LOGAN INTERNATIONAL

Annual Meeting of Shareholders
to be held on

Thursday, May 12, 2016

NOTICE OF MEETING

and

INFORMATION CIRCULAR

April 1, 2016

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, MAY 12, 2016

TO THE SHAREHOLDERS OF LOGAN INTERNATIONAL INC.

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") of Logan International Inc. ("**LII**" or the "**Company**") will be held on Thursday, May 12, 2016 at 10:00 a.m. (Calgary time) in the Leduc Room of the Fairmont Palliser, 133 - 9th Avenue SW, Calgary, Alberta. The purpose of the Meeting is to:

1. place before the Shareholders the audited financial statements of the Company for the financial year ended December 31, 2015, together with the auditors' report thereon;

2. elect directors of the Company for the ensuing year;

3. appoint KPMG LLP as the auditor of the Company for the ensuing year at a remuneration to be determined by the board of directors of the Company; and

4. transact such other business as may properly be brought before the Meeting or any adjournments thereof.

Shareholders are referred to the accompanying information circular dated April 1, 2016 (the "**Information Circular**") for more detailed information with respect to the matters to be considered at the Meeting.

A Shareholder may attend the Meeting in person or may be represented thereat by proxy. If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America). A person appointed as proxyholder need not be a Shareholder.

If a Shareholder receives more than one instrument of proxy because such Shareholder owns Shares registered in different names and addresses, each instrument of proxy, or other appropriate form of proxy, should be completed and returned.

Only Shareholders recorded on the Company's share register as at the close of business on March 28, 2016 are entitled to receive notice of and to vote at the Meeting, or any adjournment thereof. A transferee of Shares transferred after March 28, 2016 may vote such Shares at the Meeting, or any adjournment thereof, if the transferee produces properly endorsed Share certificates or otherwise establishes that the transferee owns the transferred Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included on the list of Shareholders entitled to vote at the Meeting.

DATED as at the 1st day of April, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "David MacNeill"

David MacNeill
President & Chief Executive Officer

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INFORMATION CIRCULAR

For the Annual Meeting of Shareholders
to be held on Thursday, May 12, 2016 at 10:00 a.m. (Calgary time)
in the Leduc Room of the Fairmont Palliser, 133 - 9th Avenue SW
Calgary, Alberta

GENERAL PROXY INFORMATION

Solicitation of Proxies by Management

This information circular ("**Information Circular**") is furnished in connection with the solicitation by management of Logan International Inc. (the "**Company**") of proxies to be used at the annual meeting ("**Meeting**"), and at any adjournments thereof, of the holders ("**Shareholders**") of common shares in the capital of the Company ("**Shares**"). The Meeting is to be held on Thursday, May 12, 2016 at 10:00 a.m. (Calgary time) in the Leduc Room of the Fairmont Palliser, 133 - 9th Avenue SW, Calgary, Alberta, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders ("**Notice of Meeting**") and in this Information Circular.

Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile, electronic or oral communication from the directors, officers and employees of the Company. No remuneration will be paid to any person for the solicitation of proxies, except for prescribed fees paid to intermediaries holding Shares in the name of others, for sending the Notice of Meeting, this Information Circular and the accompanying instrument of proxy furnished by the Company ("**Instrument of Proxy**") to the persons for whom they hold shares. The cost of the solicitation of proxies will be borne by the Company.

Information contained in this Information Circular is given as at April 1, 2016 unless otherwise stated.

Appointment and Revocation of Proxy

A Shareholder wishing to have his, her or its Shares voted at the Meeting by proxy must deposit a properly executed Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in this Information Circular.

In order to be valid and acted upon at the Meeting, a properly executed Instrument of Proxy, or other appropriate form of proxy, must be mailed to or deposited with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America).

The persons named in the accompanying Instrument of Proxy are officers and directors of the Company. A Shareholder entitled to vote at the Meeting may appoint a person (who need not be a Shareholder) other than the individuals named in the accompanying Instrument of Proxy to represent the Shareholder at the Meeting by inserting the name of the desired representative in the blank space provided in the Instrument of Proxy or by submitting another appropriate proxy.

A Shareholder that has given a proxy may revoke it by (a) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing at (i) the registered office of the Company 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 any adjournment thereof, prior to commencement; or (b) in any other manner permitted by law. If the Shareholder is a corporation, a revoked proxy must be effected in its name under the corporate seal or by an officer or attorney of the Company.

The address of the Company's corporate and registered office is Suite 850, 635 - 8th Avenue SW, Calgary, Alberta, T2P 3M3.

The foregoing information regarding appointment of proxyholders and revocation of proxies is generally applicable only to registered Shareholders, being persons who are recorded as holders of Shares on the register of Shareholders maintained by the Company. A significant number of persons who beneficially own Shares hold such Shares in a brokerage account or through some other intermediary. In almost all cases, a person whose Shares are held through a broker or other intermediary will not be a registered Shareholder. Shareholders who hold Shares through an intermediary should refer to the information set forth below under the heading "Advice to Beneficial Holders of Shares".

Exercise of Discretion by Proxyholders

On any vote that may be called for at the Meeting, or any adjournment thereof, the persons named in the accompanying Instrument of Proxy will vote or withhold from voting the Shares in respect of which he or she is appointed proxyholder, in accordance with the instructions of the appointing Shareholder. **In the absence of such direction, such Shares will be voted FOR each of the matters referred to in the Notice of Meeting and in this Information Circular.**

The accompanying Instrument of Proxy also confers discretionary authority on the persons named in it to vote Shares and otherwise exercise discretion with respect to any amendments or variations to matters identified in the Notice of Meeting and with respect to any other matter that may properly come before the Meeting or any adjournment thereof. As at the date of this Information Circular, management of the Company knows of no such amendments or variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting and in this Information Circular.

Signing of Proxy

An instrument appointing a proxyholder must be in writing and must be executed by the Shareholder or the Shareholder's attorney authorized in writing. If the Shareholder is a corporation, the proxy must be signed in the corporation's name under its corporate seal or by an officer or attorney of the corporation, authorized in writing. A proxy signed by a person acting as attorney, executor, administrator, trustee or in some other representative capacity must, in the space provided in the proxy, indicate his or her capacity to act and must provide evidence of his or her qualification and authority to act.

Advice to Beneficial Holders of Shares

The following information is important to a Shareholder (referred to in this Information Circular as a "**Beneficial Shareholder**") that beneficially owns Shares but does not appear on the records of the Company as the *registered* holder thereof. Shares owned by Beneficial Shareholders are instead typically registered in the name of a broker or other intermediary (including trustees or administrators of self-administered Registered Retirement Savings Plans, Registered Retirement Income Funds, Registered Education Savings Plans and similar plans) or in the name of a depository of which the intermediary is a participant.

Beneficial Shareholders should note that only proxies deposited by registered Shareholders (i.e. Shareholders whose names appear on the records of the Company) will be recognized and acted upon at the Meeting.

Shares listed in an account statement provided to a Shareholder by a broker will, in most cases, not be registered in the Shareholder's own name on the records of the Company. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. Shares held by brokers or their agents or 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 on behalf of their clients. **Beneficial Shareholders should therefore**

ensure that instructions regarding the voting of their Shares are properly communicated to the appropriate person or that the Shares are duly registered in their name well in advance of the Meeting. The directors and officers of the Company do not know for whose benefit Shares registered in the name of brokers or their agents or nominees are held.

Applicable regulatory policy requires brokers and other intermediaries holding Shares for others to seek voting instructions from Beneficial Shareholders in advance of a shareholder meeting. The various brokers and other intermediaries have their own mailing and delivery procedures and provide their own return instructions to their clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. In some cases, a form of proxy or voting instruction form supplied to Beneficial Shareholders by their broker or other intermediary (or an agent or nominee of such broker or other intermediary) will be similar or even identical to the Instrument of Proxy furnished to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker, intermediary, agent or nominee) how to vote on behalf of the Beneficial Shareholder. Most brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies voting instruction forms, mails them and asks Beneficial Shareholders either to return the forms to Broadridge or to follow specified telephone or internet-based voting procedures. Broadridge then tabulates the results of all instructions received and provides appropriate instructions regarding the voting of Shares to be represented at the Meeting. **A voting instruction form from Broadridge cannot be used to vote Shares directly at the Meeting. Instead, Beneficial Shareholders must return the voting instruction form to Broadridge, or complete the telephone or internet-based voting procedures well in advance of the Meeting to have such Shares voted at the Meeting.**

Although a Beneficial Shareholder will not be recognized directly at the Meeting for the purposes of voting Shares that are registered in the name of a broker or other intermediary (or an agent or nominee thereof), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the form of proxy provided by the broker or intermediary and return it to their broker or other intermediary (or its agent or nominee) well in advance of the Meeting, in accordance with the instructions provided by the broker or other intermediary (or its agent or nominee).

Beneficial Shareholders should contact their broker or other intermediary if they have any questions regarding the voting of Shares held through that broker or other intermediary.

Voting Securities

The Company is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares, issuable in series. As at April 1, 2016, there are 33,685,386 Shares issued and outstanding carrying the right to one vote per Share at the Meeting.

Record Date

The record date for determining which Shareholders are entitled to receive notice of the Meeting is March 28, 2016. In accordance with the provisions of the *Business Corporations Act* (Alberta) ("**ABCA**"), the Company will prepare a list of the Shareholders recorded as holders of Shares on its register of Shareholders as at the close of business on March 28, 2016. Each such Shareholder will be entitled to vote the Shares shown opposite the Shareholder's name on the list at the Meeting, or any adjournment thereof, except to the extent that: (a) such Shareholder has transferred the ownership of any Shares after the record date; and (b) the transferee produces properly endorsed share certificates or otherwise establishes that the transferee owns the transferred Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included on the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such Shares at the Meeting or any adjournment thereof.

Principal Holders of Shares

To the knowledge of the directors and officers of the Company, as at the date of this Information Circular, no person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of the voting rights attached to all issued and outstanding Shares of the Company other than as follows:

Name of Shareholder	Number of Shares	Percentage of Shares
Cadent Logan, S.à.r.l.(1)	17,696,417	52.5%
Mullen Group Ltd.(2)	5,010,825	14.9%

Notes:

(1) Includes 56,417 Shares owned by Cadent Management Services, LLC.

(2) Includes 336,200 Shares owned, directly or indirectly by Murray K. Mullen, Chairman and Chief Executive Officer and a director of Mullen Group Ltd.

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

To the knowledge of the directors and officers of the Company, as at the date of this Information Circular, there are no directors, executive officers or anyone who held office as such since the beginning of the Company's last financial year, or any associate or affiliate of any of the foregoing that has or had a material interest, directly or indirectly, in any matter to be acted upon at the Meeting, except as disclosed in this Information Circular.

Information Concerning the Company

The Company (formerly Destiny Resource Services Corp.) was incorporated under the ABCA on April 7, 1993 as 562328 Alberta Ltd. On November 10, 1993, the Company's articles were amended to change its name to Destiny Resource Services Corp. On May 31, 1999, the Company amalgamated with its wholly-owned subsidiaries, Destiny Resources Ltd., Triple B Reclamation Ltd., Sharp Environment Ltd., and J.D. & M.E. Holdings Ltd. On June 30, 2000, it amalgamated with its wholly-owned subsidiary, Wolf Survey & Mapping Inc. Effective February 1, 2002, the Company and its wholly-owned subsidiaries, Destiny Welding & Construction Ltd. and Team Pipeline Ltd., each incorporated under the ABCA, transferred their respective businesses to Destiny Resource Services Partnership, a partnership formed under the *Partnership Act* (Alberta). Effective March 1, 2010, the Company completed a merger (the "**Merger Transaction**") between a wholly-owned subsidiary of the Company, Destiny MergeCo. and Logan Holdings, Inc. ("**Logan Holdings**"). On May 13, 2010, the Company's articles were amended to change its name to Logan International Inc.

The address of the Company's corporate and registered office is Suite 850, 635 - 8th Avenue SW, Calgary, Alberta, T2P 3M3. The Company is a reporting issuer in the provinces of British Columbia, Alberta, Manitoba, Ontario and Quebec.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements and Auditors' Report

The audited financial statements of the Company for the financial year ended December 31, 2015, together with the auditors' report thereon, have been sent to Shareholders and will be placed before the Shareholders at the Meeting. No formal action will be taken at the Meeting to approve the financial statements, which have already been approved by the board of directors of the Company (the "**Board**" or the "**Board of Directors**").

Election of Directors

The current directors of the Company are David Barr, Jamie Biluk, Ian Bruce, David Coppé, David Kennedy, David MacNeill, and Paul McDermott. Management proposes to nominate Messrs. Barr, Biluk, Bruce, Coppé, Kennedy, MacNeill and McDermott for re-election at the Meeting. The Board has fixed the number of directors for the ensuing year at seven for the election to the Board. In addition, the articles of the Company currently allow the Board to appoint one or more additional directors between annual meetings to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Company. Each person elected as a director of the Company will hold office until the close of the next annual meeting of Shareholders, until his successor is duly elected or appointed or his office is earlier vacated in accordance with the ABCA and the articles and by-laws of the Company.

The Toronto Stock Exchange (the "**TSX**") has adopted amendments to its policies which require listed companies to disclose whether they have adopted a majority voting policy for the election of directors for non-contested meetings and, if not, (i) explain their practices for electing directors, and (ii) why they have not adopted such a policy. As part of its ongoing commitment to corporate governance, the Board has adopted a majority voting policy. Under the Company's majority voting policy, other than at a "contested meeting", if a director standing for election or re-election does not receive the support of a majority of the votes cast at a meeting in his or her favour, he or she must immediately tender his or her resignation to the Chairman, to be effective upon acceptance by the Board. In such case, the Board will consider whether to accept or reject the resignation, and the Board shall accept the resignation absent exceptional circumstances. The Board will make its decision within 90 days following the shareholders' meeting and will promptly announce its decision in a press release, including the reasons for rejecting the resignation, if applicable. The nominee will not participate in the decision to accept or reject the resignation. This policy does not apply in circumstances involving contested director elections. Pursuant to the policies of the TSX, a "contested meeting" is defined as a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

Nomination of Directors

A core responsibility of the Nominating Committee is to identify prospective Board members, consistent with Board approved criteria, and to recommend such individuals to the Board for nomination for election to the Board by Shareholders.

For the Nominating Committee to recommend an individual for Board membership, candidates are assessed on their individual qualifications, diversity, experience and expertise and must exhibit the highest degree of integrity, professionalism, values and independent judgment. The Board believes that a broad range of competencies and skills is necessary for the Board to discharge its responsibilities. Specific skills and competencies must be considered in the context of integrity and good judgment, together with the ability to devote sufficient time to Board affairs. The Nominating Committee and the Board do not adhere to any quotas in determining Board membership; however, the Board encourages the promotion of diversity. As a result, while the emphasis on filling Board vacancies is on finding the best qualified candidates given the needs and circumstances of the Board, a nominee's diversity of gender, race, nationality or other attributes may be considered favorably in his or her assessment.

The following table sets forth the name, province or state and country of residence of each person that management proposes to nominate at the Meeting for election as a director, the date each such individual first became a director of the Company, the principal occupation, business or employment of each proposed nominee as of the date of this Information Circular and during the past five years, and the number of Shares beneficially owned, or controlled or directed, directly or indirectly, on a non-diluted basis by each nominee as at April 1, 2016.

Name, Province/State and Country of Residence	**Principal Occupation For the Past 5 Years**	**Shares Beneficially Owned, Controlled or Directed as at April 1, 2016[(1)]**	**Director Since**
David Barr[(4)] *Texas, USA*	Mr. Barr is an independent businessman and corporate director. He currently serves on the board of directors of Ion Geophysical Corp. (NYSE), Enerplus Corporation (TSX) and Probe Technologies, a privately owned company. Mr. Barr previously served as the President and Chief Executive Officer of LII from May 2011 to December 2012 and as Chairman of the board of directors of LII from March 2010 to May 2011. He also served as Group President of the Completion and Production Group of Baker Hughes Inc. from 2007 until 2009. From 2005 until 2007, Mr. Barr served as Group President of the Drilling and Evaluation Group of Baker Hughes Inc.	235,876	March 1, 2010
Jamie Biluk[(4)] *Alberta, Canada*	Mr. Biluk is an independent businessman and corporate director. He currently serves on the boards of directors of TriAxon Oil Corp Ltd. (since 2010) and Nordegg Resources Inc. (since 2008), both of which are privately owned. He previously served as a director of TriAxon Resources Ltd., IROC Energy Services Corp. and Producers Oilfield Services Inc.	0	May 15, 2015
Ian Bruce[(2)(3)] *Alberta, Canada*	Mr. Bruce is an independent businessman and corporate director. He currently serves as a director of Cameco Corp. (TSX and NYSE), Northern Blizzard Resources Inc. (TSX), Laricina Energy Ltd. ("**Laricina**") and TriAxon Oil Corp. Mr. Bruce was the Co-Chairman of Peters & Co. Limited, an independent investment dealer, from 2010 to 2011 and Chief Executive Officer from 2002 until 2010. Mr. Bruce is a fellow of the Canadian Institute of Chartered Accountants of Alberta and a recognized Specialist in Valuation under Canadian CICA rules.	298,779	May 12, 2011
David Coppé[(2)] *Texas, USA*	Mr. Coppé has been a director and the President and Chief Executive Officer of Probe Holdings, Inc., an oilfield services company, since November 2012. He was a partner of Cadent Energy Partners, LLC ("**Cadent**"), which he co-founded in 2004, until January 2014. Cadent manages Cadent Logan S.à.r.l., a principal shareholder of the Company. He previously served as a director of four other private oil & gas companies.	34,348	May 13, 2010

Name, Province/State and Country of Residence	Principal Occupation For the Past 5 Years	Shares Beneficially Owned, Controlled or Directed as at April 1, 2016[(1)]	Director Since
David Kennedy[(2)] *South Carolina, USA*	Mr. Kennedy is a consultant and investor in the energy industry. He currently serves on the Audit Committee of Carbon Natural Gas Company, a publicly held company. He has served as an Executive Advisor to Cadent since 2005. Mr. Kennedy has served on the boards of numerous privately-owned and public US and Canadian energy companies.	139,848	March 1, 2010
David MacNeill *Texas, USA*	Mr. MacNeill was appointed President and Chief Executive Officer of LII in June 2014 and served as Chief Operating Officer of the Company from March 2014 to June 2014. From 2011 to 2014, Mr. MacNeill was the President and Chief Operating Officer of DoubleBarrel Downhole Technologies, an independent supplier of drilling equipment. From 2009 to 2011, Mr. MacNeill held several positions with National Oilwell Varco, including Vice-President Eastern Hemisphere Operations, where he was responsible for managing drilling tools and fishing tools, among other products.	16,286	May 15, 2015
Paul McDermott[(3)(4)] *Connecticut, USA*	Mr. McDermott has served as the Chairman of the board of directors of LII since December 1, 2012. Mr. McDermott is a managing partner of Cadent, which he co-founded in 2004. He is a director of three privately owned energy companies.	0[(5)]	March 1, 2010

Notes:

(1) The information as to Shares beneficially owned, directly or indirectly or over which control or direction is exercised, is based upon information furnished to the Company by each of the individuals listed above.

(2) Member of the Audit Committee. The Chair of the Audit Committee is David Kennedy.

(3) Member of the Nominating Committee. The Chair of the Nominating Committee is Paul McDermott.

(4) Member of the Compensation Committee. The Chair of the Compensation Committee is David Barr.

(5) Mr. McDermott is a partner of Cadent, which manages Cadent Logan S.à.r.l, a fund which owns 17,696,417 Shares, including 56,417 Shares owned by Cadent Management Services, LLC, and which represents 52.5% of the outstanding Shares as at the date hereof.

At the Meeting, management of the Company proposes to nominate the persons identified in the foregoing table for election as directors of the Company. **Unless otherwise directed by the Shareholder appointing the proxyholder, the persons named in the accompanying Instrument of Proxy intend to vote FOR the election of such persons as directors of the Company.**

Corporate Cease Trade Orders and Bankruptcies

Unless otherwise disclosed in this Information Circular, no proposed director of the Company

(a) is, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity

(i) was subject to an order that was issued while he was acting in the capacity as a director, chief executive officer or chief financial officer; or

(ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while he was acting in the capacity of a director, chief executive officer or chief financial officer; or

(b) is, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within 10 years before the date of this Information Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Bruce serves as a director of Laricina, a company that is not a reporting issuer. Laricina secured protection under the *Companies' Creditors Arrangement Act* (Canada) pursuant to an order dated March 30, 2015, with effect as of March 26, 2015, from the Court of Queen's Bench of Alberta, which order stayed Laricina's creditors and others from enforcing rights against it while it restructured its financial affairs. Laricina exited from protection under the *Companies' Creditors Arrangement Act* on February 1, 2016.

Penalties or Sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, nor has any director entered into a settlement agreement with a securities regulatory authority. No director of the Company has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision except that David Barr was Group President, Completion and Production of Baker Hughes Inc. when the company pled guilty in April 2007 to certain *Foreign Corrupt Practices Act* (the "**FCPA**") violations brought by the United States Department of Justice, with such violations having occurred prior to Mr. Barr becoming Group President, Completion and Production of Baker Hughes Inc. and for which Mr. Barr was found not to have had any personal involvement. Under the settlement, the company consented to the entry of a final judgment enjoining it from future violations of the FCPA and paid penalties and profit disgorgement of approximately US$44 million. Additionally, the company entered into an agreement with the United States Department of Justice to defer prosecution for two years on charges of violating the anti-bribery and books and records provisions of the FCPA. The agreement was lifted in May 2009 and the company will not face prosecution for matters covered by the settlement.

Personal Bankruptcies

No proposed director of the Company, or a personal holding company of any such person, has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

Appointment of Auditor

Management proposes to nominate the Company's existing auditor, KPMG LLP, Chartered Accountants to act as the Company's independent auditor until the next annual meeting of Shareholders, at a remuneration to be fixed by the Board. KPMG LLP, Chartered Accountants was first appointed by the Board to be the Company's auditor on April 6, 2011.

Unless otherwise directed by the Shareholders appointing them, the persons named in the accompanying Instrument of Proxy intend to vote FOR the appointment of KPMG LLP, Chartered

Accountants, as the auditor of the Company, to hold office until the next annual meeting of the Shareholders, at a remuneration to be determined by the Board.

OTHER MATTERS

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matter properly comes before the Meeting, the persons named in the enclosed Instrument of Proxy will vote on such matters in accordance with their best judgement.

EXECUTIVE COMPENSATION

The following Compensation Discussion and Analysis provides information regarding all significant elements of compensation paid, awarded or otherwise provided by the Company to the Chief Executive Officer, the Chief Financial Officer as well as the three other most highly compensated executive officers of the Company for the year ended December 31, 2015 (the "**Named Executive Officers**" or the "**NEOs**").

Compensation Discussion and Analysis

The compensation committee of the Board (the "**Compensation Committee**") administers the Company's executive compensation program. The Company's executive compensation program has the overall objective of attracting and retaining a qualified and cohesive group of executives, motivating team and individual performance and aligning the interests of executives with the interests of Shareholders through a package of compensation that is competitive with its peer group of mid-sized oilfield manufacturing and services companies, while being simple and easy to understand and implement. Compensation under the program is designed to incentivize executives and directors to achieve both current and long term goals of the Company and to optimize returns to Shareholders. In addition, to further align the interests of executives and directors with the interests of Shareholders, the Company encourages stock ownership through equity awards.

The Company sought to achieve the objectives of the executive compensation program in 2015 through the following components: an annual base salary, a bonus program, Options, restricted share units ("**RSUs**"), stock appreciation rights ("**SARs**"), a retirement plan, group benefits, perquisites and personal benefits.

The Compensation Committee is comprised of David Barr and Jamie Biluk, independent directors, and Paul McDermott, a non-independent director. Each member of the Compensation Committee has direct experience relevant to his responsibilities in executive compensation within the Company, including significant past business experience, service on compensation committees of other companies and an extensive knowledge of the oil and gas industry. It is the Compensation Committee's responsibility to review the structure and competitiveness of the Company's compensation and benefits programs generally, to make compensation recommendations to the Board of Directors and to administer awards of remuneration to the Company's senior officers, all of whom are included as NEOs in the "Summary Compensation Table for Named Executive Officers".

The Chief Executive Officer (the "**CEO**") presents recommendations and rationale to the Compensation Committee regarding salary adjustments, short-term and long-term incentive grants for executive officers and seeks approval for the aggregate amounts for these compensation components for all other employees. The CEO may also recommend changes to the compensation components from time to time. The Compensation Committee discusses these recommendations with the CEO and then, in a meeting without management present, determines the recommendations to be presented to the Board of Directors for approval.

Retention of Compensation Consultant

During 2015, the Compensation Committee engaged Pearl Meyer & Partners ("**Pearl Meyer**"), an independent compensation consultant, to update certain market compensation trends for senior management.

Pearl Meyer's recommendations were based on compensation reports focusing on the oilfield services industry. Data included peer companies of a similar size and a combination of proprietary energy and general industry sources compiled by Pearl Meyer.

In 2015, the peer group for the executive compensation assessment consisted of:

US Companies:
- Carbo Ceramics Inc.
- Dawson Geophysical Co.
- Flotek Industries
- Forbes Energy Services Inc.
- Geospace Technologies Corp.
- Gulf Island Fabrication, Inc.
- Natural Gas Services Group Inc.
- Tesco Corp.
- USA Compression Partners LP

Canadian Companies:
- Black Diamond Group
- Canyon Services Group
- Cathedral Energy Services
- McCoy Corp.
- PHX Energy Services
- Savanna Energy Services
- Western Energy Services Corp.

For 2015, Pearl Meyer benchmarked the 25^{th}, 50^{th} and 75^{th} percentiles for the data sources mentioned above to provide the Compensation Committee with an understanding of competitive pay practices for base salary, total direct compensation, annual incentives and long-term incentives. These surveys, equally weighted with the peer data, consider each element of compensation and are collectively referred to as the "market data" in this Compensation Discussion and Analysis. Pearl Meyer also provided the Compensation Committee with advice on equity incentive compensation trends, including types and value of awards used by other public companies.

Executive Compensation-Related Fees

In 2015, Pearl Meyer earned $43,648 in fees from the Company for the work it performed for the Compensation Committee, solely for the advice in respect of the Company's compensation programs. The consultant's review assisted the Compensation Committee and Board in establishing executive compensation packages for 2015. Neither Pearl Meyer nor any of its affiliates received any fees in 2015 other than as disclosed below with respect to work performed for the Compensation Committee.

The aggregate fees billed by Pear Meyer for services related to compensation, advice and consulting for the Company's executive officers and directors in each of the two most recently completed financial years are as follows:

	Year ended December 31, 2015	**Year ended December 31, 2014**
Executive Compensation-Related Fees	$43,968	Nil
All Other Fees	Nil	Nil

Compensation Philosophy

The Company provides downhole tool products and services mostly to the North American oil and gas industry. The Company maximizes value for its Shareholders by:

- providing value added services and products to clients;
- maintaining positive annual net earnings and cash flows over the long-term; and
- attracting and retaining the best personnel in its industry.

This compensation philosophy is designed to align the short and long-term performance, actions and decisions of the Named Executive Officers and certain key employees with the goal of maximizing value for the Shareholders. The components of the compensation program have been designed to accomplish the following objectives:

- to attract and retain key personnel in the markets in which the Company operates;
- to reward executives for achieving strategic corporate objectives;
- to motivate executives to act in the best interests of the Shareholders;
- to ensure that the compensation for executive positions is competitive by compensating the executive near the market median for the applicable market in which the executive operates; and
- to encourage talented personnel to aspire to executive positions.

The compensation philosophy balances both short-term and long-term objectives. The short-term program rewards employees on the execution of the Company's annual business plan, which is measured against the budget approved by the Board at the beginning of the year and the achievement of individual performance goals specified by the Compensation Committee or senior management for each year. The long-term program provides incentive through the anticipated appreciation in the Company's share price over time.

The Company maintains a 401(k) retirement plan, a U.S. plan which provides for salary deferral by the employee and a matching contribution by the Company in which certain NEOs participate. The Company has also established a Canadian registered retirement savings plan ("**RRSP**") for its employees, which includes a matching contribution by the Company.

Managing Compensation Risk

On an annual basis, or otherwise more frequently as circumstances require, the Compensation Committee considers whether the executive compensation programs create or incentivize any inappropriate risk-taking. This analysis is important because annual performance-based incentives play a primary role in Named Executive Officers', and other senior management's, compensation programs. Therefore, the Company ensures that these incentives do not result in actions being taken that are not in the long-term interest of the Company. Compensation plans and programs for 2015 continue to focus on more long-term incentives for Named Executive Officers and other senior managers to enhance the balance between risk and reward in relation to the Company's overall business strategy and to further discourage the taking of unnecessary or excessive risks. The Compensation Committee did not identify any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Compensation Elements

As at December 31, 2015, the Company's compensation program had the following components:

- Base salary (Short-term)
- Bonuses (Short-term)
- Options (Long-term)
- RSUs (Long-term)
- SARs (Long-term)
- 401(k) Retirement Plan and RRSP match program (Long-term)

In addition, the Named Executive Officers participate in the various benefit programs made available to other employees.

The bonus program is utilized by the Company as a short-term incentive to reward team and individual performance in the year. The Options, RSUs and SARs are designed to provide longer term incentives to retain executives over time and to offer and encourage share ownership to align the interests of the Named Executive Officers with the interests of the Shareholders.

The Compensation Committee meets at least annually to review the compensation package for the Named Executive Officers and certain other officers and employees of the Company. The Compensation Committee may also meet at other times during the year as necessary, such as when Option, RSU and SAR grants are considered and when a component of the Company's overall compensation package, including the Company's Stock Option Plan, the Company's RSU Plan or the annual bonus program, is being amended or reviewed. In 2015, the Compensation Committee met three times to discuss compensation related matters.

The Board and Compensation Committee's objective in setting compensation levels is that the aggregate compensation received by executive officers be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are employed by similar companies. The Board and the Compensation Committee seek to ensure that compensation reflects the performance of the Company as well as the individual performances and contributions of the executive officers, including the NEOs. In setting such levels, the members of the Board and the Compensation Committee rely on their individual experience and knowledge.

Base Salary

The Company provides a competitive salary to attract and retain capable individuals. Salaries are generally targeted to be in the range of approximately the 50th percentile in the industry in which the Company operates. Other factors considered by the Compensation Committee are the employee's level of responsibility, experience and individual performance. In 2015 LII initiated a company-wide furlough program which also applied to the NEOs.

Short-Term Incentives

Bonuses are offered as short-term incentives and are generally based on a percentage of each NEO's base salary determined on achieving earnings before interest, taxes, depreciation and amortization (EBITDA) targets (50% weight) and on an employee's individual performance goals (50% weight). The Compensation Committee may also award an additional discretionary bonus based on the individual's personal performance. The annual incentive awards, which are consistent with market trends, have a threshold, target and maximum outlined below. Threshold, target, and maximum represent 75%, 100% and 125%, respectively, of the Company's budgeted annual EBITDA.

Executive	Threshold	Target	Maximum
David MacNeill	25.00%	100%	200%
Lawrence Keister	13.75%	55%	110%
Kevin McCarriston	10.00%	40%	80%
Robert Stallings	10.00%	40%	80%
Daniel Craig	10.00%	40%	80%

Share-Based and Option-Based Awards

An important objective of the Company's compensation program is to offer the opportunity and incentive for executives and employees to own Shares of the Company. The Compensation Committee believes that ownership of Shares aligns the interests of executives and employees with the interests of Shareholders. In 2015, the Company's compensation program included Options, SARs and RSUs.

The purpose of the Company's long-term incentive program is to provide performance-based incentives and to retain the executive officers. The Option and SAR component of the Company's long-term incentive program is intended to align the executive officers' and key employees’ interests with those of the Company's shareholders and thus reward share price appreciation. SARs give the holder a right to receive, on exercise of the SAR, a cash amount (less withholdings) equal to the appreciation in value of the underlying Shares between the day of grant and the day of exercise. In 2015, the Compensation Committee recommended to the Board that the Options awarded to the NEOs and certain other key employees be consistent with the Option-based awards granted in previous years, which were provided on a percentage of base compensation. These awards ranged from 32% to 69% of annual salary for the NEOs.

The RSU component of the Company's long-term incentive program is intended to provide the executive officers with a vested interest in the Company which will, in turn, encourage the executives to remain with the Company. Because the RSUs also contain an element of performance, the Company's allocation between the two components of the Company's long-term incentive programs is weighted towards performance. The allocation is also consistent with the Company's peer group.

Total Direct Compensation

In line with the executive compensation strategy, the Named Executive Officers had a large percentage of their total direct compensation in incentives (short and long-term) in 2015, putting approximately 29.8% of the Named Executive Officers' compensation at risk. Overall, the average allocation of total direct compensation was:

Base:	70.2%
Annual Incentive:	0.0%
Long-term Incentive:	29.8%

Group Benefits

The Company offers medical, dental, life, accidental death and dismemberment and long-term disability coverages for all employees. Other group benefits include basic vacation, leave of absence, sick leave, short-term disability and other similar benefits or policies. Named Executive Officers are entitled to participate in these programs on the same basis as other employees.

The Company has in place employee 401(k) retirement plan and RRSP match programs that provide its employees, including Named Executive Officers, with the ability to build wealth for retirement or other financial goals. Employees make contributions into the established group plan, which are then matched by the Company. Employee and Company contributions vest immediately. The Named Executive Officers participate at the same matching level as other participants.

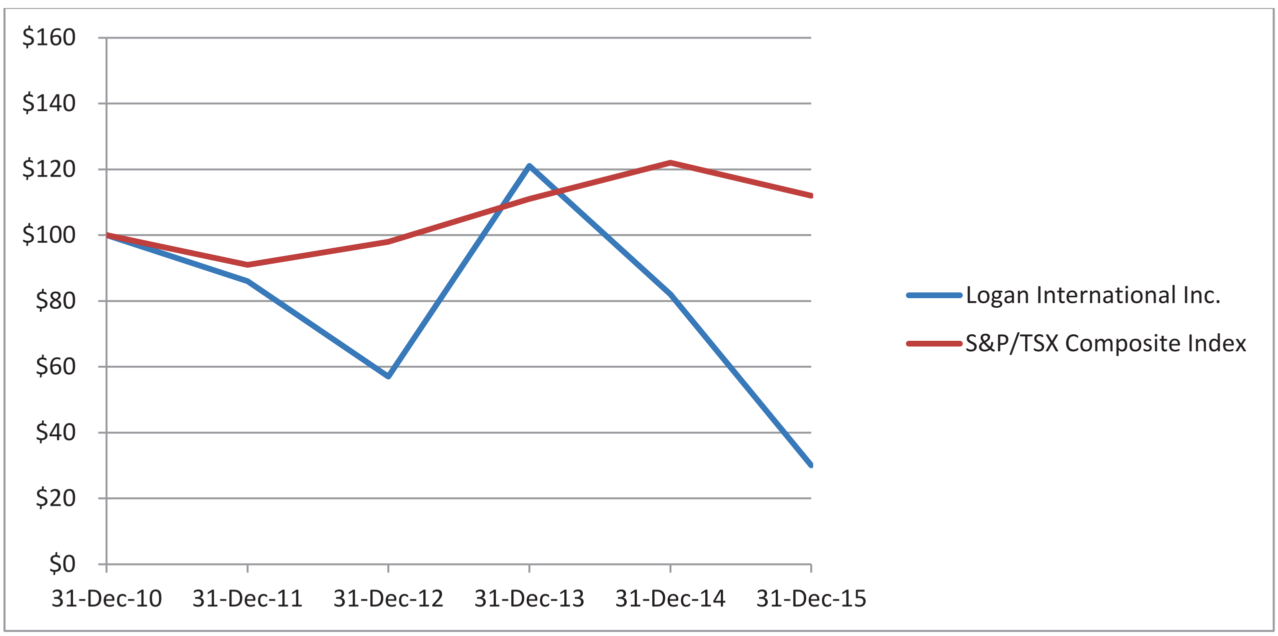
<u>Perquisites and Personal Benefits</u>

The Company provides a limited number of perquisites and personal benefits to its NEOs including club membership dues and a vehicle allowance. The received perquisites were, in aggregate, not more than $50,000 to each NEO in 2015. The value of perquisites provided is set out in the Summary Compensation Table for Named Executive Officers below.

Performance Graph

The Shares are listed and posted for trading on the TSX under the trading symbol "LII". The following graph and table compare the yearly percentage change (converted into a fixed investment) in the cumulative Shareholder return on the Shares (assuming a CDN$100 investment was made on December 31, 2010) with the cumulative total return of the S&P/TSX Composite Index for the period that commenced on December 31, 2010 and ended on December 31, 2015, assuming reinvestment of dividends.

Comparative Performance
December 31, 2010 to December 31, 2015



The closing price for the Shares on the TSX on December 31, 2015 was CDN$1.60.

Cumulative Total Return

	December 31, 2010	December 31, 2011	December 31, 2012	December 31, 2013	December 31, 2014	December 31, 2015
Logan International Inc.	CDN$100	CDN$86	CDN$57	CDN$121	CDN$82	CDN$30
S&P/TSX Composite Index	CDN$100	CDN$91	CDN$98	CDN$111	CDN$122	CDN$112

The trend shown in the above graph does not necessarily correspond to the Company's compensation to its Named Executive Officers for the period ended December 31, 2015 or for any prior periods. The Compensation Committee reviews and recommends to the Board the remuneration of the Company's executive officers, including the Named Executive Officers. The Compensation Committee considers a number of factors in connection with its determination of appropriate levels of compensation including, but not limited to, the demand for and supply of skilled professionals in the oil and gas industry, individual performance, the Company's performance (which is not necessarily tied exclusively to the trading price of the Shares on the TSX) and other factors. The trading price of the Shares on the TSX is subject to fluctuation based on a number of factors, many of which are outside the control of the Company. These include, but are not limited to, fluctuations and volatility in commodity prices for crude oil and natural gas, fluctuations and volatility in foreign exchange rates, global economic conditions, changes in government, environmental policies, legislation and other factors, some of which are disclosed and discussed under the heading "*Risk Factors*" in the Company's Annual Information Form dated March 30, 2016.

Anti-Hedging Protection

As at December 31, 2015, the Company did not have a formal policy specifically prohibiting a director or NEO from purchasing financial instruments designed to hedge or offset a decrease in market value of the Shares granted as compensation or held, directly or indirectly, by the NEO or director. However, all of the directors and NEOs are aware of the prohibition contained in the ABCA against insiders of a Company selling a call or buying a put in respect of its securities. The Company's Business Code of Conduct, which is posted on SEDAR, requires that all employees act at all times in full compliance with all laws applicable to the business of the Company, and the mandate of the Board of directors requires oversight of compliance with all applicable laws.

Summary Compensation Table for Named Executive Officers

Currency

The Company's reporting currency for 2015 is the United States dollar ("**US$**"). All of the Named Executive Officers are paid in US$.

The following table sets forth information concerning the total compensation paid to the Named Executive Officers by the Company for the Company's three most recently completed financial years, which ended on December 31, 2015, 2014, and 2013, respectively:

	(All amounts in US$)				Non-equity incentive plan compensation				
Name and principal position	Year	Salary	Share-based awards (1)	Option-based awards (2)	Annual	Long term	Pension Value (3)	All other compensation (4)	Total compensation
David MacNeill	2015	382,500	125,400	139,200	Nil	Nil	21,733	12,000	680,833
President & Chief Executive Officer (5)	2014	286,970	200,843	361,277	175,000	Nil	3,711	9,231	1,037,033
Lawrence Keister	2015	274,997	62,700	77,140	Nil	Nil	18,330	12,000	445,167
Vice President & Chief Financial Officer	2014	274,336	Nil	126,000	65,000	Nil	14,558	12,000	491,894
	2013	264,014	Nil	151,200	156,248	Nil	10,200	12,000	593,662
Kevin McCarriston	2015	221,985	32,046	40,600	Nil	Nil	13,489	12,000	320,120
Vice President - Logan Completion, Systems (6)	2014	100,111	Nil	80,000	19,012	Nil	2,200	5,538	206,861
Robert Stallings	2015	217,461	32,046	40,600	Nil	Nil	11,541	12,000	313,648
Vice President - Logan Oil Tools, Inc.	2014	207,432	Nil	32,197	56,254	Nil	10,346	12,000	318,229
	2013	194,583	Nil	20,913	104,600	Nil	6,083	12,000	338,180
Daniel Craig	2015	230,215	32,046	40,600	Nil	Nil	10,879	12,000	325,740
Vice President - Logan Oil Tools, Inc.	2014	225,903	Nil	37,565	59,322	Nil	10,540	11,077	344,406
	2013	211,964	Nil	46,100	129,642	Nil	7,119	Nil	394,825

Notes:

(1) Share-based awards represent RSUs and are based on the grant date fair value of the applicable awards. The fair value is determined based on the closing trading price of the Shares on the TSX on the last business day immediately preceding the date of grant.

(2) Option-based awards represent Options and SARs. The fair values of all option-based awards and SARs are equal to the accounting fair values determined in accordance with IFRS 2 – Share-based Payment. The total grant date fair value amounts disclosed above are expensed over the vesting term for financial statement reporting purposes. Fair values for Options were calculated on the date of grant using the Black-Scholes model with the following assumptions: volatility rate of 37.7% to 55.73%, risk free interest rate of 1.04% to 1.97% and dividend yield of 0%. The Black-Scholes valuation model was chosen by the Company because of its widespread use by peer companies in the industry. Fair values for SARs were calculated on a "mark-to-market" basis based on the closing trading of the Shares on the TSX on the last of the applicable business year.

(3) Represents the compensation entitlements under the Company's 401(k) retirement plan.

(4) Amounts included in "All Other Compensation" for perquisites and other personal benefits were comprised of vehicle payments and club memberships.

(5) Effective March 18, 2014, Mr. MacNeill was appointed Chief Operating Officer and effective June 17, 2014, he was appointed President and Chief Executive Officer of the Company; therefore the 2014 compensation disclosure for Mr. MacNeill represents all compensation paid to him since March 18, 2014. Upon Mr. MacNeill's appointment as Chief Operating Officer in March 2014, the Company granted him 28,463 RSUs and 66,669 Options and, in June 2014, granted an additional 8,393 RSUs and 83,333 Options to Mr. MacNeill when he was appointed President and Chief Executive Officer. Mr. MacNeill does not receive compensation in his capacity as a director of the Company.

(6) Effective July 7, 2014, Mr. McCarriston was appointed Vice President of Logan Completion Systems. The 2014 compensation disclosure for Mr. McCarriston represents all compensation paid to him since July 7, 2014.

Outstanding Share-Based Awards and Option-Based Awards as at December 31, 2015 for Named Executive Officers

The following table provides information relating to all awards outstanding as at December 31, 2015 for the NEOs, which includes awards granted prior to January 1, 2015.

	Option-based Awards					Share-based Awards (Performance Awards)		
Name and principal position	Exercisable (#) Options/SARs	Unexercisable (#) Options/SARs	Options / SARs exercise price (CDN$/US$) (1)	Options/SARs expiration date	Value of unexercised in-the-money Options / SARs (US$) (1)(3)	Number of Shares that have not vested (#) (2)	Market or payout value of Share-based awards that have not vested (US$) (3)	Market or payout value of vested Share-based awards not paid out or distributed (US$)
David MacNeill	22,223	Nil	5.86/4.23	March 18, 2020	Nil	Nil	Nil	Nil
President & Chief	27,778	Nil	6.50/4.70	June 17, 2020	Nil	Nil	Nil	Nil
Executive Officer	Nil	22,222	5.86/4.23	March 18, 2021	Nil	9,488	10,968	Nil
	Nil	27,778	6.50/4.70	June 17, 2021	Nil	2,798	3,234	Nil
	Nil	22,222	5.86/4.23	March 18, 2022	Nil	9,487	10,967	Nil
	Nil	27,777	6.50/4.70	June 17, 2022	Nil	2,797	3,233	Nil
	Nil	40,000	2.75/1.99	August 11, 2021	Nil	20,000	23,120	Nil
	Nil	40,000	2.75/1.99	August 11, 2022	Nil	20,000	23,120	Nil
	Nil	40,000	2.75/1.99	August 11, 2023	Nil	20,000	23,120	Nil
Lawrence Keister	15,697	Nil	4.51/3.26	May 13, 2016	Nil	Nil	Nil	Nil
Vice President & Chief	10,032	Nil	7.05/5.09	May 12, 2017	Nil	Nil	Nil	Nil
Financial Officer	15,697	Nil	4.51/3.26	May 13, 2017	Nil	Nil	Nil	Nil
	22,758	Nil	4.15/3.00	May 07, 2018	Nil	Nil	Nil	Nil
	10,031	Nil	7.05/5.09	May 12, 2018	Nil	Nil	Nil	Nil
	15,696	Nil	4.51/3.26	May 13, 2018	Nil	Nil	Nil	Nil
	22,758	Nil	4.15/3.00	May 07, 2019	Nil	Nil	Nil	Nil
	10,031	Nil	7.05/5.09	May 12, 2019	Nil	Nil	Nil	Nil
	22,757	Nil	4.15/3.00	May 07, 2020	Nil	Nil	Nil	Nil
	11,667	Nil	6.37/4.60	May 19, 2020	Nil	Nil	Nil	Nil
	Nil	11,667	6.37/4.60	May 19, 2021	Nil	Nil	Nil	Nil
	Nil	22,167	2.75/1.99	August 11, 2021	Nil	10,000	11,560	Nil
	Nil	11,666	6.37/4.60	May 19, 2022	Nil	Nil	Nil	Nil
	Nil	22,167	2.75/1.99	August 11, 2022	Nil	10,000	11,560	Nil
	Nil	22,166	2.75/1.99	August 11, 2023	Nil	10,000	11,560	Nil
Kevin McCarriston	10,000	Nil	6.50/4.70	July 14, 2020	Nil	Nil	Nil	Nil
Vice President - Logan	Nil	10,000	6.50/4.70	July 14, 2021	Nil	Nil	Nil	Nil
Completion Systems,	Nil	10,000	6.50/4.70	July 14, 2022	Nil	NIl	Nil	Nil
Inc.	Nil	11,667	2.75/1.99	August 11, 2021	Nil	5,111	5,908	Nil
	Nil	11,667	2.75/1.99	August 11, 2022	Nil	5,111	5,908	Nil
	Nil	11,666	2.75/1.99	August 11, 2023	Nil	5,111	5,908	Nil
Robert Stallings	2,462	Nil	6.64/4.80	July 01, 2017	Nil	Nil	Nil	Nil
Vice President - Logan	7,709	Nil	4.15/3.00	May 07, 2018	Nil	Nil	Nil	Nil
Oil Tools, Inc.	2,461	Nil	6.64/4.80	July 01, 2018	Nil	Nil	Nil	Nil
	10,000	Nil	3.72/2.69	March 05, 2019	Nil	Nil	Nil	Nil
	7,708	Nil	4.15/3.00	May 07, 2019	Nil	Nil	Nil	Nil
	2,461	Nil	6.64/4.80	July 01, 2019	Nil	Nil	Nil	Nil
	10,000	Nil	3.72/2.69	March 05, 2020	Nil	Nil	Nil	Nil
	7,708	Nil	4.15/3.00	May 07, 2020	Nil	Nil	Nil	Nil
	11,667	Nil	6.37/4.60	May 19, 2020	Nil	Nil	Nil	Nil
	Nil	10,000	3.72/2.69	March 05, 2021	Nil	Nil	Nil	Nil
	Nil	11,667	6.37/4.60	May 19, 2021	Nil	Nil	Nil	Nil
	Nil	11,667	2.75/1.99	August 11, 2021	Nil	5,111	5,908	Nil
	Nil	11,667	6.37/4.60	May 19, 2022	Nil	Nil	Nil	Nil
	Nil	11,667	2.75/1.99	August 11, 2022	Nil	5,111	5,908	Nil
	Nil	11,666	2.75/1.99	August 11, 2023	Nil	5,111	5,908	Nil
Daniel Craig	7,198	Nil	4.51/3.26	May 13, 2016	Nil	Nil	Nil	Nil
Vice President - Logan	7,197	Nil	4.51/3.26	May 13, 2017	Nil	Nil	Nil	Nil
Oil Tools, Inc.	4,609	Nil	6.64/4.80	July 01, 2017	Nil	Nil	Nil	Nil
	8,500	Nil	4.15/3.00	May 07, 2018	Nil	Nil	Nil	Nil
	7,197	Nil	4.51/3.26	May 13, 2018	Nil	Nil	Nil	Nil
	4,609	Nil	6.64/4.80	July 01, 2018	Nil	Nil	Nil	Nil
	10,000	Nil	3.72/2.69	March 05, 2019	Nil	Nil	Nil	Nil
	8,500	Nil	4.15/3.00	May 07, 2019	Nil	Nil	Nil	Nil
	4,608	Nil	6.64/4.80	July 01, 2019	Nil	Nil	Nil	Nil
	10,000	Nil	3.72/2.69	March 05, 2020	Nil	Nil	Nil	Nil
	8,500	Nil	4.15/3.00	May 07, 2020	Nil	Nil	Nil	Nil
	11,667	Nil	6.37/4.60	May 19, 2020	Nil	Nil	Nil	Nil
	Nil	10,000	3.72/2.69	March 05, 2021	Nil	Nil	Nil	Nil
	Nil	11,667	6.37/4.60	May 19, 2021	Nil	Nil	Nil	Nil
	Nil	11,667	2.75/1.99	August 11, 2021	Nil	5,111	5,908	Nil
	Nil	11,666	6.37/4.60	May 19, 2022	Nil	Nil	Nil	Nil
	Nil	11,667	2.75/1.99	August 11, 2022	Nil	5,111	5,908	Nil
	Nil	11,666	2.75/1.99	August 11, 2023	Nil	5,111	5,908	Nil

Notes:

(1) Represents Options and SARs. Options and SARs are granted and exercisable in CDN$. Exercise prices were translated from CDN$ to US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.7225. The value of the unexercised in-the-money SARs and Options was calculated by multiplying the difference between the December 31, 2015 closing price of

CDN$1.60 and the exercise price by the total number of unexercised SARs and Options, including those that were not yet vested.

(2) Represents RSUs, which are awarded in CDN$. Value calculated by multiplying the number of unvested Shares by CDN$1.60, the closing price of the Shares on the TSX as at December 31, 2015.

(3) The value of the closing price of the Shares on the TSX as at December 31, 2015, being CDN$1.60 was translated from CDN$ to US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.7225, thereby resulting in a Share value of US$1.16.

Incentive Plan Awards

Value Vested or Earned During the year ended December 31, 2015 for Named Executive Officers

The following table provides the value, if any, that vested or was earned during 2015 for each NEO.

	Option-based awards- Value vested during the year		
Name and principal position	In-the-Money Value on Date Vested (US$) (1)	Share-based awards Value vested during the year (US$) (2)	Non-equity incentive plan compensation - Value earned during the year (US$)
David MacNeill President & Chief Executive Officer	Nil	37,854	Nil
Lawrence Keister Vice President & Chief Financial Officer	Nil	27,075	Nil
Kevin McCarriston Vice President - Logan Completion Systems, Inc.	Nil	Nil	Nil
Robert Stallings Vice President - Logan Oil Tools, Inc.	Nil	9,170	Nil
Daniel Craig Vice President - Logan Oil Tools, Inc.	Nil	10,113	Nil

Notes:

(1) None of the Options that vested during 2015 had exercise prices that were lower than the closing market price of the Shares on the TSX as at December 31, 2015. In addition, no SARs vested during 2015.

(2) The value of RSUs was determined by multiplying the number of RSUs that vested by the closing market price of the Shares on the TSX as at the vesting date of the applicable RSUs. The closing market price of the Shares on the TSX on March 18, 2015, May 7, 2015, May 11, 2015, May 29, 2015, June 17, 2015 and July 1, 2015 was CDN$4.24, CDN$3.52, CDN$3.58, CDN$3.07, CDN$2.90 and CDN$3.00, respectively. The CDN$ closing price was translated from CDN$ to US$ using the exchange rate of CDN$1.00 = US$0.7832.

Stock Option Plan

Upon the completion of the Merger Transaction on March 1, 2010, the Company established the Stock Option Plan. The following is a summary of the Company's Stock Option Plan.

The Stock Option Plan authorizes the Board of Directors to issue Options to directors, officers, employees, consultants or other service providers of the Company or of any subsidiaries of the Company ("**Eligible Persons**").

The Stock Option Plan is intended to afford Eligible Persons, who are providing active services to the Company and any subsidiary, with an opportunity to participate in the growth and development of the Company and its subsidiaries by acquiring an increased ownership interest in the Company that will be aligned with the interests of shareholders.

Under the Stock Option Plan:

(1) Options may be granted in such numbers, with such expiration dates and with such vesting provisions as the Board may determine, subject to the rules of the TSX or other regulatory body having jurisdiction and any applicable corporate policies approved by the Board from time to time. The Stock Option Plan does not provide a maximum term for Options; however, if no specific determination is made by the Board of Directors, each Option shall be exercisable for a period of five years from the date that such option is granted. In practice, Options are generally granted for terms ranging from 6 to 8 years;

(2) the exercise price of Options shall not be less than the "market price" of the Shares at the date of granting such option. For purposes of the Stock Option Plan, "market price" means (i) the closing trading price of the Shares on the TSX (or such other stock exchange on which the Shares are listed for trading) on the last trading date preceding the date on which the Option is approved by the Board; or (ii) at the discretion of the Board, such price as may be determined by any mechanism for establishing the market value of the Shares granted by the Board and satisfactory to the TSX, provided that in any event such price cannot be less than the closing price of the Shares on the TSX on the last trading day preceding the date on which the Option is granted by the Board;

(3) the Options will be personal to the grantee and will be non-transferable and non-assignable, except in certain limited circumstances;

(4) the total number of Shares to be granted to any one person under the Stock Option Plan shall not exceed 5% of the issued and outstanding Shares (on a non-diluted basis) at the date of the grant;

(5) the maximum number of Shares which may be reserved for issuance to insiders under the Stock Option Plan shall be 10% of the Shares outstanding at the time of the grant (on a non-diluted basis), less the aggregate number of Shares reserved for issuance to insiders under any other share compensation arrangement;

(6) the maximum number of Shares which may be issued to insiders under the Stock Option Plan and all other share compensation arrangements within a one year period shall be 10% of the Shares outstanding at the time of the issuance (on a non-diluted basis);

(7) the maximum number of Shares which may be issued to any one insider and such insider's associates under the Stock Option Plan or any other share compensation arrangement within a one year period shall be 5% of the Shares outstanding at the time of the issuance (on a non-diluted basis);

(8) any entitlement of a person to acquire Shares granted pursuant to the Stock Option Plan or any other share compensation arrangement prior to that person becoming an insider shall be excluded for the purposes of the limits set out in items 5, 6 and 7 noted above;

(9) the total number of Options which may be granted to non-employee directors of the Company shall not exceed 1% of the total issued and outstanding Shares (on a non-diluted basis); and

(10) the aggregate number of Shares that may be reserved for issuance under the Stock Option Plan must not exceed 10% of the number of Shares, on a non-diluted basis, outstanding at that time. For greater clarity, the Stock Option Plan is "reloading" in the sense that, in the event of the exercise or cancellation of any Options, the Company could make a further grant of Options, provided that the 10% maximum was not exceeded. No fractional Shares may be purchased or issued under the Stock Option Plan.

The Stock Option Plan provides that if, for any reason whatsoever (other than termination of an employee by the Company or any subsidiary for cause) before the expiry (in accordance with the terms thereof) of an Option held by an individual who is a director, officer or employee, the employment of such individual shall terminate, including termination by reason of death, such Option, if vested, may, subject to the terms thereof and any other terms of the Stock Option Plan, unless otherwise determined by the Board of Directors, be exercised by the individual, or, if the individual is deceased, by the legal personal representative(s) of the estate of the individual, as follows: (i) during the first 90 days following the date of death of the individual, if the individual dies; (ii) at any time within 90 days from the effective date of termination set out in a written notice of termination of employment of the individual given to the individual by the Company or any subsidiary, if the Company or any subsidiary is terminating the individual's employment; or (iii) at any time within 90 days from the effective date of termination set out in a written notice of termination of employment of the individual given to the Company or any subsidiary by the individual, if the individual is terminating employment, but in each case prior to the expiry of the Option in accordance with the terms thereof.

In the event that an individual is terminated for cause, such individual's Options, and all rights to purchase Shares pursuant thereto, shall expire and terminate immediately upon such individual ceasing to actively provide services to the Company in his or her capacity as a director, officer or employee of the Company or any Subsidiary.

No unvested Options shall vest following the date of death of an individual or the effective date set out in a written notice of termination as described above, and such unvested Options shall be deemed to be cancelled.

Under the Stock Option Plan, if the expiry date of a Option occurs during a Blackout Period (as defined below) applicable to the relevant optionee, or within 10 business days after the expiry of a Blackout Period applicable to the relevant optionee, then the expiry date for the Option shall be the date that is the tenth business day after the expiry date of the Blackout Period (the "**Blackout Expiry Date**"). The Blackout Expiry Date for an Option may not be amended by the Board of Directors without the approval of the Shareholders in accordance with the Stock Option Plan. Under the Stock Option Plan, "**Blackout Period**" means the period during which the relevant optionee is prohibited from exercising an Option due to trading restrictions imposed by the Company in accordance with its trading policies affecting trades by an Eligible Person.

The Stock Option Plan provides that if, during the term of an Option, the Company files articles of arrangement providing that the outstanding Shares are transferred in exchange for securities of another issuer, or if the Company merges into, amalgamates with, or otherwise combines with any other entity, or sells all or substantially all of its assets and undertaking and, as a result, holders of Shares receive securities of another issuer as an effective substitution for the Shares, the Company will make provision that, upon the exercise of any Option during its unexpired period after the effective date of such transaction, the holder of such Option shall receive such number of securities of the other, continuing or successor issuer in such transaction or of the securities of the purchasing issuer in such sale as he or she would have received as a result of such transaction if the holder of the Option had purchased Shares immediately prior thereto for the same consideration paid on the exercise of the Option and had held such Shares on the effective date of such transaction. Upon such provision being made, the obligation of the Company to such holder of the Option shall terminate and be at an end.

The Stock Option Plan provides that if, during the term of an Option, a take-over bid (as defined in the *Securities Act* (Alberta)) which is not exempt from the take-over bid requirements of the *Securities Act* (Alberta) shall be made for the Shares, the holder of the Option shall have the right to immediately exercise the Option to purchase all of the Shares optioned which have not previously been purchased under the Option (whether vested at such time or not), but such Shares may only be purchased for tender pursuant to such take-over bid. If for any reason such Shares are not so tendered or, if tendered, are not, for any reason, taken up and paid for by the offeror pursuant to the take-over bid, any such Shares so purchased by the holder of the Option shall be and shall be deemed to be cancelled and returned to the Company, shall be added back to the number of Shares, if any, remaining unexercised under the Option and upon presentation to the Company of certificates representing such Shares properly endorsed for transfer back to the Company, the Company shall refund to the holder all consideration paid by such holder in the initial purchase thereof.

Subject to approval by the TSX, the Stock Option Plan provides that appropriate adjustments in the number of Shares subject to the Stock Option Plan, the number of Shares issuable on exercise of Options and the exercise price shall be made by the Board to give effect to relevant changes to the authorized or issued capital of the Company.

The Board of Directors may amend an Option or amend, suspend or discontinue the Stock Option Plan at any time without the consent of the Shareholders, provided that such amendment shall not, without consent of the respective holder of Options, alter or impair in an adverse manner any previously granted Option under the Stock Option Plan. Notwithstanding the foregoing, the Board of Directors may make any amendment to the Stock Option Plan or grant of Options thereunder without Shareholder approval, provided however that the Stock Option Plan may not be amended without Shareholder approval in the case of the following amendments:

(1) increase the maximum number of Shares that may be issued under the Stock Option Plan, except as a result of any adjustments in accordance with the Stock Option Plan, or the maximum number or percentage of Shares that may be issued to non-employee directors or insiders under the Stock Option Plan;

(2) reduce the exercise price of an outstanding Option issued to an insider (including a cancellation and re-grant of a Option which constitutes a reduction in the exercise price), except for the purpose of maintaining option value in connection with any adjustments made in accordance with the Stock Option Plan;

(3) extend the expiry date of an outstanding Option or amend the Stock Option Plan to allow for the grant of a Option with an expiry date of more than five years from the grant date;

(4) amend the definition of Eligible Person to expand the categories of individuals eligible for participation in the Stock Option Plan;

(5) amend the Stock Option Plan to permit the transferability of Options, except to permit a transfer to a family member, an entity controlled by the holder of Options or a family member, a charity or for estate planning or estate settlement purposes;

(6) amend the Stock Option Plan to provide for other types of compensation through equity issuance; and

(7) amend the amending provisions of the Stock Option Plan respecting matters requiring Shareholder approval other than the addition of matters to be subject to Shareholder approval.

As at the date hereof, the Company has outstanding Options to purchase 1,926,110 Shares, representing approximately 5.7% of the current number of issued and outstanding Shares. The Options vest over a period of one to three years from the date of grant, expire five years from the date of vesting (or approximately six to eight years from the date of grant) and are exercisable at exercise prices ranging from CDN$1.45 to CDN$7.05. A total number of 7,000 Shares were issued upon the exercise of Options during 2015, representing approximately 0.02% of the number of issued and outstanding Shares as at December 31, 2015.

Restricted Share Unit Plan

On May 12, 2011, the Shareholders approved the RSU Plan. Under the RSU Plan, the Board may grant RSUs to directors, executive officers and employees of, and independent contractors who provide services to, the Company, its subsidiaries and other affiliates ("**Eligible Persons**"). The Board may grant RSUs to any Eligible Persons from time to time subject to the provisions of the RSU Plan (such recipients being the "**Participants**"). The market value of the award is calculated as the closing price of the Shares on the TSX on the last business day preceding the date on which the RSUs are granted by the Board; or such price as may be determined by any mechanism for establishing the market value of the Shares approved by the Board and satisfactory to the TSX, provided that in any event such price cannot be less than the closing price of the Shares on the TSX on the last business day preceding the date on which the RSUs are granted by the Board.

The following is a summary of the key features of the RSU Plan:

- The number of RSUs granted will be credited to the Participant's account effective on the award date of the grant;

- In the event that the Company pays a normal cash dividend on the Shares, the Participant's account will be credited with additional RSUs equal to the aggregate amount of any dividends that would have been paid to the Participant if the RSUs had been Shares, divided by the Dividend Market Value, being the volume weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for payment of the dividend. Such additional RSUs will vest on the same terms as the underlying RSUs to which the dividends relate.

- 442,625 RSUs awarded under the RSU Plan are outstanding, representing approximately 1.3% of the issued and outstanding Shares of the Company as at the date hereof.

- The RSU Plan is a rolling plan, in that the number of Shares that may be issued pursuant to the RSU plan, together with all other securities-based compensation arrangements shall not exceed 10% of the number of Shares on a non-diluted basis at the relevant time.

- The number of Shares issuable to insiders, at any time, pursuant to the RSU Plan, together with all other security based compensation arrangements, shall not exceed 10% of the issued and outstanding Shares of the Company calculated on a non-diluted basis.

- The number of Shares issued to insiders within any one year period under all security based compensation arrangements including the RSU Plan shall not exceed 10% of the issued and outstanding Shares of the Company calculated on a non-diluted basis.

- The number of Shares issued to any one insider and such insider's associates, within any one year period, under all security based compensation arrangements of the Company including the RSU Plan, shall not exceed 5% of the issued and outstanding Shares calculated on a non-diluted basis.

- The number of RSUs which may be issuable at any time to non-employee directors of the Company shall not exceed 1% of the issued and outstanding Shares calculated on a non-diluted basis.

- There are no restrictions as to the total number of Shares which may be issued to any one Participant pursuant to the RSU Plan, other than the restrictions applicable to insiders and non-employee directors described above.

- Each RSU will vest on such terms as shall be specified by the Compensation Committee at the time of granting an award.

- Subject to a resolution passed by the Board, if a Participant's employment, service or engagement with the Company is terminated for cause or the Participant resigns as an executive officer, employee or a director of the Company or the Participant ceases to provide services to the Company as an independent contractor, then all RSUs granted to the Participant under the RSU Plan that have not yet vested shall terminate without payment and shall be of no further force or effect.

- Subject to a resolution passed by the Board, if a Participant's employment, service or engagement with the Company is terminated by the Company other than for cause, or death; or a Participant becomes disabled; then the number of Shares issuable in respect of outstanding RSUs shall be pro-rated, to take into account only the period that has elapsed since the award date to the date of termination or the date the Participant became disabled.

- Subject to a resolution passed by the Board, upon the death of a Participant, any unvested RSUs granted to such person shall immediately vest.

- The Compensation Committee may, in its sole discretion, permit the vesting of any or all RSUs held by a Participant and fix a distribution date in respect of such RSUs in the manner and on the terms authorized by the Compensation Committee, provided that the Compensation Committee will not authorize the vesting of an RSU or fix the distribution date beyond a six year period applicable to the particular RSU.

- Upon a change of control of the Company as is defined within the RSU Plan, all unvested RSUs shall immediately vest.

- The RSU Plan contains standard anti-dilution provisions such that, in the event of any consolidation, capital reorganization or other change with respect to the Shares or a consolidation, amalgamation, sale of all or substantially all of the property of the Company or similar transaction, the number of RSUs held by each Participant will be adjusted in such manner as the Compensation Committee may in its discretion deem appropriate to preserve, proportionally, the interests of the Participants under the RSU Plan.

- In the event that a divestiture of a business unit results in the termination of a Participant's service to the Company and such Participant becomes an employee, executive officer or director of the person acquiring such business unit, the Compensation Committee may in its sole discretion accelerate the vesting and distribution of all or any portion of the Participant's RSUs.

- RSUs are non-transferable.

- The Board may, without notice or shareholder approval, amend, suspend, or terminate the RSU Plan; however, the Board shall not alter or impair rights or materially increase any obligations with respect to RSUs previously granted without the consent of the Participant and may not make certain amendments which require Shareholder approval, including: amendments to the RSU Plan which would increase the maximum number of securities issuable under the RSU Plan, otherwise than in accordance with the RSU Plan which permits the Compensation Committee to make equitable adjustments in the event of transactions affecting the Company or its capital; amendments to the RSU Plan which would increase the number or percentage of securities issuable to insiders or non-employee directors, otherwise than in accordance with the RSU Plan; the addition of any form of financial assistance to a Participant; amendments permitting awards other than RSUs to be made under the RSU Plan; and amendments deleting or reducing the range of amendments which require Shareholders' approval.

Each RSU issued to officers has a term of 3 years, with one-third vesting on each of the first, second and third anniversaries of the grant date. Each RSU issued to a director has a term of 1 year and vests on the first anniversary of the grant date. Each RSU may be exchanged for one Share upon vesting. In 2015, the Company awarded 206,589 RSUs to directors and officers. A total number of 78,890 Shares were issued upon the vesting of RSUs during 2015, representing approximately 0.2% of the number of issued and outstanding Shares as at December 31, 2015.

Termination of Employment or Change of Control Benefits for Named Executive Officers

As at December 31, 2015, the Company had employment agreements with Messrs. MacNeill and Keister. The Company does not have employment agreements with any of Mr. McCarriston, Mr. Stallings or Mr. Craig.

MacNeill Employment Agreement

In the event of a termination by the Company without cause, Mr. MacNeill’s employment agreement provides for the payment of the base salary for 18 months as a lump sum payment, plus 15% of the base salary for 18 months in lieu of benefits provided to the executive while in the employ of the Company and an amount equal to the sum of all bonus and incentive payments paid in the preceding 18 months ("**Mr. MacNeill's Severance Payment**").

In the event of termination by Mr. MacNeill for good reason, defined as a dimunition of Mr. MacNeill's base compensation or a material dimunition in authority, duties and responsibilities, among other things, the Company is obligated to pay Mr. MacNeill's Severance Payment. The employment agreement terminates upon Mr. MacNeill's death or retirement and does not require the making of any incremental payments in connection therewith.

In the event of a change of control of the Company in which the purchaser does not assume or otherwise satisfactorily replace the employment agreement, Mr. MacNeill is entitled to terminate his employment with the Company and receive the same severance payment as would be payable by the Company on a termination without cause.

Keister Employment Agreement

In the event of a termination by the Company without cause, Mr. Keister's employment agreement provides for the payment of the base salary for 12 months as a lump sum payment, plus 15% of the base salary for 12 months in lieu of benefits provided to the executive while in the employ of the Company and an amount equal to the sum of all bonus and incentive payments paid in the preceding 12 months ("**Mr. Keister's Severance Payment**").

In the event of termination by Mr. Keister for good reason, defined as a dimunition of Mr. Keister's base compensation or a material dimunition in authority, duties and responsibilities, among other things, the Company is obligated to pay Mr. Keister's Severance Payment. The employment agreement terminates upon Mr. Keister's death or retirement and does not require the making of any incremental payments in connection therewith.

In the event of a change of control of the Company in which the new purchaser does not assume or otherwise satisfactorily replace the employment agreement, Mr. Keister is entitled to terminate his employment with the Company and receive the same severance payment as would be payable by the Company on a termination without cause.

Termination Payments

The following table sets forth estimates of the amounts payable to each of the Named Executive Officers upon the specified termination events, assuming that each such event took place on December 31, 2015.

	David MacNeill (US$)	Lawrence Keister (US$)	Kevin McCarriston (US$)	Robert Stallings (US$)	Daniel Craig (US$)
Involuntary Termination/Termination Without Cause					
Cash Portion(1)(2)	847,750	386,165	Nil	Nil	Nil
Value of Option & Share Based Awards	Nil	Nil	Nil	Nil	Nil
Total	847,750	386,165	Nil	Nil	Nil
Termination Following Change in Control					
Cash Portion(1)(2)	847,750	386,165	Nil	Nil	Nil
Value of Option & Share Based Awards(3)(4)	97,763	34,680	17,725	17,725	17,725
Total	945,513	420,845	17,725	17,725	17,725

Notes:

(1) This represents 18 months' salary for Mr. MacNeill and 12 months' salary for Mr. Keister, as well as an additional 15%, in lieu of benefits, for Messrs. MacNeill and Keister.

(2) This amount includes bonus and incentive payments made during the past 18 months for Mr. MacNeill and the past 12 months for Mr. Keister.

(3) All Options, SARs and RSUs immediately vest upon a change of control. For estimates of incremental payments for Options or RSUs, the closing market price of the Shares on the TSX of CDN$1.60 per Share on December 31, 2015 was used.

(4) The value of Options, SARs and RSUs was determined by: (i) in the case of RSUs, by multiplying the number of RSUs by the closing market price of CDN$1.60 on December 31, 2015, translating the product into US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.723; (ii) in the case of Options, by multiplying the number of Options by the difference between the closing market price of CDN$1.60 on December 31, 2015 and the applicable exercise price, translated into US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.723; and (iii) in the case of SARs, by multiplying the number of SARs by the difference between the closing market price of CDN$1.60 on December 31, 2015 and the applicable base price, translated into US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.723.

COMPENSATION OF DIRECTORS

Director Compensation

In 2015, Pearl Meyer was engaged by the Company to evaluate both the short-term and long-term director compensation policies. Pearl Meyer provided ranges for the cash and share-based fees paid to directors, board committee members and board committee chairs by the Company's peer group companies and by market data of companies included in the National Association of Corporate Directors. After reviewing the consultant's report, the Compensation Committee determined to maintain director compensation at the current amounts.

A number of changes were made to the composition of the Company's Board in 2015; Messrs. Gerald Hage and Glen Roane did not stand for re-election as directors of the Company at the annual and special meeting of Shareholders held in May 2015 and Messrs. Jamie Biluk and David MacNeill were elected as new directors of the Company at such meeting.

Except for Mr. MacNeill, all directors are paid an annual cash retainer of CDN$30,000 for the year (prorated, as applicable) and CDN$1,000 per meeting. In 2015, the chair of the Audit Committee received an additional CDN$12,000 and the chair of the Compensation Committee received an additional CDN$8,000. In addition, directors were reimbursed for all reasonable fees incurred by them while acting in their capacity as directors.

Director Compensation Table

During 2015, the non-management directors of the Company were compensated as outlined in the following table.

Name	Fees earned (US$)(1)	Share-based awards (US$)(2)	Option-based awards (US$)	Non-equity incentive plan compensation (US$)	Pension value (US$)	All other compensation (US$)	Total (US$)
Paul McDermott	24,632	39,894	Nil	Nil	Nil	Nil	64,526
David Barr	30,722	39,894	Nil	Nil	Nil	Nil	70,616
Ian Bruce	39,031	39,894	Nil	Nil	Nil	Nil	78,925
David Coppé	22,214	39,894	Nil	Nil	Nil	Nil	62,108
David Kennedy	31,097	39,894	Nil	Nil	Nil	Nil	70,991
Jamie Biluk	12,140	39,894	Nil	Nil	Nil	Nil	52,034

Notes:

(1) Director fees were paid in CDN$ and translated to US$ using the 2015 twelve month average exchange rate of CDN$1.00 = US$0.783.

(2) Represents RSUs, which are awarded in CDN$. Their value is calculated by multiplying the number of RSUs granted by the Share closing price on the TSX on the date immediately preceding the grant date. The CDN$ amounts were translated to US$ using the exchange rates in effect as of the award date.

Option-Based Awards and Share-Based Awards for Directors as at December 31, 2015

The following table provides information relating to all awards outstanding as at December 31, 2015 for the non-management directors, which includes awards granted prior to January 1, 2015. Options and RSUs granted to directors are granted under the Company's Stock Option Plan and the RSU Plan, respectively, as described under "Compensation of the Executive Officers". None of the directors held any option-based awards as at December 31, 2015.

Name	Option-based Awards					Share-based Awards		
	Exercisable (#) Options / SARs	Unexercisable (#) Options / SARs	Option / SARs exercise price (US$)	Option / SARs expiration date	Value of unexercised in the-money Options / SARs (US$)	Number of Shares that have not vested (#)(1)	Market or payout value of Share-based awards that have not vested (US$)(1)(2)	Market or payout value of vested Share-based awards not paid out or distributed (US$)
Paul McDermott	Nil	Nil	N/A	N/A	N/A	11,765	13,600	N/A
David Barr	Nil	Nil	N/A	N/A	N/A	11,765	13,600	N/A
Ian Bruce	Nil	Nil	N/A	N/A	N/A	11,765	13,600	N/A
David Coppé	Nil	Nil	N/A	N/A	N/A	11,765	13,600	N/A
David Kennedy	Nil	Nil	N/A	N/A	N/A	11,765	13,600	N/A
Jamie Biluk	Nil	Nil	N/A	N/A	N/A	11,765	13,600	N/A

Notes:

(1) Represents RSUs granted in 2015, which were awarded in CDN$.

(2) The CDN$ was translated to US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.723**,** thereby resulting in a Share price of US$1.16.

Incentive Plan Awards – Value Vested or Earned During the year ended December 31, 2015 for Directors

The following table provides the value, if any, that vested or was earned during 2015 for each non-management director.

	Option-based awards- Value vested during the year		
Name	In-the-Money Value on Date Vested (US$)	Share-based awards Value vested during the year (US$)	Non-equity incentive plan compensation - Value earned during the year (US$)
Paul McDermott	Nil	18,570	Nil
David Barr	Nil	18,570	Nil
Ian Bruce	Nil	18,570	Nil
David Coppé	Nil	18,570	Nil
David Kennedy	Nil	18,570	Nil
Jamie Biluk	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information as at December 31, 2015 relating to the Stock Option Plan and the RSU Plan. The Stock Option Plan was approved by the Shareholders on February 26, 2010 and the RSU Plan was approved by Shareholders on May 12, 2011. The details of the Stock Option Plan and RSU Plan are set forth above under "*Executive Compensation – Incentive Plan Awards*".

The Company is entitled to reserve an aggregate of 3,368,539 Shares for issuance pursuant to the exercise of Options issued pursuant to the Stock Option Plan or the settlement of RSUs issued pursuant to the RSU Plan. As of the date hereof, 1,926,110 Options are outstanding under the Stock Option Plan. Each Option entitles the holder thereof to subscribe for and purchase one Share from the Company, on payment of the stipulated exercise price per Share.

On the date hereof, 442,625 RSUs are outstanding under the RSU Plan. Each RSU issued to officers and employees has a term of three years, with one-third vesting on each of the first, second and third anniversary of the grant date; each RSU issued to a director has a term of 1 year and vests on the first anniversary of the grant date.

The following table provides information regarding the total number of Shares authorized for issuance pursuant to the exercise of Options under the Stock Option Plan and RSUs under the RSU Plan as at December 31, 2015:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights *(a)*	Weighted-average exercise price of outstanding options, warrants and rights (US$)[3] *(b)*	Number of securities remaining available for future issuance under equity compensation arrangements (excluding securities reflected in column (a))[1] *(c)*
Equity compensations plans approved by security holders[2]	1,988,651	3.08	1,379,888
Equity compensations plans not approved by security holders	Nil	Nil	Nil
Total	1,988,651	3.08	1,379,888

Notes:

(1) Represents the Stock Option Plan and the RSU Plan.

(2) Options and RSUs are granted and exercisable in CDN$. Exercise prices were translated from CDN$ to US$ using the December 31, 2015 exchange rate of CDN$1.00 = US$0.723.

(3) The aggregate number of Shares that may be reserved for issuance under the Stock Option Plan and the RSU Plan together with other security-based compensation arrangements must not exceed 10% of the number of Shares on a non-diluted basis outstanding at that time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, no executive officer, director, employee, former executive officer, former director or former employee of the Company or any associate of any such person is now, or has been at any time since the beginning of the most recently completed financial year, indebted to the Company, or been the subject of a guaranteed support agreement or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Board of Directors is presently composed of seven members consisting of Messrs. McDermott (Chairman), Barr, Biluk, Bruce, Coppé, Kennedy and MacNeill. Five of the seven current members of the Board, Messrs. Barr, Biluk, Coppé, Kennedy and Bruce, are "independent" (as defined in National Instrument 58-101 – *Corporate Governance Disclosure* ("**NI 58-101**")). Mr. MacNeill is not independent because he currently serves as a member of management of the Company. Mr. McDermott is not independent under NI 58-101 because of his current relationship with Cadent Logan S.à.r.l., a principal shareholder of the Company. Mr. McDermott is a partner of Cadent, which manages Cadent Logan S.à.r.l. Notwithstanding the provisions of NI 58-101, the Board has specifically considered this relationship in the context of independence and has concluded that the relationship is not expected to interfere with Mr. McDermott's exercise of independent judgement on Board mandates. The Board believes that an appropriate level of independence exists to enable the Board to carry out its duties and ensure the independent oversight of management, proper management of conflicts and the protection of the interests of minority Shareholders. In order to facilitate the Board's exercise of independent judgment in carrying out its responsibilities, the Board regularly holds meetings at which non-independent directors and members of management are not present.

Management proposes to nominate David Barr, Jamie Biluk, Ian Bruce, David Coppé, David Kennedy, David MacNeill and Paul McDermott for re-election at the Meeting. The Company believes that the composition of the Board fairly reflects the interests of all Shareholders. To ensure the independence of the Board in the discharge of its responsibilities, each of the chairs of the Company's committees, except for the Nominating Committee, is an independent director. In addition, the Audit Committee is fully independent and, in the past, the Compensation Committee and the Board have retained an independent professional compensation consultant to advise the Compensation Committee as needed. In addition, the Compensation Committee and the Board rely on the compensation consultant's recommendations and, generally, do not deviate from them. Further, each of the Compensation Committee members is experienced in these matters. The Chairman of the Board is Mr. McDermott. The Chairman's primary role and responsibilities include the following:

- ensuring that the Board is organized properly, functions effectively, and meets its obligations and responsibilities in all aspects of its work; and
- working with the Chief Executive Officer, coordinating the affairs of the Board and, together with the Chief Executive Officer, ensuring effective relations with directors, securityholders, other stakeholders and the public.

Other Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers or a general partner of a reporting issuer:

Name	Reporting Issuer
David Barr	ION Geophysical Corp. (NYSE) Enerplus Corporation (TSX, NYSE)
Ian Bruce	Cameco Corporation (TSX, NYSE) Northern Blizzard Resources Ltd. (TSX)
David Kennedy	Carbon Natural Gas Company (OTC)

Board Committees

The Board of Directors has three committees, each of which is described below. The Board of Directors as a whole attends to governance functions.

Audit Committee. The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the duties of the Company's external auditors. In addition, the Audit Committee meets quarterly with the Company's auditors and reviews the Company's financial statements and the auditors' report or comments thereon before they are submitted to the Board of Directors for approval.

Compensation Committee. The Compensation Committee administers the Company's executive compensation program. For further information on the duties of the Compensation Committee, see "Compensation Committee and Report on Executive Compensation".

Nominating Committee. The Nominating Committee is responsible for the identification and nomination of Board members. For further information on the duties of the Nominating Committee, see "Nomination of Directors" below.

During the fiscal 2015 year, there were an aggregate of 6 meetings of the Board of Directors, of which there were 6 in camera sessions. In addition, the Board of Directors approved several written resolutions without meeting.

Mandate of the Board

The Board of Directors has ultimate responsibility with respect to the business and affairs of the Company. The Board of Directors discharges its responsibilities through the Audit Committee, the Compensation Committee and the senior executive officers of the Company. At meetings of the Board of Directors, members receive and discuss reports on the operations of the Company, financial statements and information, significant capital expenditures, proposed debt and equity financing, strategic plans and any other matters of a material nature. The day to day operations of the Company are delegated to the senior management. All matters of a material nature or significant tactical or strategic importance require the approval of the Board of Directors.

Meetings are scheduled to review and approve the audited and unaudited financial statements of the Company and to deal with such other business as may properly come before such meetings. Frequency of meetings, as well as the nature of the business to be discussed thereat, varies depending upon the activities of the Company and other events that affect the Company in the course of its operations.

The Board has adopted a written mandate, a copy of which is attached to this Information Circular as Appendix "A".

Shareholder Communications

Senior management of the Company is generally responsible for Shareholder communications. Shareholder enquiries are forwarded to the appropriate senior officer of the Company for response.

Expectations of Senior Management

There are strong lines of communication between management and the Board of Directors. The Board of Directors is involved in monitoring and assessing senior management principally through contact with the senior management team and through discussions at meetings of the Board of Directors. In addition, the Compensation Committee assesses the individual performance of senior management as part of its compensation review.

Audit Committee Disclosure

The Audit Committee is made up of three independent directors: David Kennedy (Chair), Ian Bruce and David Coppé. Canadian securities regulation requires all Audit Committee members be financially literate. The Board has determined that all members of the Audit Committee are financially literate.

The Audit Committee communicates regularly and directly with management and the Shareholders' auditors. The Audit Committee met four times in 2015. Time was set aside regularly to meet with the Shareholders' auditors, without management present.

See "Audit Committee Information" in the Company's Annual Information Form dated March 30, 2016 for more information about the Audit Committee, including the Mandate of the Audit Committee and information about the independence, financial literacy, relevant education and experience of Audit Committee members.

Attendance Record

Meetings are scheduled to review and approve the audited and unaudited financial statements of the Company and to deal with such other business as may properly come before such meetings. Frequency of meetings, as well as the nature of the business to be discussed thereat, varies depending upon the activities of the Company and other events that affect the Company in the course of its operations.

The following table reflects the attendance record for each of the Company's directors at Board and committee meetings held during the year ended December 31, 2015.

Name	Board	Audit Committee	Compensation Committee	Nominating Committee
David Kennedy	5/6	4/4	N/A	N/A
Ian Bruce	5/6	3/4	N/A	1/1
David Coppé	6/6	2/2	N/A	N/A
Paul McDermott	6/6	N/A	2/2	1/1
Jamie Biluk	2/6	N/A	1/3	N/A
David Barr	6/6	N/A	3/3	N/A

Position Descriptions

The Board has not developed written position descriptions for any of the chair, the chair of each Board committee or the CEO. Instead, the Board delineates the role and responsibilities of each such position by utilizing the knowledge and experience of the members of the Board, as a whole.

Orientation and Continuing Education

Directors are nominated and elected with the necessary experience and expertise to satisfy their duties and responsibilities. Each director is responsible for ensuring that he or she maintains the skill and knowledge necessary to satisfy his or her obligations as a director. Members of the Board are encouraged to communicate with management of the Company, auditors, legal counsel and consultants to keep themselves up-to-date on developments within the oilfield services industry. In this regard, management and the Compensation Committee provide members of the Board with information on industry and regulatory changes on an ongoing basis.

New directors are provided with material with respect to the Company, its operations and finances and the role of the Board, its committees and directors. The Chair of the Audit Committee provides a full report to the Board following each Audit Committee meeting, describing the issues discussed at each Audit Committee meeting. Such debrief will often include a component on new reporting responsibilities and initiatives. Directors are offered, from time to time, the opportunity to see operations of the Company. Directors are encouraged to participate in continuing education with respect to their duties and responsibilities.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct, a copy of which is available from the Corporate Secretary of the Company and on SEDAR at www.sedar.com. The Board satisfies itself regarding compliance with the Code by asking questions of management and the auditors. The Company also has in place a conflict of interest policy, which provides formal procedures regarding transactions and agreements in respect of which a director or executive officer might have a material interest.

There have been no transactions for which a director or executive officer has a material interest. Should such a matter arise, the Board will exclude the interested person from participating in the discussion and vote, if required, on the matter.

Nomination of Directors

In November 2010, the Board established a Nominating Committee, which is currently comprised of Mr. McDermott (Chair), a non-independent director, and Ian Bruce, an independent director. The capability of the directors helps assure an objective process is achieved. The responsibilities, powers and operation of the Nominating Committee with respect to its nomination function include, but are not limited to, the following:

- assisting the Board in identifying candidates to act as directors of the Company and recommending to the Board qualified director candidates for approval by Shareholders at each annual meeting;

- reviewing the competencies, skills and personal qualities required of each director in order to add value to the Company;

- reviewing any significant change in the primary occupation of each director;

- identifying and recommending to the Board qualified director nominees for approval at each annual meeting;

- recruiting, as required, candidates for the position of director and recommending candidates based on the competencies, skills and personal qualities required;

- ensuring candidates understand the demands on and expectations of directors and the role of the Board and its committees;

- overseeing an orientation program to familiarize new directors with the business and operations of the Company, as the case may be, including the reporting structure, strategic plans, significant financial, accounting and risk issues, compliance policies, management and the Company's auditors; and

- making recommendations to the Board in respect of director resignations submitted as a result of a major change in a director's principal occupation.

Compensation

The members of the Compensation Committee are Mr. Barr (Chair), Mr. Biluk and Mr. McDermott. The Compensation Committee is chaired by an independent director and each of the members of the Committee is experienced in these matters. The Compensation Committee administers the Company's executive compensation program. It is the Compensation Committee's responsibility to review the structure and competitiveness of the Company's compensation and benefits programs generally, to make compensation recommendations to the Board of Directors and to administer the awards of remuneration to the Company's senior officers. The Compensation Committee also makes recommendations to the Board with respect to the compensation of the independent directors.

In discharging its responsibilities, the Compensation Committee reviews the recommendations of the CEO and, as applicable, any compensation consultant hired by the Company. The Compensation Committee and the Board retain an independent professional compensation consultant to provide advice as needed, as was the case with the engagement of Pearl Meyer in 2015. The Compensation Committee then makes a presentation to the Board of Directors, which includes the recommendations presented to the Compensation Committee and the Committee's own recommendations. The Board then reviews, discusses and determines the specific compensation for each NEO.

Other Board Committees

Other than the Audit Committee, the Nominating Committee and the Compensation Committee, there are no other committees of the Board.

Assessments

The Board as a whole and the independent directors discuss, in camera, the effectiveness of the Board and its committees. No formal process has been instituted for the assessment of individual directors. On an informal basis, individual factors for each director such as attendance, conduct and contribution are observed.

Director Term Limits and Other Mechanisms of Board Renewal

The Company has not adopted term limits for the directors on its Board or other prescriptive mechanisms of Board renewal. The Board considers its main objective in this area to be recruiting and maintaining knowledgeable, experienced directors with an appropriate mix of skills and expertise as well as good character and a high level of integrity, with the goal of having a highly competent and well-rounded Board. LII believes that greater experience on the Board only increases individual directors' ability to operate effectively and independent of management and to add value to the Company.

Practically, Board renewal is handled through annual assessments of the Board, its committees, committee chairs and individual directors, in which the Board regularly evaluates each individual member of the Board and the Board as a whole, in order to assess whether any changes are required and whether there are any areas of Board competence that require improvement. Further, each time a director retires from the Board, a review of the existing skill set, expertise and background of the departing director and the remaining Board members informs the selection of a new director so as to ensure the members have a diverse background and that a full complement of skillsets is on the Board at all times.

Policies Regarding the Representation of Women on the Board and Executive Officer Appointments

The Board has not adopted a written policy relating to the identification and nomination of women directors.

LII is committed to the belief that it is in the best interests of the Company and its Shareholders to select from a wide and diverse group of individuals with the skills, knowledge, experience and character required to provide the leadership and range of expertise necessary for LII to achieve its business objectives, without reference to gender, quotas or targets. As a result of the Company's approach to selecting from a wide and diverse group of qualified individuals, the level of representation of women on the Board is not considered in identifying and nominating candidates for election or re-election to the Board. Because the Company is committed to selecting from the widest possible pool of qualified individuals for any Board appointment, it does so without reference to quotas or targets, as such, the Board has not adopted a target regarding representation of women on its Board.

As with representation of women on the Board, the level of representation of women on the executive team is not considered in making executive officer appointments. The Board has not adopted a target regarding women on its executive management team. Because the Company is committed to selecting from the widest pool of qualified individuals for any executive appointment, it does so without reference to quotas or targets.

Number of Women on the Board and in Executive Officer Positions

- 0/7 (0%) of the directors on the Board are women.

- 1/8 (12%) of the executive officers of LII are women.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Information Circular to the knowledge of the directors and officers of the Company, none of the directors or executive officers of the Company, nor any person or company that beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the voting rights attached to all outstanding voting securities of the Company, nor any of their respective associates or affiliates, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information of the Company is provided in the financial statements and management's discussion and analysis of the Company for the most recently completed financial year. Copies of the financial statements and management's discussion and analysis of the Company may be found on SEDAR or obtained from the Executive Assistant at Suite 850, 635 - 8th Avenue SW, Calgary, Alberta, T2P 3M3 or by facsimile at (403) 930-6811.

APPENDIX A
BOARD MANDATE

LOGAN INTERNATIONAL INC.
(THE "COMPANY")

The following is the official Board Mandate:

Policy Statement

The Board of Directors (the "**Board**") of the Company has the responsibility to oversee the conduct of the business of the Company and to oversee the activities of management who are responsible for the day-to-day conduct of the business of the Company.

Composition and Operation

The Board is to be constituted of a majority of individuals who qualify as unrelated directors. An unrelated director is one who is independent of management and is free from any interest and any business or other relationship, which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interest of the Company other than interests and relationships arising from shareholdings.

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its Chairman, nominating candidates for election to the Board, constituting committees of the full Board and determining compensation for the directors. Subject to the Articles and By-Laws of the Company and the Alberta *Business Corporations Act*, the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

Responsibilities

The Board's fundamental objectives are to enhance and preserve long-term Shareholder value, to ensure the Company meets its obligations on an ongoing basis and that the Company operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests that its other stakeholders such as employees, customers and communities may have in the Company. In broad terms, the stewardship of the Company involves the Board in strategic planning, financial reporting, risk management and mitigation, senior management determination, communication planning and internal control integrity.

Specific Duties

1. Legal Requirements

    (a) the Board has the oversight responsibility for meeting the Company's legal requirements and for properly preparing, approving and maintaining the Company's documents and records.

    (b) The Board has the statutory responsibility to:

        (i) manage the business and affairs of the Company;

        (ii) act honestly and in good faith with a view to the best interests of the Company;

        (iii) exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and

(iv) act in accordance with its obligations contained in the Alberta *Business Corporations* Act and the regulations thereto, the Articles and By-Laws of the Company, and other relevant legislation and regulations.

(c) The Board has the statutory responsibility for considering the following matters as a full Board which under law may not be delegated to management or to a committee of the Board:

(i) any submission to the Shareholders of a question or matter requiring the approval of the Shareholders;

(ii) the filling of a vacancy among the Directors;

(iii) the issuance of securities;

(iv) the declaration of dividends;

(v) the purchase, redemption or any other form of acquisition of shares issued by the Company;

(vi) the payment of a commission to any person in consideration of his/her purchase or agreeing to purchase shares of the Company from the Company or from any other person, or procuring or agreeing to procure purchasers for any such shares;

(vii) the approval of management proxy circulars; and

(viii) the approval of any take-over bid circular or Directors' circular.

2. Independence

The Board shall have the responsibility to:

(a) implement appropriate structures and procedures to permit the Board to function independently of management;

(b) implement a system which enables the Board to engage an outside advisor at the expense of the Company in appropriate circumstances; and

(c) provide an orientation and education program for newly appointed members of the Board.

3. Strategy Determination

The Board shall:

(a) adopt and annually review a strategic planning process and approve the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the business; and

(b) annually review operating and financial performance results relative to established strategy, budgets and objectives.

4. Managing Risk

The Board has the responsibility to understand the principal risks of the business in which the Company is engaged, to achieve a proper balance between risks incurred and the potential return to Shareholders, and to confirm that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Company.

5. Appointment, Training and Monitoring of Senior Management

The Board shall:

(a) appoint the Chief Executive Officer ("**CEO**") and senior officers, approve (upon recommendations from the Compensation Committee) their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing Shareholder value;

(b) ensure that a process is established that adequately provides for succession planning, including the appointment, training and monitoring of senior management; and

(c) establish limits of authority delegated to management.

6. Reporting and Communication

The Board has the responsibility to:

(a) verify that the Company has in place policies and programs to enable the Company to communicate effectively with its Shareholders, other stakeholders and the public generally;

(b) verify that the financial performance of the Company is adequately reported to Shareholders, other security holders and regulators on a timely and regular basis;

(c) verify that the financial results are reported fairly and in accordance with generally accepted accounting standards;

(d) verify the timely reporting of any other developments that have a significant and material impact on the value of the Company; and

(e) report annually to Shareholders on its stewardship of the affairs of the Company for the preceding year.

7. Monitoring and Acting

The Board has the responsibility to:

(a) review and approve the Company's financial statements and oversee the Company's compliance with applicable audit, accounting and reporting requirements;

(b) verify that the Company operates at all times within applicable laws and regulations to the highest ethical and moral standards;

(c) approve and monitor compliance with significant policies and procedures by which the Company is operated;

(d) monitor the Company's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;

(e) take such action as it determines appropriate when performance falls short of its goals and objectives or when other special circumstances warrant; and

(f) verify that the Company has implemented adequate internal control and information systems which ensure the effective discharge of its responsibilities.

8. Environmental, Health and Safety Matters

The Board shall review the effectiveness and adequacy of safety and environmental control, reporting, training and response procedures, which may include:

(a) discussing the Company's safety and environmental policies with management;

(b) discussing safety and environmental standards with management in relation to current regulations;

(c) reviewing the Company's procedures for identifying, controlling, reporting and responding to safety and environmental incidents;

(d) monitoring the Company's safety and environmental training and staff evaluation practices;

(e) reviewing the Company's system of record keeping and obtaining base-line environmental data;

(f) reviewing the Company's methods of evaluating compliance with its policies and regulatory requirements and discussing the results with management; and

(g) reviewing the Company's accounting and reporting of environmental costs, liabilities and contingencies.

9. Other Activities

(a) the Board shall prepare and distribute the schedule of Board meetings for each upcoming year; and

(b) the Board may perform any other activities consistent with this mandate, the By-Laws of the Company and any other governing laws as the Board determines necessary or appropriate.