committee will be comprised of at least two (2) directors of CWC and one (1) consultant with QHSE experience or such greater number as the Board may determine from time to time, a majority of whom shall be:
 - (a) individuals who are not and have not been, during the preceding 12 months:
 - (i) an officer or employee of CWC or of an affiliate of CWC;
 - (ii) a person who beneficially owns 10% or more of the outstanding voting securities of CWC; or
 - (iii) a relative of a person referred to in subparagraphs (i) or (ii), residing in the same home as that person; and
 - (b) free from any business or other relationship which could reasonably be seen to interfere with the exercise of their independent judgment.
2. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.

Mandate and Responsibilities of the Committee

The Committee is responsible for:

1. reviewing the Corporation's procedures relating to quality, health, safety and environmental matters with respect to its business activities including reviewing its procedures for complying with applicable laws and regulations;
2. reviewing the Corporation's procedures for providing information to any independent evaluator or consultant relating to the Corporation's policies and procedures with respect to quality, health, safety and environmental matters;
3. reviewing the appointment of an independent quality, health, safety or environmental evaluator or consultant;
4. reviewing the Corporation's procedures for reporting information associated with quality, health, safety and environmental matters;
5. reviewing the Corporation's fundamental policies pertaining to quality, health, safety and environment and ascertain that policies and procedures are in place to minimize occupational health and safety,

- environmental and other risks to asset or business value and mitigate damage to or deterioration of asset or business value;
6. reviewing the Corporation's performance with all applicable laws and regulations with respect to quality, health, safety and environment;
 7. reviewing the findings of any significant report by regulatory agencies, external quality, health, safety and environmental consultants or auditors concerning the Corporation's performance in quality, health, safety and environment and review any necessary corrective measures taken to address issues and risks identified by the Corporation, external auditors or by regulatory agencies;
 8. reviewing any emerging trends, issues and regulations related to quality, health, safety and environment that are relevant to the Corporation;
 9. reviewing emergency response planning procedures for the Corporation's quality, health, safety and environmental matters; and
 10. review with management, the external auditors and legal counsel, any civil or criminal quality, health, safety or environmental proceedings, claims or other contingency that could have a material effect on the financial position or operating results of the Corporation and report the results of such review to the Board.

Meetings and Administrative Matters

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least four (4) times per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
7. Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board at the request of the directors.
8. The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
9. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director or a consultant for the Company. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so

long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.

10. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairperson of the Board by the Committee Chair.