

## **ENTERPRISE OILFIELD GROUP, INC.**

### **MANDATE OF THE COMPENSATION COMMITTEE**

#### **Adoption**

The Board of Directors (the "Board") of Enterprise Oilfield Group, Inc. (the "Company") adopted this Mandate by resolution dated March 23, 2007.

#### **Policy Statement**

1. It is the policy of the Company to establish and maintain a Compensation Committee (the "Committee") to assist the Board in carrying out its responsibility for the human resources and compensation policies and processes of the Company and its subsidiaries.
2. The Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board, including administrative support.
3. If determined necessary by the Committee, it will have the discretion to investigate and conduct reviews of any human resource or compensation matter including the standing authority to retain experts and, with approval of the Board, special counsel.

#### **Composition**

1. The Committee shall consist of a minimum of three trustees. The Board shall appoint the members of the Committee. The Board shall appoint one member of the Committee to be the Chair of the Committee.
2. Provided that the shares of the Company are listed for trading on the Toronto Stock Exchange, each member appointed to the Committee shall be "independent" (as such term is defined in Proposed Multilateral Policy 58-201 of the Canadian Securities Administrators entitled "Effective Corporate Governance").
3. A member appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board and or until his or her resignation.

#### **Meetings**

1. The committee shall convene a minimum of one time each year at such dates, times and places as may be designated or approved by the Chair of the Committee, and shall meet whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer ("CEO").
2. Notice of each meeting of the Committee shall be given to each member of the Committee who shall attend whenever requested to do so by a member of the Committee.

3. Notice of a meeting of the Committee shall:
  - a. be in writing;
  - b. state the nature of the business to be transacted at the meeting in reasonable detail;
  - c. to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
  - d. be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
4. A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review, and, if necessary, approval of certain important matters by all members of the Committee.
5. Any member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at the meeting.
6. In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting.
7. The members of the Committee shall choose one of the persons present to be the Secretary of the meeting. Such person is not required to be a Committee member.
8. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the Secretary of the meeting. Such minutes shall be filed with the Corporate Secretary of the Company at the earliest opportunity after each meeting.
9. A resolution in writing, signed by all of the members of the Committee entitled to vote on that resolution at a meeting of the Committee and filed with the Corporate Secretary of the Company, is valid as if it had been passed at a meeting of the Committee.
10. The committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

## **Responsibilities**

1. The Committee's primary responsibilities are to review and make recommendations to the Board in respect of:
  - a. human resource policies, practices and structures of the Company and its subsidiaries (to monitor consistency with the Company's goals and near and long-term strategies, support of operational effectiveness and efficiency, and maximization of human resources potential);
  - b. compensation policies and guidelines;
  - c. management incentive and perquisite plans and any non-standard remuneration plans;
  - d. senior management, executive and officer appointments and their compensation;
  - e. management succession plans, management training and development plans, termination policies and termination arrangements;
  - f. senior human resource (organizational) structure of the Company and its subsidiaries; and
  - g. Board compensation matters.

## **Duties**

1. In carrying out its responsibilities, the Committee shall:
  - a. annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package of the CEO, all other officers of the Company and its subsidiaries, all employees of the Company and its subsidiaries at a salary level at or above a certain amount established by the Committee from time to time, and such other key employees of the Company or its subsidiaries as may be identified by the CEO and approved by the Committee (collectively, the "Designated Employees");
  - b. annually review the performance goals and criteria for the CEO and evaluate the performance of the CEO against such goals and criteria and recommend to the Board the amount of regular and incentive compensation to be paid to the CEO;
  - c. annually review and make a recommendation to the Board regarding the CEO's performance evaluation of Designated Employees and the CEO's recommendations with respect to the amount of regular and incentive compensation to be paid to such Designated Employees;

- d. review and make a recommendation to the Board regarding any employment contracts or arrangements with each of the Designated Employees, including any retiring allowance arrangements or any similar arrangement to take effect in the event of a termination of employment;
- e. periodically, review the compensation philosophy statement of the Company and make recommendations for change to the Board as considered necessary;
- f. from time to time, review and make recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters;
- g. annually, in conjunction with the Company's general and administrative budget, review and make recommendations to the Board regarding compensation guidelines for the forthcoming budget period;
- h. review and make recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the board approve awards to eligible participants;
- i. review and make recommendations to the Board regarding incentive stock option plans or any other long term incentive plans and to the extent delegated by the Board, approve grants to participants and the magnitude and terms of their participation;
- j. as required, fulfill the obligations assigned to the Committee pursuant to any other employee benefit plans approved by the Board;
- k. annually, prepare or review the report on executive compensation required to be disclosed in the Company's information circular or any other human resource or compensation matter required to be publicly disclosed by the Company;
- l. periodically, but at least every third year, review and make a recommendation to the Board regarding the compensation of the Board of Directors;
- m. review and make recommendations to the Board regarding any material outside community or professional service or outside Board opportunities being considered by Designated Employees prior to their acceptance of such positions;
- n. as required, in the Committee's sole discretion, retain and terminate any compensation consultant to be used to assist in the evaluation of the Designated Employees and obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to approve such consultant's or advisor's fees and other retention terms. The Committee may meet separately with such consultants and advisors;

