

## Terms of Reference for the Chair of the Audit Committee

The following sets forth the terms of reference for the chairperson (the "**Chair**") of the Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of ClearStream Energy Services Inc. (the "**Corporation**"):

### I. Introduction

- The Chair is appointed annually by and reports to the Board;
- The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the Charter of the Committee;
- The Chair works with the Chief Financial Officer of the Corporation (the "**CFO**") to ensure an effective working relationship with Committee members;
- The Chair maintains on-going communications with the CFO and with such other officers and employees of the Corporation as the Chair determines appropriate; and
- The Chair, in conjunction with the Committee, maintains ongoing communications with the external auditors of the Corporation.

### II. Duties and Responsibilities

The Chair has the responsibility to:

- Lead the Committee in overseeing the work of the Corporation's financial management team and external auditors;
- Lead the Committee in overseeing the integrity of the Corporation's financial statements, financial reporting process, audit process, systems of internal controls and procedures over accounting and financial reporting, and compliance with applicable legal and regulatory requirements; and
- Report regularly to the Board, including a report at each Board meeting on the Committee's meeting(s) held since the previous Board meeting.

#### Managing the Committee

The Chair has the responsibility to:

- Assist the Committee in understanding its obligations to the Board and pursuant to law;
- Ensure that the responsibilities of the Committee, as set out in its Charter, are well understood by the members of the Committee and are discharged as effectively as possible;

- Chair meetings of the Committee;
- Establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate and in accordance with the Charter of the Committee, including:
  - (i) Committee meetings shall be called by the Chair at the request of any member of the Committee or at the request of the Corporation's external auditors, (ii) the Committee will meet on a quarterly basis and will hold special meetings if circumstances require, (iii) the Committee will meet periodically with the external auditors and will meet at least once a year with the external auditors without management present and report to the Board on such meetings, and (iv) at each meeting of the Committee, an opportunity will be provided for the Committee to meet without management present;
- Ensure the co-ordination of the agenda, information packages and related events for Committee meetings with the support of the CFO;
- Maintain a liaison and communication with and among, and co-ordinate input from, Committee members, other members of the Board and the Board Chairperson as a means of optimizing the effectiveness of the Committee;
- With the support of the CFO, ensure information requested by Committee members is provided and meets their needs; and
- Assist the Board with its review of the performance and suitability of Committee members and, if requested, make recommendations to the Board regarding the composition of the Committee.

*These Terms of Reference were approved by the Board of Directors on May 6, 2021.*