

SOURCE ENERGY SERVICES LTD.
TECHNICAL COMMITTEE MANDATE

Section 1 Purpose

The Technical Committee (the **Committee**) is a committee of the board of directors (the **Board**) of Source Energy Services Ltd. (the **Company**). The primary function of the Committee is to assist the Board by overseeing the preparation of reports of scientific or technical information of the Company, including of mineral reserves (**Reserves**) and mineral resources (**Resources**) or other information within the scope of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects (NI 43-101)*, and undertaking such other technical tasks or reviews as the Board may from time to time request.

Section 2 Composition and Meetings

- (a) The Committee shall be comprised of at least two directors of the Company who are appointed by the Board. A majority of the members of the Committee shall be “independent” for the purposes of National Policy 58-201 – *Corporate Governance Guidelines* and each member shall (or shall become within a reasonable period of time after appointment) familiar with reading and understanding technical reports and other disclosure made in accordance with or pursuant to NI 43-101.
- (b) The members of the Committee and its Chair shall be elected by the Board on an annual basis, or until they are removed or their successors are duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.
- (c) The members of the Committee may be removed or replaced by the Board at any time. The Chair may be removed by the Board at any time. Any member who is a director shall automatically cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of the powers of the Committee, so long as a quorum remains.
- (d) The Committee may delegate any or all of its functions to any of its members or any sub-set thereof, or other persons, from time to time as it sees fit.
- (e) The Committee shall meet at least once per annum and more frequently as circumstances require. The Committee may ask members of management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.
- (f) The Committee may if considered appropriate, conduct or authorize investigations into any matters within the Committee’s scope of activities. The Committee is empowered to retain independent counsel, accountants or other experts and other professionals to assist it in the conduct of any such investigation or otherwise as it determines necessary to carry out its duties. The Committee may set and pay (at the expense of the Company) the compensation for any such advisors.
- (g) At all meetings of the Committee every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote. Any matters upon which the majority will of a duly constituted meeting in which a quorum participated cannot be determined shall be referred to the full Board.
- (h) A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.
- (i) Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon 48 hours’ notice to each of its members. The notice period may be waived by all members of the Committee. Each of the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer or the Corporate Secretary shall also be entitled to call a meeting.
- (j) Agendas shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings. It will be considered best practice, but not necessary, to allow the Chair to approve any proposed meeting agenda. Minutes of each meeting will be recorded and circulated to directors who are not members of the Committee or otherwise made available at subsequent meetings of the Board.
- (k) Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Board by the Committee Chair.

Section 3 Role

In addition to the matters described in Section 1, and any other duties and authorities delegated to it by the Board from time to time, the role of the Committee is to:

1 *General*

- (a) Review, annually, and recommend to the Board changes to this Mandate, as considered appropriate from time to time.
- (b) Record minutes of its meetings, review them for errors or omissions and submit them to the Corporate Secretary who will file them and make them available to any Director.

2 *Technical Matters*

- (a) Review the selection and qualifications of the qualified person (within the meaning of NI 43-101) (**Qualified Person**) retained by the Company to prepare or oversee the preparation of scientific or technical information or estimates of Reserves or Resources or other information within the scope of NI 43-101.
- (b) Annually, prior to disclosure by the Company of scientific or technical information of the Company including Reserves or Resources or other information within the scope of NI 43-101 (collectively the **Annual 43-101 Report**), meet with the Qualified Person (including *in camera*) to:
 - (i) re-confirm the Qualified Person's independence;
 - (ii) receive, and review with the Qualified Person, the Annual 43-101 Report and the report of the Qualified Person thereon;
 - (iii) determine the information available to the Qualified Person for review in preparation of the Annual 43-101 Report and any restrictions on the receipt or use of any such information;
 - (iv) determine whether there were any areas of disagreement between the Qualified Firm and the Company, and if so how such disagreement(s) were resolved;
 - (v) confirm that the Annual 43-101 Report is prepared in accordance with NI 43-101 (including Form 43-101F1); and
 - (vi) undertake such other matters as the Committee may determine to be necessary or advisable in order to fulfill its duties hereunder.
- (c) Review, on an ad-hoc basis as requested by the Board from time to time, disclosure by the Company of, or other matters relating to, scientific or technical information of the Company including Reserves or Resources or other information within the scope of NI 43-101.
- (d) Periodically review the Company's internal controls and disclosure controls and procedures relating to Reserve and Resource estimation, and disclosure of scientific or technical information of the Company including Reserves or Resources or other information within the scope of NI 43-101, including procedures for providing information to a Qualified Person and complying with NI 43-101.
- (e) Undertake such other technical tasks or review such other technical matters as the Board may determine from time to time.

3 *Reporting Process*

Submit to the Board, as a whole, reports of the Committee in respect of scientific or technical information of the Company including Reserves or Resources or other information within the scope of NI 43-101, and such other technical matters as requested by the Board from time to time. Such reports may be oral or in writing. Unless such matters are delegated specifically to the Committee, the Committee shall only make recommendations to the Board for their consideration and approval, if appropriate. The Board will then have the authority to instruct management to implement the Board's directives.

Approved by the Board on March 14, 2018.