



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND MANAGEMENT INFORMATION CIRCULAR**

TO BE HELD ON APRIL 22, 2021



LETTER FROM THE CHAIR OF THE BOARD

March 15, 2021

Dear Shareholder:

The annual meeting of the shareholders of Pulse Seismic Inc. will be held at 3:00 p.m. (MDT) on April 22, 2021 at the offices of Pulse Seismic Inc. in Calgary, Alberta.

Recognizing the widespread restrictions on public events as a protection of individual and public safety in light of the ongoing COVID-19 pandemic, we anticipate holding a hybrid in-person and webcast meeting. We will have a minimum number of in-person attendees to conduct the formal part of the business meeting and will provide those participating through webcast the ability to ask questions. I strongly encourage you to vote electronically instead of attending the meeting in person. In-person attendance by directors and management of the Company will be limited, and will be subject to the advice and guidance of the federal and provincial health ministries and other governmental authorities and orders at the time of the meeting.

Your vote is important. I reiterate, please vote by proxy or voting instruction form.

If you intend to vote against or withhold from voting on any item on the agenda, then I ask that you first contact either the Chair of the Board or the Chair of the Corporate Governance and Nominating Committee to discuss your concerns. A vote against or a withhold vote clearly is an attempt to give the Board a message that you believe we can do a better job. But not delineating the reason for your vote of disapproval leaves us only to guess at those concerns. A secure, confidential link to contact us can be found on Pulse's corporate website at www.pulseseismic.com/contact-the-board/ under "About Us" and "Contact the Board". Please keep this link, as throughout the year we welcome feedback so as to improve our representation of you, the owners.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Robotti', with a stylized flourish at the end.

Robert Robotti,
Chair of the Board
Pulse Seismic Inc.



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS ON APRIL 22, 2021

The annual meeting of the shareholders of Pulse Seismic Inc. (the “Corporation”) will be held on Thursday, April 22, 2021 at 3:00 p.m. (MDT) in the offices Pulse Seismic Inc., Suite 2700, 421-7th Avenue S.W, Calgary, Alberta for the following purposes:

1. To receive the audited consolidated financial statements for the year ended December 31, 2020 and the auditor’s report on those statements.
2. To set the number of directors at six (6).
3. To elect six (6) directors to hold office for the following year.
4. To appoint MNP LLP as auditors for 2021 and authorize the Board of Directors of the Corporation to fix the auditors’ remuneration.
5. To hold an advisory vote on the Corporation’s approach to executive compensation.
6. To transact any other business that may properly come before the meeting.

The details of these matters are contained in the accompanying Information Circular.

If you are a shareholder of record on March 15, 2021, you are entitled to vote at the meeting.

If you are a registered shareholder, you will receive a form of proxy from our transfer agent, Computershare. If you are unable to attend the meeting, please vote as specified in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 3:00 p.m. on April 20, 2021 or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the meeting. As noted by the Chair of the Board of the Corporation, you are asked to vote electronically and not attend the meeting in person.

If you are a beneficial (non-registered) shareholder, you will receive a Voting Instruction Form from your intermediary. Please return your voting instructions to your intermediary in accordance with the instructions and time limits specified in the Voting Instruction Form. A Voting Instruction Form is not a proxy and cannot be accepted by our transfer agent or used to vote at the meeting.

The Corporation will issue a press release on April 19, 2021 to provide shareholders with instructions related to attending the annual meeting by webcast or by any alternate means as may be applicable. The press release will also be available on SEDAR (www.sedar.com).

By order of the board,

A handwritten signature in blue ink, appearing to read 'Catherine Samuel'.

Catherine Samuel
Corporate Secretary
Calgary, Alberta, Canada
March 15, 2021



MANAGEMENT INFORMATION CIRCULAR
dated March 15, 2021

GENERAL INFORMATION

This management information circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of Pulse Seismic Inc. (“Pulse” or the “Corporation”) for use at the Annual Meeting of the shareholders of the Corporation (the “Meeting”) to be held on Thursday, April 22, 2021 at 3:00 p.m. (MDT) in the offices of Pulse Seismic Inc., Suite 2700, 421 - 7th Avenue S.W., Calgary, Alberta, and at all adjournments of that meeting.

Date of Information

Information in this Circular is as of March 15, 2021, unless otherwise noted.

Solicitation of Proxies

Proxies are being solicited by management primarily by mail but may also be solicited in person or by telephone, fax or email by the management of Pulse. All costs associated with proxy solicitation will be paid by Pulse.

Common Shares

At the close of business on March 15, 2021 there were 53,793,317 common shares outstanding. All Pulse shares trade on the Toronto Stock Exchange under the trading symbol PSD and on the OTCQX under the symbol PLSDF. The holders of common shares are entitled to one vote for each share held.

Quorum

Pulse’s by-laws provide that a quorum for transacting business at a shareholders meeting is two (2) shareholders holding at least five percent (5%) of the shares entitled to vote at the meeting, present in person or by proxy.

Registered and Beneficial Shareholders

You are a registered shareholder if your shares are held in your own name and you possess your share certificate.

You are a beneficial shareholder if your shares are registered and held by an intermediary on your behalf. An intermediary can be a bank, a trust company, a securities broker, an RRSP trustee or other nominee.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Communications with Registered and Beneficial Shareholders

Pulse is not sending proxy-related materials for the Meeting to registered shareholders or beneficial shareholders using notice-and-access.

Pulse is not sending proxy-related materials directly to NOBOs (non-objecting beneficial owners) under NI 54-101.

Pulse intends to pay for an intermediary's reasonable expenses to forward to OBOs (objecting beneficial owners) under NI 54-101 the proxy-related materials for the Meeting and Form 54-101F7 (Request for Voting Instructions made by an Intermediary).

Ownership or Control or Direction of 10% or more of Common Shares

Based upon public filings, the following persons or companies beneficially own, or control or direct, directly or indirectly, 10% or more of Pulse's common shares:

Name	Number of common shares	% of outstanding common shares
Ravenswood Management Company ⁽¹⁾	8,745,423	16.3
EdgePoint Investment Group Inc.	13,234,355	24.6
Burgundy Asset Management Ltd.	6,218,961	11.6

(1) Ravenswood Management Company, L.L.C. of Massapequa, New York exercises control or direction but not direct ownership over 8,745,423 common shares of Pulse, representing approximately 16.3% of the issued and outstanding common shares. Robert Robotti, a principal of Ravenswood Management Company, L.L.C., has been a director of Pulse since 2007.

To the knowledge of the Corporation's directors and executive officers, no other person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of Pulse's common shares.

Annual and Interim Financial Statements

If you are a registered shareholder, you will automatically receive the annual financial statements. To receive the interim financial statements, please follow the instructions listed on your proxy or you may register online to receive financial report(s) by mail at www.computershare.com/maillinglist. If you are a beneficial shareholder and would like to receive the interim and annual financial statements, please fill out the attached Supplemental Card and return it in the self-addressed envelope provided to you in the package.

GENERAL VOTING INFORMATION

Record Date

If you hold common shares at the close of business on March 15, 2021 (the “Record Date”) you are entitled to one vote for each common share at the Meeting.

Appointment of Proxy

The persons named as proxyholder are Mr. Neal Coleman, President and Chief Executive Officer and Ms. Pamela Wicks, Vice President Finance and Chief Financial Officer of Pulse.

As a shareholder you have the right to appoint a person or company to represent you at the Meeting other than the persons designated on the form of proxy. To do so, insert the name of such other person or company in the blank space provided in the form of proxy and deposit the proxy with our transfer agent, Computershare (“our transfer agent”), as specified in the form of proxy.

The shares represented by the proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for, and if you specify a choice with respect to any matter to be voted on, the shares will be voted accordingly. **If no instructions are specified, the shares will be voted FOR the matter to be voted on.**

Amendments or Variations or other Matters

The form of proxy confers discretionary authority on the proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. Management is not aware of any amendments or variations to the proposed matters or any other matters which may be presented at the Meeting. If any amendments or variations or other matters are properly presented at the Meeting, your proxyholder will vote in their discretion.

Voting Questions

Please contact our transfer agent directly at 1-800-564-6253 (*Canada and the United States*) or 514-982-7555 (*International Direct Dial*).

VOTING INSTRUCTIONS FOR REGISTERED SHAREHOLDERS

You are a registered shareholder if your shares are held in your own name and you possess your share certificate.

How you can Vote by using your Form of Proxy:

As a registered shareholder, you may vote by mail or by internet, as specified in the form of proxy. A proxy will not be valid unless it is deposited with our transfer agent, Computershare (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 3:00 p.m. (Mountain Time) on April 20, 2021 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

If you are Revoking your Proxy:

Under the Canada Business Corporations Act, you have the right to revoke your proxy. A written statement revoking your proxy must be received at the offices of Pulse up to and including the last business day preceding the day of the Meeting, or you may deliver your written statement revoking your proxy directly to the Chair of the Meeting on the day of the Meeting.

VOTING INSTRUCTIONS FOR BENEFICIAL SHAREHOLDERS

You are a beneficial shareholder if your shares are registered and held by an intermediary on your behalf. An intermediary can be a bank, a trust company, a securities broker, an RRSP trustee or other nominee.

How you can Vote by using your Voting Instruction Form:

As a beneficial shareholder, you will receive a Voting Instruction Form from your intermediary. Please return your voting instructions to your intermediary in accordance with the instructions and time limits specified in the Voting Instruction Form. A Voting Instruction Form is not a proxy, and cannot be accepted by our transfer agent or used to vote at the Meeting.

If you are Revoking your Voting Instructions:

Only registered shareholders have the right to revoke a proxy. If you wish to change your vote or revoke your voting instructions, you must arrange directly with your intermediary in advance of the Meeting. A revised proxy must be sent by your intermediary to our transfer agent, to be received by our transfer agent no later than 3:00 p.m. (MDT) on April 18, 2021.

ADVANCE NOTICE BY-LAW

The Corporation adopted an Advance Notice By-law (the "By-law") effective March 14, 2013, as confirmed by the shareholders at the Annual and Special Meeting on May 22, 2013.

The By-law requires advance notice to be given to Pulse by any shareholder who wishes to nominate a person for election as a director. For an annual meeting of shareholders, notice must be given to Pulse not less than 30 days nor more than 65 days prior to the date of the meeting. Details of the nomination procedure, notice requirements and eligibility requirements for nomination are found in the By-law.

A copy of the By-law is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulseseismic.com. Shareholders may obtain a copy of the By-law, without charge, by contacting the Vice President Finance and CFO, Pulse Seismic Inc., 2700, 421 – 7th Avenue SW, Calgary, Alberta, T2P 4K9 or by email at info@pulseseismic.com.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Setting Number of Directors

It is proposed that the number of directors to be elected to the board of directors (the "Board") at the Meeting be set at six (6).

The ordinary resolution setting the number of directors must be approved by a simple majority of the votes cast by shareholders voting in person or by proxy.

2. Election of Directors

The following directors are nominees for election as directors, each of whom will hold office until the next annual meeting of shareholders or until a successor is elected or appointed.

Neal Coleman

Calgary, Alberta

Canada

Director Since: December 2017

Non-Independent

Committees:

- Environment, Health & Safety

Areas of Expertise:

- Seismic Data
- Sales and Marketing
- Business Development
- Investor Relations

Mr. Coleman has 20 years of experience in the seismic data library business. He began his career with Pulse Seismic Inc. in August 2004. He was appointed President and CEO in November 2012, after serving over four years as the Vice President of Sales and Marketing. From August 2004 to March 2008 he held the roles of Sales and Marketing Representative and Manager of the Sales and Marketing department. From March 2001 to July 2004 he was a Marketing Representative for Seitel Canada Ltd.

Mr. Coleman completed his Bachelor of Applied Business and Entrepreneurship at Mount Royal University in Calgary in 1999 and has a Petroleum Engineering Applications Certificate from SAIT Polytechnic in Calgary in 2004. He has also completed numerous executive education courses at Ivey Business School and Queen's University. In 2020 Mr. Coleman obtained the ICD.D designation from the Institute of Corporate Directors.

Securities Held:

Common Shares ⁽¹⁾: 338,508

PSU's and RSU's ⁽²⁾: 179,722

Total Common Shares, RSU's and PSU's: 518,230

Total Market Value of Common Shares, RSU's and PSU's ⁽³⁾: \$839,533

Other Public Company Boards: None

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	34,936,207	36,594	34,972,801
% of Votes	99.9%	0.10%	100%

Paul Crilly ⁽⁴⁾**Calgary, Alberta****Canada****Director Since:** May 2017**Independent****Committees:**

- Audit and Risk
- Corporate Governance and Nominating

Areas of Expertise:

- Finance
- Accounting
- Oil and Gas Services
- Mergers and Acquisitions

Mr. Crilly has 28 years of experience in the oil and gas services and equipment industry. From 2005 to 2010, he was President and CEO of Norex Exploration Services Inc. a TSX-listed seismic acquisition company. From 2010 to 2015, Mr. Crilly held the position of Managing Director, Energy at K2 & Associates Investment Management Inc. where he focused on the management and restructuring of exploration and production company investments. From 2015 to 2016, he continued his restructuring work with a large private international oil and gas services company. Mr. Crilly was President and CEO of Evolution Engineering Inc., a developer and manufacturer of horizontal drilling technologies from 2016 to 2020. Mr. Crilly has served on numerous public and private boards in the energy industry and continues to serve on two private oil and gas service company boards.

Mr. Crilly holds his Institute of Corporate Directors Designation and is a Chartered Professional Accountant of Alberta. He has a Bachelor of Commerce degree from the University of Saskatchewan.

Securities Held:Common Shares ⁽¹⁾: 20,842RSU's ⁽²⁾: 12,730

Total Common Shares and RSU's: 33,572

Total Market Value of Common Shares and RSU's ⁽³⁾: \$54,387**Other Public Company Boards:** Vier Capital Corp. (TSX-V)

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	34,932,401	40,400	34,972,801
% of Votes	99.88%	0.12%	100%

Dallas Droppo

Carefree, Arizona

USA

Director Since: May 2018

Independent

Committees:

- Audit and Risk
- Compensation
- Corporate Governance and Nominating

Areas of Expertise:

- Oil and Gas
- Oil and Gas Services
- Geology
- Finance
- Securities and M and A
- Corporate Governance

Securities Held:

Common Shares ⁽¹⁾: 5,302

RSU's ⁽²⁾: 14,906

Total Common Shares and RSU's: 20,208

Total Market Value of Common Shares and RSU's ⁽³⁾: \$32,737

Other Public Company Boards: None

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	34,927,542	45,259	34,972,801
% of Votes	99.87%	0.13%	100%

Mr. Droppo was, until his retirement in January 2018, a senior partner at the law firm of Blake, Cassels & Graydon LLP where for 27 years he had an oil & gas practice. Mr. Droppo acted as legal counsel on large, complex securities transactions and significant business mergers and acquisitions. A significant portion of Dallas' practice involved acting for oil & gas, pipeline and midstream companies in joint ventures, partnerships, and strategic alliances regarding major greenfield and expansion projects. He regularly advised several service companies. Before a career in law, Dallas was an exploration geologist with a multi-national oil company. In 2002, he was appointed Queen's Counsel.

Dallas has been a director, trustee or officer of numerous oil & gas companies, including TriStar Oil & Gas Ltd., Real Resources Inc., Burmis Energy Inc., Pembina Pipeline Income Fund, Iteration Energy Ltd., Norex Exploration Services Inc. and Mart Resources, Inc.

Dallas obtained a geology degree (B.Sc.) at the University of Calgary in 1975, a law degree (LL.B) from the University of Alberta in 1979 and received the ICD.D designation from the Institute of Corporate Directors in 2011.

Grant Grimsrud

Calgary, Alberta

Canada

Director Since: May 2018

Independent

Committees:

- Environment, Health and Safety
- Compensation

Areas of Expertise:

- Oil and Gas
- Oil and Gas Services
- Geology/Geophysical
- Safety and Environment

Securities Held:

Common Shares ⁽¹⁾: 5,302

RSU's ⁽²⁾: 14,906

Total Common Shares and RSU's: 20,208

Total Market Value of Common Shares and RSU's ⁽³⁾: \$32,737

Mr. Grimsrud is an independent businessman with 40 years of oil and gas industry experience. From 1981 through 1995 Mr. Grimsrud worked for Home Oil Company Limited as a petroleum engineer in positions of ever-increasing responsibility. Subsequently, Mr. Grimsrud became the first President and CEO of Scimitar Hydrocarbons Corporation, a company focussed on developing oil and gas reserves in Africa and the United Arab Emirates. From 1997 through 2003 Mr Grimsrud provided petroleum engineering consulting services to a number of clients. In addition, during this time period, he founded and ultimately sold an oil and gas producing company as well as a petroleum industry waste disposal company. From 2003 through 2005 Mr. Grimsrud was President and COO of Northpoint Energy Inc., a private oil and gas company after which he resumed his independent consulting practice until 2009. From 2009 to 2010 Mr. Grimsrud was COO of Great Plains Exploration Inc. From 2011 to present Mr. Grimsrud has been an independent petroleum engineering consultant.

Mr. Grimsrud received a B.Sc. in Engineering (with Distinction) from the University of Alberta in 1981 and a M.Sc. in Natural Gas Engineering and Management from the College of Petroleum Studies in Oxford, England and Salford University in Manchester, England in 1991. He is a member of APEGA, APEGBC and SPE.

Other Public Company Boards: None

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	34,934,309	38,492	34,972,801
% of Votes	99.89%	0.11%	100%

Robert Robotti ⁽⁵⁾
New York City, New York

USA

Director Since: December 2007

Independent

Committees:

- Audit and Risk
- Compensation
- Corporate Governance & Nominating

Areas of Expertise:

- Accounting
- Finance
- Investor Relations
- Mergers & Acquisitions
- Governance

Robert Robotti is the President and founder of Robotti & Company Advisors LLC, a U.S. registered investment advisor, and President and founder of Robotti Securities LLP, a U.S. registered broker-dealer. Robert Robotti is a member of the board of directors and the Reserves Committee of PrairieSky Royalty Ltd., an oil & gas royalty company, listed on the TSX: a member of the board of directors, and its Nominating and Governance Committee and Chairing its Compensation Committee of AMREP Corp., a real estate company which is listed on the NYSE. Mr. Robotti has been a director of Pulse since 2007, a member of the Audit Committee since 2008, a member of the Compensation Committee since 2011, and Chair of the Board since 2013.

Mr. Robotti received his Bachelor of Science in Business Administration from Bucknell University (Pennsylvania) in 1975 followed by an MBA in Accounting from Pace University (New York). Mr. Robotti is a member of the New York Society of Security Analysts.

Securities Held:

Common Shares ⁽¹⁾: 8,808,962

RSU's ⁽²⁾: 14,927

Total Common Shares and RSU's: 8,823,889

Total Market Value of Common Shares and RSU's ⁽³⁾: \$14,294,700

Other Public Company Boards: PrairieSky Royalty Ltd. (TSX) and AMREP Corp. (NYSE)

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	34,925,542	47,259	34,972,801
% of Votes	99.86%	0.14%	100%

Melanie Westergaard

Golden, Colorado

USA

Director Since: N/A

Independent

Committees:

N/A

Areas of Expertise:

- Seismic Data
- Oil and Gas
- Oil and Gas Services
- Geophysics
- Geology
- Safety and Environment

Ms. Westergaard is an independent businessperson with over 33 years global experience in the oil and gas industry. She began her career in the geophysical services industry with Western Geophysical followed by over 16 years with the multi-national oil company ARCO/BP where she held roles from geophysicist through to multi-asset management and leadership roles. She further honed her geophysical and managerial skills in a variety of geologic basins pursuing both unconventional and conventional play types with Forest Oil, Ovintiv and as a consultant for a number of oil and gas operators.

Ms. Westergaard has 16 years' experience on trade association boards and currently serves as a director on the Colorado School of Mines Board and is chapter treasurer for the Society of Independent Professional Earth Scientists.

Ms. Westergaard earned her Bachelor of Science in Geophysical Engineering, with a minor in Geological Engineering in 1987 from the Colorado School of Mines and attended Kellogg's School of Management Executive Education Program in 2003.

Securities Held: Nil

Other Public Company Boards: None

Voting Results of 2020 Annual Meeting: N/A

Notes:

- (1) “Common Shares” refers to the number of Common Shares of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by the nominee as at March 15, 2021.
- (2) “RSU’s” refers to the number of Restricted Share Units under the Corporation’s Long Term Incentive Plan that have been awarded, but have not yet vested. In the case of Neal Coleman, “PSU’s” refers to the number of Performance Share Units under the Corporation’s Long Term Incentive Plan that have been awarded, but have not yet vested.
- (3) “Total Market Value” is determined by multiplying the number of Common Shares and RSU’s (and in the case of Neal Coleman, PSU’s) held by each nominee as at March 15, 2021 by the closing price of the Common Shares on the TSX of \$1.62 on such date.
- (4) In January, 2015, Mr. Crilly was retained as Chief Financial Officer of Sanjel Corporation, a private oil and gas services company to coordinate its recapitalization in light of the severe downturn in the oil and gas industry. In March 2016, he was appointed Chief Restructuring Officer to lead a sales and investment solicitation process for the Company. The Company was subject to a proceeding under the Companies Creditors Arrangement Act (Canada) while this process was undertaken. He resigned his position in October 31, 2016 after agreements for the sale of the Company’s operations and subsidiaries were completed.
- (5) Mr. Robotti and his associates and affiliates (including Ravenswood Management Company L.L.C.) beneficially own, or control or direct, directly or indirectly, 8,808,962 common shares of Pulse, representing approximately 16.4% of the issued and outstanding common shares. Based upon public filings, Ravenswood Management Company, L.L.C. of Massapequa, New York exercises control or direction, but not direct ownership over 8,745,423 common shares of Pulse, representing approximately 16.3% of the issued and outstanding common shares. Robert Robotti, a principal of Ravenswood Management Company, L.L.C., has been a director of Pulse since 2007, and is a nominee for election as a director at the Meeting.

DIRECTORS SKILLS MATRIX

	Seismic Data Library Business	Oil & Gas	Oil & Gas Services	Geology/ Geophysical	Finance	Accounting	Securities and M&A	CEO/COO Experience	Safety & Environment	Compensation	Corporate Governance
Neal Coleman	X		X					X	X		
Paul Crilly		X	X		X	X	X	X	X		X
Dallas Droppo		X	X	X	X		X		X	X	X
Grant Grimsrud		X	X	X				X	X		
Robert Robotti	X	X	X		X	X	X	X		X	X
Melanie Westergaard	X	X	X	X					X		

Management does not anticipate that any of the nominees for election as directors will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the proxyholder reserves the right to vote for another management nominee in the proxyholder’s discretion.

The form of proxy permits each shareholder to vote “For” or “Withhold” for each nominee for election as a director separately, rather than voting for directors as a slate. Pulse adopted a Majority Voting Policy for individual directors in March 2009, as amended in January 2015.

Under this Policy:

- The form of proxy for voting at any shareholders' meeting where directors are to be elected will enable each shareholder to vote for, or withhold voting on, each nominee director separately.
- Any nominee for election as a director who receives a greater number of votes "withheld" than votes "for" such director's election (50% + 1 vote) shall immediately submit such director's resignation to the Board of Directors, to take effect upon acceptance by the Board of Directors.
- The Corporate Governance and Nominating Committee shall consider whether there are any exceptional circumstances and recommend to the Board whether or not to accept such resignation.
- The Board will consider the resignation within 90 days of the date of the shareholders meeting, taking into account the recommendation of the Corporate Governance and Nominating Committee. The Board shall accept the resignation absent exceptional circumstances.

For more information on this Policy, please see "Disclosure of Corporate Governance Practices, Item 6 – Nomination of Directors".

3. Appointment of Auditor

MNP LLP, Chartered Professional Accountants, of Calgary, Alberta will be nominated at the Meeting for appointment as independent auditors of the Corporation. MNP LLP were appointed as auditors of the Corporation by the Board on March 4, 2021 to replace KPMG LLP, Chartered Professional Accountants. As required by section 4.11 of National Instrument 51-102, included with this Circular as Schedule "A" are copies of the following materials which have been filed with securities regulatory authorities in connection with the change of auditors:

- Notice of Change of Auditors dated March 4, 2021;
- Letter from MNP LLP, Chartered Professional Accountants, dated March 4, 2021;
- Letter from KPMG LLP, Chartered Professional Accountants, dated March 5, 2021.

At the Meeting, Shareholders will be asked to approve the appointment of MNP LLP, Chartered Professional Accountants, as the independent auditors of the Corporation to hold office until the close of the next annual meeting of the Shareholders or until they are removed from office or resign, and to authorize the Board to fix the auditors' remuneration.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of MNP LLP, Chartered Professional Accountants, of Calgary, Alberta, as auditors of the Corporation and to authorize the directors to fix their remuneration.

The form of proxy permits each shareholder to vote “For” or “Withhold” for the reappointment of the auditor.

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	39,577,260	58,979	39,636,239
% of Votes	99.85%	0.15%	100%

4. “Say on Pay” Advisory Vote

The Board believes that shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Board has used in its approach to executive compensation decisions, and to have an advisory vote on the Corporation’s approach to executive compensation.

As part of the Board’s commitment to strong corporate governance, the Corporation holds an annual advisory vote on the Corporation’s approach to executive compensation. This annual shareholder advisory vote forms an integral part of its shareholder engagement process.

As the vote will be an advisory vote, the results will not be binding upon the Board. However, the Board will consider the results of the vote when considering its approach to executive compensation in the future.

The Corporation will disclose the results of the shareholder advisory vote as part of its report on voting results for the Meeting.

If the shareholder advisory vote is not approved, the Board will consult with its shareholders (particularly those who are known to have voted against it) to understand their concerns and will review the Corporation’s approach to executive compensation in light of those concerns.

Shareholders that vote against the resolution are encouraged to contact the Chair of the Board to explain their concerns. A secure, confidential link to contact the Chair of the Board can be found on Pulse’s corporate website at www.pulseseismic.com/contact-the-board/, under “About Us” and “Contact the Board”.

At the Meeting, shareholder will be asked to vote on the following resolution:

“RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors that the shareholders accept the approach to executive compensation disclosed in the Information Circular dated March 15, 2021.”

Approval of this resolution will require approval by a simple majority of the votes cast by shareholders in person and by proxy.

The Board of Directors unanimously recommends that shareholders vote FOR this resolution.

Voting Results of 2020 Annual Meeting:			
	Votes For	Votes Withheld	Total
# of Votes	34,896,929	75,872	34,972,801
% of Votes	99.78%	0.22%	100%

STATEMENT OF EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE:

The following table summarizes compensation for each Named Executive Officer for each of the three most recently completed financial years:

Name and principal position	Year	Salary (\$)(1)	Share-based awards (\$)(2)	Non-equity incentive plan compensation (\$)	All other compensation (\$)(4),(5)	Total Compensation (\$)
				Annual incentive plans (3)		
Neal Coleman, President and CEO	2020	260,836	75,030	-	13,042	348,908
	2019	303,887	72,527	290,000	13,250	679,664
	2018	303,887	89,996	34,500	13,115	441,498
Pamela Wicks, Vice President Finance and CFO	2020	244,440	68,502	-	11,797	324,739
	2019	273,499	66,314	272,000	13,250	625,063
	2018	273,499	78,924	34,500	13,115	400,038
Trevor Meier, Vice President Sales and Marketing	2020	219,030	72,180	-	10,952	302,162
	2019	245,068	60,375	122,000	12,253	439,696
	2018	245,068	58,283	34,500	12,253	350,104

Notes:

- (1) The salary for each NEO was temporarily reduced in April 2020, until the end of the year. The reduction to the base salary for Mr. Coleman was 20%, and 15% of the base salary for both Ms. Wicks and Mr. Meier.
- (2) The Long-Term Incentive Plan (LTIP) is considered to be an equity incentive plan under IFRS 2 Share-based payments. The dollar amounts shown represent the fair value of LTIP earned for the year, as valued on the original award date of the related notional shares units. For 2020, the dollar amount shown for each Named Executive Officer represents 24,927 shares for Mr. Coleman, 22,758 shares for Ms. Wicks and 23,980 shares for Mr. Meier. The methodology used to calculate the fair value is to determine the 20-day volume weighted average trading price of the shares on the TSX immediately prior to the award date. The fair value represented in the table differs from the accounting value expensed in the annual financial statements. The Corporation believes this methodology better represents the value earned in each year, due to the fact that the performance is now measurable and the value shown thereby reflects the number of shares actually earned, as opposed to being eligible to earn which is considered as part of the accounting expense calculation.
- (3) Represents short term compensation earned in each year under the Short-Term Incentive Plan (STIP) for that year and paid in the following year. Additionally, for 2019, a discretionary acquisition bonus was paid to the NEO's in recognition of the successful closing of the acquisition of Seitel Canada Ltd. on January 15, 2019. For Neal Coleman the amount of the discretionary bonus was \$250,000, for Pamela Wicks the amount of the discretionary bonus was \$230,000 and for Trevor Meier the amount of the discretionary bonus was \$80,000.
- (4) Excludes perquisites that in aggregate are worth less than \$50,000 or are worth less than 10% of a Named Executive Officer's total salary for the financial year.
- (5) Represents matching contributions to Group RRSP contributions, unless otherwise noted.

For further information on all plan-based awards, see "Short Term Incentive Plan" and "Long Term Incentive Plan" under "COMPENSATION DISCUSSION AND ANALYSIS".

INCENTIVE PLAN AWARDS

Outstanding share-based awards:

The following table provides information for each Named Executive Officer concerning all share-based awards outstanding at December 31, 2020:

Name	Share-based awards			Market or payout value of share-based RSU awards that have not vested (\$) (1), (2)
	Number of shares or units of shares that have not vested (#)			
	PSU's	RSU's	Total	
Neal Coleman	227,005	113,503	340,508	108,963
Pamela Wicks	204,855	102,427	307,282	98,330
Trevor Meier	182,388	91,195	273,583	87,547

Notes:

(1) Based upon the closing price of the Corporation's common shares on the TSX on December 31, 2020 of \$0.96.

(2) LTIP awards for the Named Executive Officers are divided into 2/3 PSUs and 1/3 RSUs. The PSUs are eligible to vest in three tranches on March 31, 2021, 2022 and 2023. The RSUs automatically vest in three tranches on March 31, 2021, 2022 and 2023. None of the eligible PSUs vest on March 31, 2021. The value of share-based awards in this table assumes that none of the eligible PSUs vested on March 31, 2021 and the minimum vesting (none) of the PSUs that are eligible to vest on March 31, 2022 and 2023, for which the performance vesting thresholds have not yet been determined. All of the RSUs eligible to vest on March 31, 2021 automatically vested, and this table assumes the full vesting of RSUs that will automatically vest on March 31, 2022 and 2023.

Incentive plan awards – value vested or earned during the year:

The following table provides information for each Named Executive Officer concerning the value vested or earned under all incentive plans during the 2020 financial year:

Name	Share-based awards – Value vested during the year (\$) (1)	Non-equity incentive plan compensation – Value earned during the year (\$) (2)
Neal Coleman	\$38,045	\$40,000
Pamela Wicks	\$34,787	\$42,000
Trevor Meier	\$31,671	\$42,000

Notes:

(1) Represents the aggregate dollar value realized upon vesting of LTIP awards on March 31, 2020, computed by multiplying the number of common shares that vested by the fair market price of the Corporation's common shares on the TSX on March 31, 2020 of \$1.28. LTIP awards for the Named Executive Officers are divided into 2/3 PSUs and 1/3 RSUs. None of the PSUs vested on March 31, 2020. All of the eligible RSUs automatically vested on March 31, 2020.

(2) Represents the aggregate dollar value of amounts earned under the 2019 STIP.

For a description of the significant terms of all plan-based awards, see "Short Term Incentive Plan" and "Long Term Incentive Plan" under "COMPENSATION DISCUSSION AND ANALYSIS".

PENSION PLAN BENEFITS

The Corporation does not have a pension plan.

Under the Group RRSP for employees established by the Corporation, employees (including the executive officers) can make contributions up to their annual RRSP contribution maximum, and the Corporation matches 100% of the employee contributions (up to 5% of base salary).

TERMINATION AND CHANGE OF CONTROL BENEFITS

The following table summarizes the provisions under the Executive Employment Agreements (EEA's) with each of the Named Executive Officers and the Corporation's Short Term and Long Term Incentive Plans relating to resignation, retirement, termination without cause, change of control, and non-competition and non-solicitation for each Named Executive Officer:

Name	Cash Severance Payment	Short Term Incentive Plan Payment	Acceleration of Unvested LTIP Awards	Non-Competition and Non-Solicitation Period
Neal Coleman				
Resignation	No	No	None	12 months
Retirement	No	No	Pro rata portion of unvested LTIP Awards to retirement date	12 months
Termination without cause	12 months x 150% of monthly base salary (1)	No (1)	None	12 months
Termination without cause, constructive dismissal or resignation following a change of control (2),(3)	18 months x 150% of monthly base salary (1)	No (1), (4)	All unvested LTIP Awards are vested upon a change of control	12 months

Pamela Wicks				
Resignation	No	No	None	No
Retirement	No	No	Pro rata portion of unvested LTIP Awards to retirement date	No
Termination without cause	12 months x 150% of monthly base salary (1)	No (1)	None	No
Termination without cause, constructive dismissal or resignation following a change of control (2), (3)	18 months x 150% of monthly base salary (1)	No (1), (4)	All unvested LTIP Awards are vested upon a change of control	No
Trevor Meier				
Resignation	No	No	None	6 months
Retirement	No	No	Pro rata portion of unvested LTIP Awards to retirement date	6 months
Termination without cause	12 months x 150% of monthly base salary (1)	No (1)	None	6 months
Termination without cause, constructive dismissal or resignation following a change of control (2),(3)	18 months x 150% of monthly base salary (1)	No (1), (4)	All unvested LTIP Awards are vested upon a change of control	6 months

Notes:

(1) The 50% gross up is intended to compensate the Named Executive Officer for all employee benefits, STIP payments and other amounts that the Named Executive Officer might otherwise have received during the severance period.

(2) Under the EEA's, triggered if (a) the Named Executive Officer is terminated without cause within six months after the change of control, or (b) the Named Executive Officer is constructively terminated within six months after the change of control, or (c) during the period starting three months and ending six months after the change of control, the Named Executive Officer elects to terminate the Named Executive Officer's employment.

(3) Under the LTIP, the total payout (cash severance and LTIP) following a change of control is capped at 4 times annual base salary for all the Named Executive Officers. The cap is not reached for these 2020 calculations.

(4) Upon a change of control, the Board of Directors may allocate and pay the estimated amount of the pro-rated incentive pool to the date of change of control.

The following table quantifies the payments that would have been payable under the EEA's and the Corporation's Short Term and Long-Term Incentive Plans for each Named Executive Officer, assuming that the triggering event took place on December 31, 2020:

Name	Cash Severance Payment (\$)	Short Term Incentive Plan Payment (\$)	Acceleration of Unvested LTIP Awards (\$)	Total (\$)
Neal Coleman				
Resignation	Nil	Nil	Nil	Nil
Retirement	Nil	Nil	23,930	23,930
Termination without cause	455,831	Nil	Nil	455,831
Termination without cause, constructive dismissal or resignation following a change of control	683,746	Nil	326,888	1,010,634 (3)

Pamela Wicks				
Resignation	Nil	Nil	Nil	Nil
Retirement	Nil	Nil	21,848	21,848
Termination without cause	410,249	Nil	Nil	410,249
Termination without cause, constructive dismissal or resignation following a change of control	615,373	Nil	294,991	910,364 (3)
Trevor Meier				
Resignation	Nil	Nil	Nil	Nil
Retirement	Nil	Nil	23,021	23,021
Termination without cause	367,602	Nil	Nil	367,602
Termination without cause, constructive dismissal or resignation following a change of control	551,403	Nil	262,640	814,043

DIRECTOR COMPENSATION

The following table summarizes compensation provided to the outside (non-management) directors for the 2020 financial year:

Name	Fees earned (\$)		Share-based awards (\$) (\$) (1)	All other compensation (\$)	Total (\$)
Paul Crilly	Annual retainer	14,000	16,001	Nil	48,601
	Chair fees	7,000			
	Meeting fees	11,600			
	Total	32,600			
Karen El-Tawil	Annual retainer	14,000	15,998	Nil	41,573
	Chair fees	4,375			
	Meeting fees	7,200			
	Total	25,575			
Robert Robotti	Annual retainer	12,500	16,013	Nil	50,388
	Chair fees	9,375			
	Meeting fees	12,500			
	Total	34,375			
Dallas Droppo	Annual retainer	14,000	16,021	Nil	47,121
	Chair fees	3,500			
	Meeting fees	13,600			
	Total	31,100			

Grant Grimsrud	Annual retainer	14,000	16,021	Nil	40,321
	Chair fees	3,500			
	Meeting fees	6,800			
	Total	24,300			

Notes:

(1) The Long-Term Incentive Plan (LTIP) is considered to be an equity incentive plan under IFRS 2 Share-based payments. The dollar amounts shown represent the fair value of LTIP earned for the year, as valued on the original award date of the related notional shares units. The methodology used to calculate the fair value is to determine the 20-day volume weighted average trading price of the shares on the TSX immediately prior to the award date. The fair value represented in the table differs from the accounting value expensed in the annual financial statements. The Corporation believes this methodology better represents the value earned in each year, due to the fact that the performance is now measurable, and the value shown thereby reflects the number of shares actually earned, as opposed to being eligible to earn which is considered as part of the accounting expense calculation.

As at January 1, 2020, the following standard compensation arrangements for outside (non-management) directors were in effect:

- Each director receives an annual retainer of \$20,000.
- The Chair of the Board and the Chairs of the following Committees receive the following additional annual retainers:

Chair of the Board	\$15,000
Chair of the Audit and Risk Committee	\$10,000
Chair of the Compensation Committee	\$10,000
Chair of the Corporate Governance and Nominating Committee	\$5,000
Chair of the Environment, Health and Safety Committee	\$1,250

- Each director receives meeting fees of \$1,000 for each meeting of the Board or any Board Committee at which they attended, either personally or by telephone.
- Each director was reimbursed for their reasonable expenses of attending any meeting of the Board or any Board Committee. In 2020, no meeting expenses were incurred for in-person meetings after February.

- In April 2020, in response to economic shut down and uncertainty for the future due to the COVID-19 pandemic, all members of the Board of Directors made the decision to reduce total director fees beginning in the second quarter. The fees were reduced for the remainder of 2020. The fees paid to the Chair of the Board were reduced by 50% and all other independent directors' fees were reduced by 40%.

Outstanding share-based awards:

The following table provides information for each director concerning all share-based awards outstanding at December 31, 2020:

Share-based awards		
Name	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (1)(2) (\$)
Paul Crilly	24,482	23,503
Karen El-Tawil	24,482	23,503
Robert Robotti	24,470	23,491
Dallas Droppo	24,436	23,459
Grant Grimsrud	24,436	23,459

Notes:

(1) Based upon the closing price of the Corporation's common shares on the TSX on December 31, 2020 of \$0.96.

(2) LTIP awards to outside directors are entirely RSUs. The RSUs automatically vest in three tranches on March 31, 2021, 2022 and 2023.

Incentive plan awards – value vested or earned during the year:

The following table provides information for each director concerning the value vested or earned under all incentive plans during the 2020 financial year:

Name	Share-based awards – Value vested during the year (\$) (1)
Paul Crilly	\$8,603
Karen El-Tawil	\$8,921
Robert Robotti	\$8,913
Dallas Droppo	\$6,745
Grant Grimsrud	\$6,745

Notes:

(1) Represents the aggregate dollar value realized upon vesting of LTIP awards on March 31, 2020 computed by multiplying the number of common shares that vested by the fair market price of the Corporation's common shares on the TSX on March 31, 2020 of \$1.28. LTIP awards for outside (non-management) directors are entirely RSU's.

For a description of the significant terms of all plan-based awards, see "Long Term Incentive Plan" under "COMPENSATION DISCUSSION AND ANALYSIS".

COMPENSATION DISCUSSION AND ANALYSIS

COMPENSATION GOVERNANCE:

Compensation Committee:

At the beginning of 2020, the Compensation Committee was composed of the following directors, all of whom were independent:

Karen El-Tawil (Chair)

Robert Robotti

Dallas Droppo

After the AGM on April 23, 2020, Grant Grimsrud, an independent director, also joined the Compensation Committee and became the Chair.

The members of the Compensation Committee have the following direct experience that is relevant to such member's responsibilities in executive compensation:

Grant Grimsrud has over 35 years of experience in the oil and gas industry primarily in Western Canada but also internationally. He has served on the boards of a number of public and private companies and has held executive positions at several upstream oil and gas industry companies. As such, Mr. Grimsrud has considerable experience with compensation related matters. Mr. Grimsrud has been a director of Pulse since 2018 and also served as chairman of the Environment, Health and Safety Committee.

Karen El-Tawil has 30 years' experience in the geophysical services industry, with 15 years' experience at the executive level. Her extensive direct experience at the executive level of the geophysical services industry is a valuable addition to Pulse's Compensation Committee's responsibilities in executive compensation. Karen is also a director and the Chair of the Corporate Governance and Remuneration Committee of Polarcus Ltd., a marine geophysical company based out of Dubai and listed on the Oslo Bors Stock Exchange. The mandate of the Corporate Governance and Remuneration Committee of Polarcus includes the review of the total individual remuneration package of each member of the executive management team. Ms. El-Tawil has been a director of Pulse and a member of the Compensation Committee since May 2014.

Robert Robotti is the President and founder of Robotti & Company Advisors LLC, a U.S. registered investment advisor, and President and founder of Robotti Securities LLP, a U.S. registered broker-dealer. Robert Robotti is a member of the board of directors and the Reserves Committee of PrairieSky Royalty Ltd., an oil & gas royalty company, listed on the TSX as well as a member of the board of directors, and its Nominating and Governance Committee and Chairing the Compensation Committee of AMREP Corp., a real estate company which is listed on the NYSE. Mr. Robotti has been a director of Pulse since 2007, a member of the Audit Committee since 2008, a member of the Compensation Committee since 2011, and Chair of the Board since 2013.

Dallas Droppo has been a director and/or officer of many public and private companies in which capacities he frequently addressed compensation matters for such companies' executive officers. He has served on the compensation committees of the board of directors of several of these public companies, as well as the executive and compensation committees of his law firm. He completed the director training program offered by the Institute of Corporate Directors and received his ICD.D designation in 2011. As legal counsel, he regularly advised corporate clients on employment related matters.

The broad collective experience, skills and knowledge of the members of the Compensation Committee in executive compensation enables the Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices.

The mandate of the Compensation Committee is to review and provide recommendations to the Board for approval of the compensation of key management personnel and the compensation plans for Pulse's management, employees and directors. (See "Disclosure of Corporate Governance Practices, Item 7 – Compensation").

The Compensation Committee considers and provides specific recommendations to the Board for approval of the following compensation items for executive officers:

- Upon the appointment or promotion of an executive officer, the recommended base salary and terms of the related Executive Employment Agreement;
- On an annual basis, the recommended total amount of the general salary increase for all officers and employees, and the recommended allocation of such total amount to the executive officers;
- On an annual basis, the calculation of the amount of the annual short term incentive pool under Pulse's Employee Short Term Incentive Plan ("STIP"), and the recommended allocation of such pool to the executive officers;
- On an annual basis, the recommended formula for calculating the annual short term incentive pool under Pulse's STIP for the upcoming year;
- The recommended guidelines and minimum share ownership requirements for directors, officers and employees under Pulse's Long Term Incentive Plan ("LTIP"), and on an annual basis, the recommended amount of awards and vesting parameters and criteria under the LTIP;

- On an annual basis, with the assistance of the Corporate Governance and Nominating Committee, the assessment of the performance of the CEO based on the approved CEO Goals and Objectives for the year, and the review of the CEO's assessment of the performance of the other executive officers based on their performance reviews for the year.

The final decision on each of these items is made by the Board of Directors, after recommendation by the Compensation Committee. None of the executive officers are present during the final discussions and decisions by the Compensation Committee and the Board.

Compensation Consultants:

The Compensation Committee and the Board did not retain the services of a compensation consultant or advisor since the beginning of the 2020 financial year.

COMPENSATION POLICIES AND PRACTICES:

Industry Comparables:

Pulse is a pure play publicly-traded seismic data library company. Pulse does not have any directly comparable publicly traded Canadian companies. Although there are other Canadian publicly traded companies that have a seismic data library as part of their business, none of them are pure play seismic data library companies. Pulse considers itself to be part of the oil and natural gas energy services industry, and for the purpose of obtaining the closest industry comparable information, utilizes comparative information from oil and natural gas energy services companies. Where available, Pulse also uses comparative information from publicly traded Canadian companies that have a seismic data library as part of their business and from private Canadian seismic data library companies. In order to attract and retain executive officers and employees, Pulse must compete against Calgary based oil and natural gas energy services companies and also oil and natural gas exploration and development companies.

Compensation Principles

The Board has approved the following basic Compensation Principles developed and recommended by the Compensation Committee:

- Pay for performance should be a meaningful component of executive compensation.
- Compensation should focus on key indicators of measurable corporate performance as well as assessable individual performance.
- Performance related compensation should consider the long-term health of the Corporation and value creation over a 2 to 5 year period.
- Executives should build equity in the Corporation to align their interests with shareholders.
- Pensions, benefits, severance and change of control entitlements should be in line with other companies of comparable size.

- The Board is open to engagement with shareholders on executive compensation. The Corporation will hold an annual shareholder advisory vote on its approach to executive compensation as an integral part of this process.

These Compensation Principles are reviewed on an annual basis by the Compensation Committee.

Compensation Philosophy and Objectives:

The objectives of Pulse's compensation program for the executive officers are to:

- Attract and retain key executive officers,
- Motivate and reward performance and contributions by executive officers, and
- Align the interests of the executive officers with those of the shareholders.

The three principal elements of the compensation program for the executive officers are base salary, annual cash incentive payments under the STIP and annual awards of Performance Share Units and Restricted Share Units under the LTIP. These principal elements are used to meet the objectives of the compensation program as follows:

Attract and retain key executive officers: Pulse must provide a competitive total compensation package in order to attract and retain key executive officers. The individual components and total compensation package must be competitive against those offered by other seismic data library companies and Calgary based oil and natural gas energy services companies and oil and natural gas exploration and development companies.

Motivate and reward performance and contributions by executive officers: The evaluation of the performance and contributions of each executive officer affects the base salary of each executive officer, the amount of the annual general salary increase allocated to each executive officer, and the amount of the annual cash incentive pool under the STIP allocated to each executive officer.

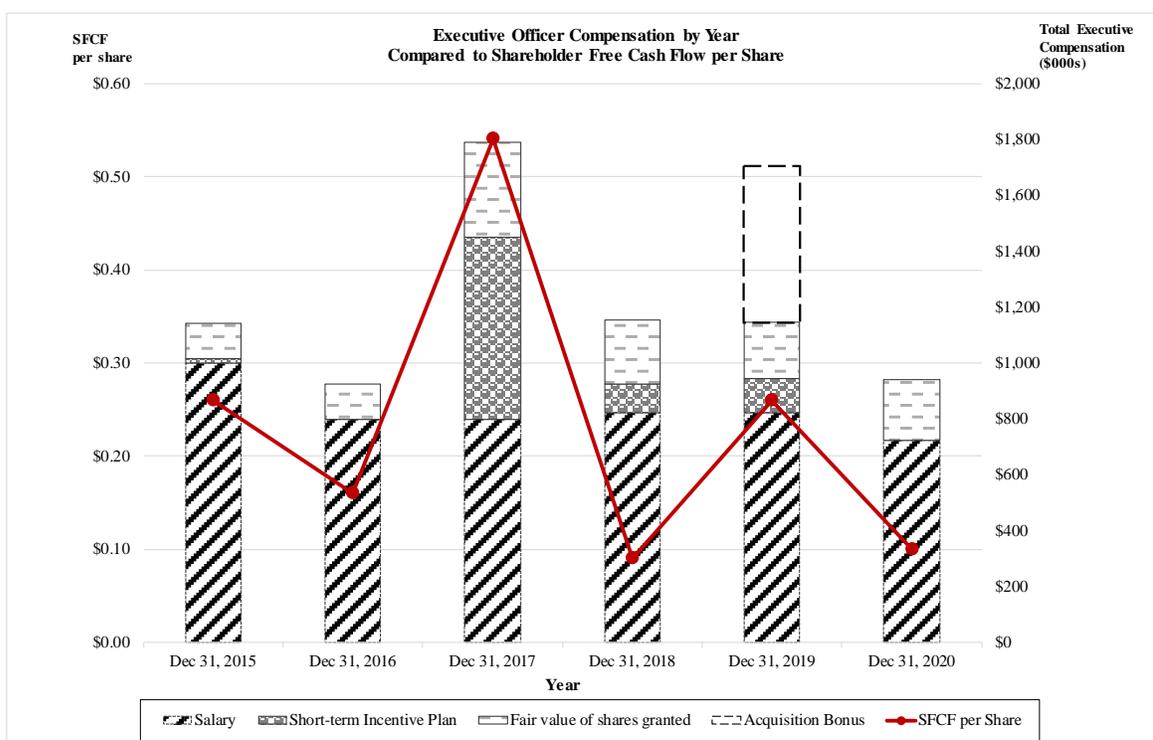
Align the interests of the executive officers with those of the shareholders: Under the annual STIP, the amount of the annual incentive pool is calculated based upon adjusted Shareholder Free Cash Flow per share for that year. (See "Short Term Incentive Plan" for the definition of adjusted Shareholder Free Cash Flow per share.)

Under the LTIP, the vesting parameters of Performance Share Units are determined in advance each year having regard to adjusted Shareholder Free Cash Flow per share. As well, awards of both Performance Share Units and Restricted Share Units are made in the form of shares rather than cash amounts, so that the future value of the awards will depend upon the change in the value of the shares. The executive officers must also maintain minimum shareholding requirements and are prohibited from hedging shares within the minimum shareholding requirements.

Key Financial Metric for Incentive Compensation Programs:

The key financial metric for Pulse's incentive compensation programs for its executive officers is Shareholder Free Cash Flow per share.

Shareholder Free Cash Flow per share represents the cash available to grow Pulse’s seismic data library, to repay debt, to purchase its shares and to pay dividends. It is the view of the Compensation Committee and the Board of Directors that the long term increase in the value of Pulse is directly related to the ability of Pulse to generate increasing levels of Shareholder Free Cash Flow per share. Accordingly, the philosophy behind the STIP and LTIP is to compensate the executive officers based upon Shareholder Free Cash Flow per share, not short-term shareholder total return. The correlation between Shareholder Free Cash Flow per share and total executive compensation can be seen in the following historic comparison graph:



Shareholder Free Cash Flow per share is a non-GAAP financial measure which is defined and explained in detail in the “Non-GAAP Financial Measures” section of Pulse’s MD&A for the most recently completed financial year. A copy of such MD&A is on SEDAR at www.sedar.com and is also available on the Corporation’s website at www.pulsesismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a security holder of the Corporation.

SAY ON PAY:

The Board believes that shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Board has used in its approach to executive compensation decisions, and to have an advisory vote on the Corporation’s approach to executive compensation.

As part of the Board’s commitment to strong corporate governance, the Corporation holds an annual advisory vote on the Corporation’s approach to executive compensation. This annual shareholder advisory vote forms an integral part of its shareholder engagement process.

For further information, see the “Say on Pay Advisory Vote” section of the Information Circular.

The results for the “Say on Pay” vote at the AGM on April 23, 2020 were as follows:

For:	34,896,929 (99.78%)
Against:	75,872 (0.22%)

INDUSTRY CONDITIONS IN 2020

Although 2020 opened with news of several significant positive developments that provided reason for greater optimism for Western Canada’s oil and natural gas sector over the medium term, the effects of the Covid-19 pandemic halted nearly all positive momentum and sent the industry into its worst state in modern memory. This greatly exacerbated the effects of a five-year-long industry downturn, already the longest in three decades.

Field activity related to Pulse’s seismic data business all-but halted in the second and third quarters, field-related capital investment collapsed and international energy investors continued to exit the Canadian market. The positive exceptions in 2020 were greater merger-and-acquisition (M&A) activity, the progress made on several key energy infrastructure projects and the recovery in crude oil prices towards year-end, which rekindled drilling activity and generated forecasts for a slight revival in 2021.

The industry’s continuing challenges entering 2020 included weak domestic commodity pricing, constrained international market access, export pipeline approval delays, mounting regulatory burdens, delay in liquefied natural gas (LNG) export projects, low rates of drilling and other field activity, low industry merger-and-acquisition activity, insolvencies of producing companies and typically low share values. Added to this were heightened political anxiety over climate change, with Canada’s oil and natural gas industry often being singled out for criticism.

Mineral lease auctions or “land sales” in B.C. and Alberta, traditionally a leading indicator of oil and natural gas field activity, declined from the already extremely weak total of \$134 million in 2019 to immaterial levels in 2020, with tenure postings in B.C. cancelled altogether as of March. Alberta halted land sales as well, from May to October, ultimately resuming in November 2020.

Oil and natural gas drilling also decreased significantly, according to the Canadian Association of Oilwell Drilling Contractors (CAODC), to a first-nine-months actual total plus fourth quarter 2020 forecast of 3,296 wells. This was down by 41 percent from a revised actual total of 5,545 wells for 2019 (which, in turn, was down substantially from 2018). There was a 75% decrease in wells drilled annually from 2014 to 2020 according to the CAODC. The Petroleum Services Association of Canada, meanwhile, in late October issued a revised 2020 drilling forecast of only 2,850 wells. In June, it was reported that a mere six drilling rigs were at work throughout western Canada.

Canadian commodity prices were generally weak. The U.S. natural gas price averaged US\$2.03 per mmBtu in 2020, down from US\$2.53 per mmBtu in 2019 as LNG exports declined in response to the short-term global economic downturn amidst the pandemic. Prices recovered to US\$2.59 per mmBtu in December as U.S. LNG exports revived and surged to all-time records.

In western Canada, by contrast, the natural gas price at the AECO storage and trading hub opened 2020 at US\$1.70 per mmBtu (according to GLJ Petroleum Consultants, which converts pricing from Canadian dollars and gigajoules for easier comparison), fell to US\$1.26 per mmBtu in March and recovered to US\$2.05 per mmBtu in December. These prices were higher and less volatile than in 2019 and 2018, breaking the pattern of a collapse to near-zero pricing in late spring/early summer in those two years.

As for crude oil, West Texas Intermediate (WTI) was lower overall in 2020 than in 2019, opening 2020 with a January price of US\$57.74 per barrel, collapsing to US\$17.08 per barrel in April, beginning a recovery in June and ending the year at US\$47.14 per barrel in December.

The key intra-Alberta crude oil pricing index is the price differential between WTI and the Western Canadian Select (WCS) regional benchmark crude. The differential in 2020 was generally more favourable than in each of the previous three years, reaching a monthly maximum of \$23.34 per barrel in February, declining to only \$4.34 per barrel in June and ranging in the \$8-\$11 per barrel band for the remainder of the year. This was positive for the cash flows of Canadian oil producers, although domestic crude oil prices suffered an even sharper decline in April than in the U.S.

With ample crude oil export capacity available on pipelines and by rail, the Government of Alberta in December 2020 suspended production “curtailment”, which was aimed at easing the effects of export bottlenecks by rebalancing intra-Alberta supply and demand and, in turn, reducing the price differential. The policy remains available should export bottlenecks recur.

M&A activity, which had been at relatively low levels for several years, increased sharply in dollar value from \$8.0 billion in 2019, to an estimated \$20.0 billion in 2020, as struggling and typically debt-ridden companies were acquired by financially stronger producers. The year’s largest transaction was the \$3.8 billion takeover of Husky Energy Inc. by Cenovus Energy Inc., announced in October and closed on January 1, 2021. Although such restructuring can be seen as a sign of industry weakness and overall capital scarcity, it is critical to the industry’s future financial health. It is also positive for Pulse’s transaction-based seismic data library sales, which increased from \$4.0 million in 2019 to \$6.7 million in 2020. Additional M&A activity is forecast to continue in 2021, which is positive for further potential transaction-based sales.

Regarding the industry’s longer-term future, the substantial progress made over the past three years to create an LNG export industry in British Columbia is highly positive. Although LNG prices in East Asia were weak through much of 2020, falling to record lows in April, prices partially recovered towards year-end and in January 2021 the ANEA index price surged to an all-time record high of over US\$21 per mmBtu.

Construction of the landmark, \$40 billion LNG Canada facility at the port of Kitimat and the associated Coastal GasLink gas supply pipeline continued at a reduced pace due to COVID-19-related interruptions and increased health protocols. In November, the company announced that it still intends to initiate LNG shipments by the middle of this decade, and construction was continuing as of January 2021. The \$1.6 billion Woodfibre LNG project at the port of Squamish, B.C., was delayed by one year due to the effects of the pandemic, with construction now to begin in the middle of 2021. The proposed Chevron-Woodside Kitimat LNG project, however, was thrown into serious doubt with the announcement by Chevron of its intention to sell its interests, and the write-down of the project value by Woodside early in 2020.

On the crude oil side, improvements to critical export infrastructure continued to make progress after years of delay and reversals. Construction on the near-tripling in capacity, to 839,000 bbls

per day, of the existing TransMountain Pipeline from Edmonton to the Pacific port of Burnaby, B.C. continued through the second half of 2020, with the \$12.6 billion project having at last overcome all major political opposition and court challenges. It is slated for completion in late 2022, providing access to global markets for a material proportion of Western Canada's crude oil production.

Enbridge Inc.'s Line 3 Replacement, an approximately \$9 billion project to replace aging pipeline connecting Alberta to the U.S. Midwest, also continued to make significant progress. The Canadian portion of the project entered service in 2019, and after receiving a number of favourable court rulings, construction on the remaining U.S. portion in Minnesota commenced construction in December 2020, with the entire line to be shipping oil by mid- to late-2021. The line replacement will increase export capacity from less than 400,000 bbls per day at present to a planned initial 790,000 bbls per day.

The \$8 billion, 830,000-bbl-per-day Keystone XL pipeline project into the U.S. heartland also continued to move forward throughout 2020, with owner TC Energy Corp. constructing the short but critical Canada-U.S. border crossing in Montana. This was to be followed by line construction in Montana, South Dakota and Nebraska. The project was significantly bolstered by the Government of Alberta's decision in March to make an equity investment of \$1.5 billion in the project. The cancellation of Keystone XL by incoming U.S. President Joe Biden in January 2021 was a severe setback for the industry.

Alberta's provincial government also attempted throughout 2020 to continue moving forward with its policy agenda of encouraging investment and business activity, including in the energy sector, which includes a phased reduction of 33 percent to Alberta's corporate income tax, reducing the regulatory burden on the oil and natural gas industry, vigorously promoting energy development, and pushing back against the international campaign to "landlock" Alberta's energy production. Much of this was constrained by the effects of the pandemic.

As what was being called the worst year on record for the industry came towards a close, oil and natural gas drilling had recovered to a reported 110 rigs active in November and early December and, as noted, natural gas and crude oil prices had also recovered to the approximate range of their pre-pandemic levels.

EXECUTIVE OFFICERS GOALS AND OBJECTIVES

At the beginning of each year, the Board approves annual written Goals and Objectives for the CEO and the Other Names Executive Officers, after recommendation by the Compensation Committee. Following year end, the Board considers and assesses the performance of the CEO and Other Named Executive Officers relative to these goals and objectives, after assessment and recommendation by the Compensation Committee with input from the Corporate Governance and Nominating Committee. The assessment by the Board is considered when determining the appropriate base salary of the CEO and Other Named Executive Officers and the amount of the annual cash incentive pool under the STIP.

Neal Coleman, President and CEO

By all accounts, 2020 was a challenging year. The COVID-19 pandemic coupled with the Q1 collapse in oil prices brought on by an oversupplied world market had a dramatic effect on seismic data library sales as upstream companies reduced their capital budgets to conserve cash. However, by Q4 2020 commodity prices had improved somewhat and the effect of industry M&A

activity helped Pulse to recognize incremental transactional sales revenues. Revenues for 2020 were \$11.3 million as compared to \$24.2 million for 2019. Concurrently, 2020 operating expenses, excluding amortization, depreciation and restructuring costs were \$3.8 million as compared to \$6.4 million for 2019.

Mr. Coleman's performance as President and CEO of Pulse Seismic is reviewed annually by assessing results in key areas of responsibility, including financial results, leadership, business development, investor relations and environment, health & safety.

In all these categories the Board considers Mr. Coleman to have performed well in 2020. Mr. Coleman guided the Company through unprecedented conditions and by the end of the year the Company was financially stable and the staff healthy and motivated.

Pamela Wicks, Vice President Finance and CFO

In light of the challenges presented in 2020, the responsibilities of the Vice President Finance and CFO focused on cost control, debt reduction and financial planning. In addition, the Vice President Finance & CFO also had ongoing responsibility for financial reporting, overseeing tax and treasury and managing all financial modeling. The Vice President Finance and CFO also managed the Information Technology and Human Resources departments and worked with the President & CEO on investor relations and shareholder engagement. The Vice President Finance and CFO worked closely with the Board and the President and CEO in spearheading the Company response to COVID-19 and other environment, health and safety matters.

All Vice President Finance and CFO responsibilities were met and exceeded. It is noteworthy that the Company's senior debt facility was renegotiated under favorable terms to provide additional flexibility given the ongoing market uncertainty.

Trevor Meier, Vice President Sales and Marketing

During 2020, the Vice President Sales and Marketing oversaw sales and marketing which resulted in \$11.0 million in seismic data library sales. Although these figures are low when compared to previous years, they are strong when considered against the backdrop of low commodity prices and COVID-19. Sales in Q4 were especially strong as industry M&A activity increased, driving up transaction-based sales revenue. The Vice President Sales and Marketing also worked to create alternative marketing strategies to enhance existing marketing efforts with key industry players. In an everchanging marketplace the Vice President Sales and Marketing continued to build relationships with executives at all major and intermediate oil and gas companies.

Although 2020 was challenging, the Vice President Sales and Marketing was successful in meeting these challenges and exceeded expectations.

BASE SALARIES:

In recognition of the challenges in the economic environment, no salary increases were given to the executive team for 2020. In April 2020, the base salary for the CEO was reduced by 20% and the base salaries of the VP Finance and CFO and the VP Sales and Marketing were reduced by 15% for the remainder of 2020.

SHORT TERM INCENTIVE PLAN:

Pulse provides short term incentive compensation to its executive officers and all employees through an annual STIP.

The annual STIP is approved by the Board of Directors, after recommendation by the Compensation Committee. An annual incentive pool is established under the STIP calculated as a specific financial measure of the Corporation's financial performance during that year.

In February 2020, the Board of Directors after recommendation by the Compensation Committee approved the 2020 STIP for the executive officers and all employees. The annual incentive pool under the 2020 STIP was based upon a direct linear relationship to adjusted Shareholder Free Cash Flow for 2020.

The 2020 STIP was composed of two parts:

- (1) Corporate Performance Pool, based upon corporate performance; and
- (2) Individual Performance Pool, awarded up to a pre-determined maximum amount and based upon individual performance.

The Corporate Performance portion of the 2020 STIP pool was 3% of adjusted Shareholder Free Cash Flow above a minimum threshold, and subject to a cap on the total pool. The minimum threshold of adjusted Shareholder Free Cash Flow chosen was 5% of the opening balance of the Net Pulse Cost of seismic data from 1999 to the beginning of the year. For 2020, the Net Pulse Cost was \$349.1 million and the minimum threshold was \$17.5 million or \$0.32 adjusted Shareholder Free Cash Flow per share. The maximum Corporate Performance Pool was 37.5% of aggregate eligible salaries paid in 2020.

The Individual Performance Pool was based upon pre-approved individual performance goals. The maximum Individual Performance Pool was 12.5% of aggregate eligible salaries paid in 2020.

Adjusted Shareholder Free Cash Flow is calculated as Shareholder Free Cash Flow (as defined in Pulse's disclosure documents) plus the 2020 incentive plan accrual.

For 2020, the cap on the STIP pool was \$ 953,000, based on actual aggregate salaries paid for the year.

The STIP is a discretionary plan. The Board of Directors of Pulse has complete discretion to make changes to the incentive pool calculation methodology or the amount of the incentive pool at any time before payment, or to suspend or terminate the STIP at any time before payment.

Based on the audited financial results for 2020, the adjusted Shareholder Free Cash Flow per share was \$0.10 and therefore the minimum of \$0.32 was not met in the Corporate Performance Pool.

The Board of Directors after recommendation by the Compensation Committee exercised discretion under the terms of the short-term incentive plan and no allocation from the individual performance pool was approved for 2020.

LONG TERM INCENTIVE PLAN:

Under the Corporation's LTIP and related Guidelines for officers and employees:

- Eligible officers and employees receive an annual LTIP award of a notional number of common shares. For the executive officers, the annual LTIP awards are split into 2/3 Performance Share Units (PSU's) and 1/3 Restricted Share Units (RSU's), and for all other employees, the annual LTIP awards are split 50/50 between PSU's and RSU's.

- The PSU's vest based upon corporate performance and are awarded for incentive purposes. The RSU's vest based upon time and are awarded for retention purposes.
- The number of vested PSU's and RSU's are adjusted for dividends.
- The Board of Directors, after recommendation by the Compensation Committee, determines each year in advance the vesting parameters and criteria for the PSU's that will vest in the following year, having regard to:
 - o Historical Shareholder Free Cash Flow per share Information;
 - o Additions to the seismic data library;
 - o Targeted rates of return on capital invested in the seismic data library;
 - o Any extraordinary items;
 - o The industry environment at that time.

- The LTIP award to officers and employees is based upon the following multipliers:

	LTIP MULTIPLIER (% OF BASE SALARY)
CEO, CFO and Vice Presidents	225%
Managers	100%
Others	50%

- Shares are purchased on the open market by the LTIP Independent Trustee's broker for vested PSU's and RSU's using after-tax dollars.
- The following minimum share ownership requirements have been adopted:

	MINIMUM # OF SHARES
CEO, CFO and Vice Presidents	300,000
Managers	30,000
Others	1,000

- Officers may only sell shares acquired under the LTIP if and to the extent that the total number of shares owned by the officer exceeds the minimum share ownership requirements. Officers are also prohibited from hedging any shares within the minimum share ownership requirements.
- Upon a change of control, the vesting of all unvested LTIP awards is accelerated, and all unvested RSU's and PSU's become vested upon the change of control. The maximum amount payable to an executive officer upon a change of control for severance and LTIP is capped at four times the executive officer's base salary.

The Compensation Committee reviews the LTIP Multipliers, Minimum Share Ownership Requirements and Caps on Total Payout on a Change of Control on an annual basis.

Under the LTIP and related Guidelines for directors:

- Eligible outside (non-management) directors receive an annual LTIP award of a notional number of common shares as RSU's. The RSU's vest based upon time.
- The LTIP award to directors is based on a notional account value of \$48,000 to vest over three years.
- Shares are purchased on the open market by the LTIP Independent Trustee's broker for vested RSU's using after-tax dollars.
- Directors may not sell any shares acquired under RSU's while they are still a director. Directors are also prohibited from hedging any shares within the minimum share ownership requirements.
- Upon a change of control, the vesting of all unvested LTIP awards is accelerated, and all unvested RSU's become vested upon the change of control.

The Compensation Committee and the Board of Directors believe that the LTIP meets the basic Compensation Principles adopted by the Board (See "Compensation Principles"). In particular, a significant portion of incentive pay for executive officers is based upon performance, the PSU's are linked to the key financial metric of Shareholder Free Cash Flow per share, and the interests of the executive officers are better aligned with those of the shareholders.

In February 2020, the Board of Directors after recommendation by the Compensation Committee approved the vesting parameters and minimum / maximum thresholds for the PSU's that are eligible to vest on March 31, 2021. The vesting parameters and minimum/maximum thresholds were essentially the same as for the PSU's that were eligible to vest on March 31, 2020.

The minimum threshold was a 9% return on capital invested in the data library, which was \$0.58 adjusted Shareholder Free Cash Flow per share, while the maximum threshold was a 15% return on capital invested in the data library, or \$0.97 adjusted Shareholder Free Cash Flow per share.

Adjusted Shareholder Free Cash Flow under the 2020 LTIP Vesting Parameters is calculated in the same manner as the 2020 STIP.

All of the RSU's eligible to vest on March 31, 2021 automatically vested.

None of the PSU's eligible to vest on March 31, 2021 vested based on performance.

DIRECTORS' COMPENSATION:

There were no adjustments to directors' compensation at the beginning of 2020. However, beginning in the second quarter and lasting until the end of 2020, all director fees were reduced. The reduction for the Chair of the board was 50% and the remaining independent directors' fees were reduced by 40%.

2021 COMPENSATION DECISIONS:

BASE SALARIES:

In light of the ongoing difficult conditions in 2020 in the Calgary E & P industry, there was no increase for 2021. However, salaries for the NEO's and all employees were reverted to the pre-April 2020 reduction levels.

The 2021 STIP is composed of two parts:

- (1) Corporate Performance Pool, based upon corporate performance; and
- (2) Individual Performance Pool, awarded up to a pre-determined maximum amount, and based upon individual performance.

The Corporate Performance portion of the 2021 STIP pool is 3% of adjusted Shareholder Free Cash Flow above a minimum threshold, and subject to a cap on the total pool. The minimum threshold of adjusted Shareholder Free Cash Flow is 5% of the opening balance of Net Pulse Cost of seismic data from 1999 to December 31, 2020. For 2021, the Net Pulse Cost is \$349.5 million, the minimum threshold is \$17.5 million (estimated to be \$0.32 adjusted Shareholder Free Cash Flow per share, based upon the estimated weighted average number of shares at December 31, 2021). The maximum Corporate Performance Pool is 37.5% of aggregate eligible salaries paid in 2021.

The Individual Performance Pool will be awarded and paid out based upon pre-approved individual performance goals. The maximum Individual Performance Pool is 12.5% of aggregate eligible salaries paid in 2021.

The cap on the total STIP Pool was estimated in February 2021 to be \$1.03 million.

2021 LTIP GUIDELINES AND VESTING PARAMETERS:

In February 2021, the Board of Directors after recommendation by the Compensation Committee approved the LTIP Guidelines for Officers and Employees, with no change from the 2020 LTIP.

In February 2021, the Board of Directors after recommendation by the Compensation Committee approved the vesting parameters and minimum/maximum thresholds for the PSU's that are eligible to vest on March 31, 2022.

The vesting parameters and minimum/maximum thresholds for the PSU's are essentially the same as 2020. The minimum threshold is a 9% return on capital invested in the data library (approximately \$0.58 adjusted Shareholder Free Cash Flow per share, based upon the estimated weighted average number of shares at December 31, 2021), while the maximum threshold is a 15% return on capital invested in the data library (approximately \$0.97 adjusted Shareholder Free Cash Flow per share, based upon the estimated weighted average number of shares at December 31, 2021).

2021 LTIP REPLENISHMENT AWARDS:

In February 2021, the Board of Directors after recommendation by the Compensation Committee approved the following annual LTIP replenishment awards to officers and employees:

- The annual LTIP replenishment awards for executive officers were split into 2/3 PSU's and 1/3 RSU's, while the annual LTIP replenishment awards for other employees were split 50/50 into PSU's and RSU's.
- The PSU's and RSU's were converted into a notional number of common shares based upon the 20 day VWAP on the TSX at March 31, 2021.
- The PSU's are eligible to vest on March 31, 2024. The vesting criteria and thresholds for the PSU's that are eligible to vest on March 31, 2024 will be determined by the Board, after recommendation by the Compensation Committee, by March 31, 2022.
- The RSU's will automatically vest on March 31, 2024.

In February 2021, the Board of Directors after recommendation by the Compensation Committee also approved the following annual LTIP replenishment awards to directors:

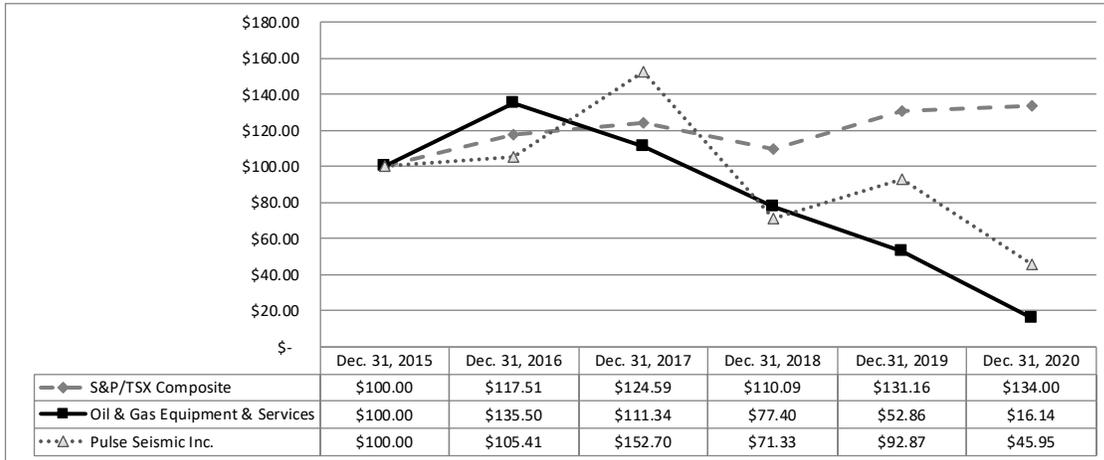
- The notional dollar amount was converted to a notional number of common shares based upon the 20 day VWAP on the TSX at March 31, 2021.
- The RSU's will automatically vest on March 31, 2024.

DIRECTORS COMPENSATION

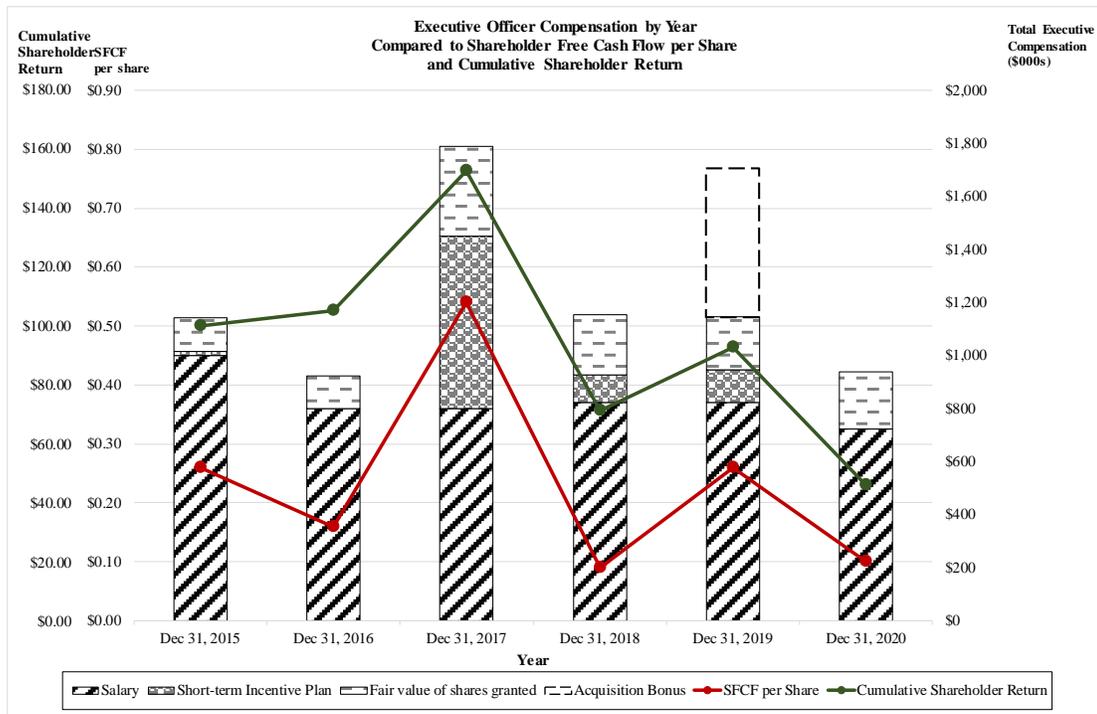
There were no increases in director compensation for 2021. All director fees were reduced beginning in the second quarter of 2020 until the end of 2020. The fees reverted to the pre-reduction levels as of January 1, 2021.

PERFORMANCE GRAPH:

The following graph shows the Corporation's cumulative total shareholder return over the five most recently completed financial years, compared to the cumulative total return of the S&P/TSX Composite Total Return Index and the TSX Oil and Gas Equipment & Services Total Return Index, in all cases assuming the reinvestment of dividends:



The following chart compares the trend in the Corporation’s cumulative shareholder return to the Corporation’s total compensation to its executive officers and to Shareholder Free Cash Flow per share for the same period-of-time:



The trends in the Corporation’s cumulative total shareholder return and the Corporation’s total compensation to its executive officers over this period-of-time are similar, as explained below.

During 2016, Pulse’s cumulative shareholder return increased slightly from 2015, due to a slight increase in Pulse’s share price from a closing price of \$2.22 at December 31, 2015 to \$2.34 at December 31, 2016. The total compensation paid to Pulse’s executive officers dropped slightly, in part due to a reduction in the number of executive officers from four to three for the full year.

Based upon the financial performance of Pulse during 2016, the STIP pool was nil and none of the eligible PSU's vested on March 31, 2017.

During 2017, Pulse's cumulative shareholder return increased significantly, with an increase in the share price from \$2.34 at the end of 2016 to \$3.19 at the end of 2017. Additionally, a special dividend of \$0.20 per share was paid in December 2017. The total compensation paid to Pulse's executive officers increased correspondingly, based upon the financial performance of Pulse during 2017, whereby there was a significant increase in shareholder free cash flow resulting from the large increase in data library sales in 2017 compared to 2016. The STIP pool increased significantly and 30% of the eligible PSU's vested on March 31, 2018.

During 2018, Pulse's cumulative shareholder return decreased significantly from 2017, as the share price dropped from \$3.19 at the end of 2017 to \$1.49 at the end of 2018. Additionally, in 2017 there was a special dividend paid based on the high level of shareholder free cashflow generated, whereas 2018 resulted in a record low level of shareholder free cashflow and there were no dividends. The total compensation paid to Pulse's executive officers decreased correspondingly. The STIP pool decreased significantly with none of the Corporate Pool being eligible for payout. Similarly with the LTIP, none of the eligible PSU's vested on March 31, 2019.

During 2019, Pulse's cumulative shareholder return increased from 2018, as the share price increased 30% from \$1.49 at the end of 2018 to \$1.94 at the end of 2019. The acquisition of Seitel Canada Ltd. in January 2019 precipitated an appreciation in the share price through the year to a high of \$2.92, but ultimately it settled back at \$1.94 by the end of the year. Data sales in 2019 were 134% higher than in 2018, due to the addition of the newly acquired seismic data. No dividends were paid as the Company focused on the repayment of debt related to the acquisition. The minimum performance required for payout of the Corporate Performance Pool of the STIP was not met so there was not a significant increase over the prior year for the STIP. Additionally, the minimum performance for the LTIP PSU's was not met, so only RSU's vested. The reason for the slightly higher increase in total compensation paid to the executive officers for the year compared to the increase in cumulative shareholder return was due to the discretionary success-based acquisition bonus awarded to the executive for the successful completion and closing of the acquisition of Seitel Canada Ltd.

During 2020, Pulse's cumulative shareholder return decreased from 2019, as the share price decreased from \$1.94 at the end of 2019 to \$0.96 at the end of 2020. The impact of both the drop in commodity prices and the global pandemic resulted in a significant drop in data library sales revenue and shareholder free cash flow for the year compared to 2019. Base salaries were reduced from April to December 2020, by 20% for the CEO and 15% for the other two NEO's. Minimum performance required for payout of the Corporate Performance Pool of the STIP was not met in either 2020 or 2019, but in 2020 there was a reduction to the total STIP paid compared to 2019, as no payment was made from the individual performance pool of the STIP for 2020. Additionally, the minimum performance for the LTIP PSU's was not met in either 2019 or 2020. In both years only RSU's vested.

By comparison, the trends in Shareholder Free Cash Flow per share and the Corporation's total compensation to its executive officers over this period of time are very similar. It is the view of the Compensation Committee and the Board of Directors that the long-term increase in the value of Pulse is directly related to the ability of Pulse to generate increasing levels of Shareholder Free Cash Flow per share, while acknowledging the volatility from year to year due to the nature of data library sales. Accordingly, the philosophy behind the STIP and LTIP is to compensate the

executive officers based upon Shareholder Free Cash Flow per share, not short-term shareholder total return.

MANAGEMENT OF COMPENSATION RELATED RISKS:

The Board of Directors has oversight responsibility for identifying the principal risks of Pulse's business and to implement systems to manage those risks. As part of this process, the Compensation Committee considers the implications of the risks associated with Pulse's compensation policies and practices, and provides recommendations to the Board of Directors on these compensation policies and practices.

In reviewing and designing the compensation plans for the Corporation, the Compensation Committee and the Board have sought to avoid incentive compensation arrangements that may expose the Corporation to substantial risk resulting from the failure to align the executives' and other employees' interests with those of shareholders.

Incentive Compensation Structure:

In Pulse, there are two sources of incentive compensation paid: 1) commissions to sales people who sell licenses to the Corporation's seismic data, and 2) incentive compensation plans – both a short term plan under which annual cash payments are dependent on short term corporate performance and assessable individual performance, and a long term plan under which shares are awarded based on long-term corporate performance.

Both the short term and the long-term incentive compensation plans are based on attaining prescribed levels of Shareholder Free Cash Flow per share. The significance of this metric is that it considers the returns after interest and income tax expenses and on a per share basis, thus taking into consideration the cost of debt employed by management to attain results.

Under both the STIP and LTIP, seismic data library sales from any participation survey conducted that year which were pre-funded at less than the targeted level are deducted from Shareholder Free Cash Flow for that year, up to the targeted pre-funding level. Since both the STIP and LTIP are linked to Shareholder Free Cash Flow per share, this deters management from proceeding with under-funded participation surveys without a strong likelihood of subsequent data library sales. In addition, under both the STIP and LTIP, pre-funding of participation surveys conducted that year in excess of the targeted level are added to Shareholder Free Cash Flow for that year, creating a strong incentive for management to obtain higher levels of pre-funding which reduces risk.

Awards under the LTIP are made in shares and the Corporation has established minimum shareholding requirements for all executives. Maximum caps under the STIP and LTIP are in place. We believe compensation in shares is a further tool to mitigate company risk.

Integrity of the Seismic Data Base:

Sales compensation is salary plus commission. We believe this balanced compensation plan mitigates the risk that sales personnel will attempt to discount the sales price of our data to achieve commissions and in the process compromise the integrity of that data. Moreover, pricing philosophy is discussed at strategy meetings and actual pricing achieved is reviewed by the board at all quarterly meetings.

Authorities for Expenditure:

Formal limits on Authority for Expenditure are established for each executive officer. Board approval is required for any expenditure that would exceed these limits. Compliance with these requirements is monitored as part of the Corporation's internal controls.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

The following disclosure of the Corporation's Corporate Governance Practices is provided in accordance with NI 58-101 *Disclosure of Corporate Governance Practices*:

1. Board of Directors:

(a) As of March 15, 2021, the following directors are independent:

Paul Crilly

Karen El-Tawil

Robert Robotti

Dallas Droppo

Grant Grimsrud

Each of such directors has no direct or indirect material relationship with the Corporation.

As of March 15, 2021, the following director is not independent:

Neal Coleman

Neal Coleman is the President and CEO of the Corporation.

Robert Robotti and his associates and affiliates (including Ravenswood Management Company L.L.C.) beneficially own, or control or direct, directly or indirectly, 8,808,962 common shares of Pulse, representing approximately 16.4% of the issued and outstanding common shares. Based upon public filings, Ravenswood Management Company, L.L.C. exercises control or direction (but not direct ownership) through three investment partnerships over approximately 16.3% of the issued and outstanding common shares of the Corporation. Robert Robotti is a principal of Ravenswood Management Company, L.L.C. In the view of the Board of Directors of the Corporation, Robert Robotti is independent, as this relationship is not reasonably expected to interfere with the exercise of his independent business judgment.

Karen El-Tawil be retiring as a director at the annual meeting of shareholders on April 22, 2021 (the "Annual Meeting"). Melanie Westergaard is being nominated for election as a director at the Annual Meeting. Melanie Westergaard is independent, as she has no direct or indirect material relationship with the Corporation.

(b) As of March 15, 2021, five of the six directors are independent. If the six directors being nominated for election at the Annual Meeting are elected, then following the Annual Meeting, five of the six directors will be independent.

(c) The following current and nominated directors are presently directors of the following other reporting issuers:

	OTHER REPORTING ISSUER
Robert Robotti	AMREP Corporation PrairieSky Royalty Ltd.
Karen El-Tawil	Polarcus Limited

(d) The directors schedule an “in camera” meeting (at which members of management are not present) at all Board of Directors’ meetings. There were 8 such “in camera” meetings held between January 1, 2020 and March 15, 2021. The board also excuses management from any portion of a board meeting where a potential conflict of interest arises or where otherwise considered appropriate.

(e) The Chair of the board, Robert Robotti, is an independent director. In addition to chairing all board meetings and setting the agenda for all board meetings, the Chair of the board’s role is to facilitate and chair open discussions among the Corporation’s directors, and to facilitate communication between the directors and management. The board has adopted written guidelines for the Chair of the Board. A copy of the current guidelines is on SEDAR at www.sedar.com and is also available on the Corporation’s website at www.pulsesismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

(f) The attendance record of each director for all board and board committee meetings held between January 1, 2020 and March 15, 2021 is as follows:

DIRECTOR	ATTENDANCE RECORD
Dallas Droppo	Board Meetings: 8/8
	Audit and Risk Committee Meetings: 6/6
	Corporate Governance and Nominating Committee Meetings: 6/6
	Compensation Committee Meetings: 6/6
Paul Crilly	Board Meetings: 8/8
	Audit and Risk Committee Meetings: 6/6
	Corporate Governance and Nominating Committee Meetings: 6/6

Karen El-Tawil	Board Meetings: 8/8
	Compensation Committee Meetings: 6/6
	Environment, Health and Safety Committee Meetings: 1/1
Robert Robotti	Board Meetings: 8/8
	Audit and Risk Committee Meetings: 6/6
	Corporate Governance and Nominating Committee Meetings: 6/6
	Compensation Committee Meetings: 6/6
Grant Grimsrud	Board Meetings: 8/8
	Audit and Risk Committee Meetings: 2/2
	Compensation Committee Meetings: 4/4
	Environment, Health and Safety Committee Meetings: 1/1
Neal Coleman	Board Meetings: 8/8
	Environment, Health and Safety Committee Meetings: 1/1

2. Board Mandate:

The board has adopted a written mandate. The Corporate Governance and Nominating Committee reviews the board's written mandate on an annual basis. A copy of the current mandate is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulseseismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

3. Position Descriptions:

(a) The board has adopted written guidelines for the Chair of the Board and the Chair of each board committee. The Corporate Governance and Nominating Committee reviews these written guidelines on an annual basis. A copy of the current guidelines is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulseseismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

(b) The board has developed a written position description for the CEO. The Corporate Governance and Nominating Committee reviews the written position description for the CEO on an annual basis. Also, on an annual basis, the Compensation Committee develops and approves written CEO Goals and Objectives for the current year. The Compensation Committee then assesses the performance of the CEO against the approved CEO Goals and Objectives after the end of each year.

4. Orientation and Continuing Education:

(a) Historically, an informal orientation program has been implemented for new directors. For example, an informal orientation program has typically included:

- A private meeting with the Chair of the Board;
- A private meeting and orientation session with the other Calgary based directors outside of the Corporation's offices;
- A meeting and orientation session with management at the Corporation's offices;
- Access to the Corporation's annual and interim reports (including financial statements and MD&A), news releases, Board Mandate, Board Committee Terms of Reference and current investor presentation on the Corporation's website;
- Access to minutes of Board and Board Committee meetings on the Corporation's secure board portal;
- Attendance by invitation to one or more Board and Board Committee meetings;
- A briefing session at the Corporation's offices on the following corporate policies:
 - Business Principles and Code of Ethics;
 - Disclosure Policy and Trading Policy.

(b) Board members are encouraged to attend appropriate continuing education seminars and courses at the Corporation's expense.

Continuing education materials are also provided to Board members at Board and Board Committee meetings. For example:

- A summary of current developments and a list of available Audit and Risk Committee resources is provided by the auditors at each Audit and Risk Committee meeting;
- A regulatory and securities law update is provided by legal counsel at each Corporate Governance and Nominating Committee meeting; and
- A regulatory update is provided by legal counsel at Compensation Committee meetings on a regular basis.

Directors are updated by management at each regular quarterly Board meeting on strategic issues affecting the Corporation, including the following:

- A detailed report from the Vice President Sales and Marketing on seismic data library sales, including seismic data library sales for the quarter and year to date, current market conditions and industry outlook. Additionally, an operations report on the status

- of ongoing and potential participation surveys is provided if applicable for the period;
and
- Detailed reports from the Vice President Finance and CFO including cash data sales return on seismic data acquisition costs and financial forecasts.

On an annual basis the Board and management hold a strategic planning meeting to review and update the overall corporate strategic plan. In 2020 the COVID-19 pandemic prevented an in-person strategic planning meeting and the annual session was deferred until 2021. In lieu of the deferred meeting, the Board reviewed and approved management's plan for dealing with the pandemic.

5. Ethical Business Conduct:

(a) The board has adopted written Business Principles and Code of Ethics for the directors, officers and employees. A copy of the Business Principles and Code of Ethics is on SEDAR at www.sedar.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

The board monitors compliance with the Business Principles and Code of Ethics as follows:

- The President and CEO reports to the board at each regular quarterly board meeting on compliance.
- All directors, officers and employees are required to certify compliance on an annual basis.
- Confidential, anonymous complaints by employees or officers concerning non-compliance may also be made under the Corporation's Whistle Blowing Hotline, by telephone, email, fax or mail to an independent third party service provider. Such complaints are directed by the third party service provider to the Chair of the Corporate Governance and Nominating Committee. The Chair of the Corporate Governance and Nominating Committee reports to the board at each regular quarterly board meeting on whether any complaints concerning non-compliance have been received by him under the Corporation's Whistle Blowing Hotline. In addition, employees are reminded annually of the availability of the Whistle Blowing Hotline in the Employee Handbook.

The board also holds a private meeting with each executive officer on a regular and rotating basis, in order to have a candid and confidential discussion with each of the executive officers on a regular basis.

The board believes that these processes foster a culture of ethical conduct within the Corporation.

(b) Under the Canada Business Corporations Act, a director or officer that has an interest in a material contract or material transaction, or proposed material contract or material transaction, with the Corporation must disclose such interest in writing to the Corporation or request to have entered into the minutes of the board or committee meeting the nature and extent of such interest. The director or officer is not entitled to vote on the approval of such contract or transaction, and is excluded from the board meeting during the discussion of such contract or transaction.

6. Nomination of Directors:

(a) On an ongoing basis, each of the directors and executive officers is invited to provide any suggestions for new independent directors to the Chair of the Corporate Governance and Nominating Committee.

As part of the annual assessment process of the effectiveness of the board and its committees, the written Board of Directors Self Evaluation questionnaire includes specific questions concerning whether the board has the right number of directors and whether the board has the right mix of experience and skills. See Item 9, “Assessments”, for further information.

The Corporate Governance and Nominating Committee also utilizes a Directors Skills Matrix to identify the skills and experience which are necessary for the Board to carry out its mandate effectively. The Corporate Governance and Nominating Committee reviews the Directors Skills Matrix at least annually. The Directors Skills Matrix (assuming the election of the six directors nominated for election) shows the diverse skill set requirements of the Board and identifies the specific skills and expertise brought by each individual director and proposed director:

DIRECTORS SKILLS MATRIX

	Seismic Data Library Business	Oil & Gas	Oil & Gas Services	Geology/ Geophysical	Finance	Accounting	Securities and M&A	CEO/COO Experience	Safety & Environment	Compensation	Corporate Governance
Neal Coleman	X		X					X	X		
Paul Crilly		X	X		X	X	X	X	X		X
Dallas Droppo		X	X	X	X		X		X	X	X
Grant Grimsrud		X	X	X				X	X		
Robert Robotti	X	X	X		X	X	X	X		X	X
Melanie Westergaard	X	X	X	X					X		

(b) Under the Terms of Reference of the Corporate Governance and Nominating Committee, the Corporate Governance and Nominating Committee reviews and recommends to the board any nominations to the board. The Corporate Governance and Nominating Committee is composed entirely of independent directors. For further information on this Committee, see Item 8, “Other Board Committees”.

(c) Pulse adopted a Majority Voting Policy for individual directors in March 2009, as amended in January 2015. Under this Policy:

- The form of proxy for voting at any shareholders’ meeting where directors are to be elected will enable each shareholder to vote for, or withhold voting on, each nominee director separately.
- Any nominee for election as a director who receives a greater number of votes “withheld” than votes “for” such director’s election (50% + 1 vote) shall immediately

submit such director's resignation to the Board of Directors, to take effect upon acceptance by the Board of Directors.

- The Corporate Governance and Nominating Committee shall consider whether there are any exceptional circumstances, and recommend to the Board whether or not to accept such resignation.
- The Board will consider the resignation within 90 days of the date of the shareholders meeting, taking into account the recommendation of the Corporate Governance and Nominating Committee. The Board shall accept the resignation absent exceptional circumstances.

7. Compensation:

(a) The Compensation Committee reviews and recommends to the board the compensation of the directors and officers. The process by which the Compensation Committee and the board determines the compensation for the Corporation's directors and officers is described in detail in the "Compensation Discussion and Analysis" section of this Information Circular.

(b) The Compensation Committee is comprised of the following directors, all of whom are independent:

Grant Grimsrud (Chair)

Karen El-Tawil

Robert Robotti

Dallas Droppo

(c) The mandate of the Compensation Committee is to review and provide recommendations to the board for approval of the compensation of key management personnel and the compensation plans for the Corporation's management, employees and directors. The Compensation Committee operates under written Terms of Reference that specify its responsibilities, powers and operation. The Compensation Committee reviews its Terms of Reference on an annual basis. A copy of the current written Terms of Reference is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulsesismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

8. Other Board Committees:

In addition to the Audit and Risk Committee and Compensation Committee, the board has established the following board committees:

(a) Corporate Governance and Nominating Committee:

The Corporate Governance and Nominating Committee is comprised of the following directors, all of whom are independent:

Dallas Droppo (Chair)

Paul Crilly

Robert Robotti

The mandate of the Corporate Governance and Nominating Committee is to oversee the development of and to make recommendations to the board on the Corporation's approach to corporate governance, and to review and recommend to the board any nominations to the board. The Corporate Governance and Nominating Committee operates under written Terms of Reference that specify its responsibilities, powers and operation. The Corporate Governance and Nominating Committee reviews its Terms of Reference on an annual basis. A copy of the current written Terms of Reference is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulseseismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

(b) Environment, Health and Safety Committee:

The Environment, Health and Safety Committee is comprised of the following directors, 66 2/3% of whom are independent:

Karen El-Tawil (Chair)

Grant Grimsrud

Neal Coleman

The mandate of the Environment, Health and Safety Committee is to monitor and make recommendations to the board on the Corporation's environment, health and safety practices and procedures. The Environment, Health and Safety Committee operates under written Terms of Reference that specify its responsibilities, powers and operation. The Environment, Health and Safety Committee reviews its Terms of Reference on an annual basis. A copy of the current written Terms of Reference is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulseseismic.com. The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

9. Assessments:

The board conducts an annual assessment process of the effectiveness of the board and its committees, under the direction of the Chair of the Corporate Governance and Nominating Committee. A written form of Board of Directors Self Evaluation questionnaire is approved each year by the Corporate Governance and Nominating Committee, which is then distributed using a digital platform, completed by each board member and returned anonymously to the Corporate Secretary. The current form of questionnaire addresses three parts: (1) Board Responsibility; (2) Board Operations; and (3) Board Effectiveness. The Corporate Secretary compiles the results of the completed questionnaires and provides the compilation to the Chair of the Corporate Governance and Nominating Committee, who reports on the results to the Corporate Governance and Nominating Committee, which considers whether any changes to the board's processes, composition or committee structure are appropriate.

The board also includes the executive officers in the annual assessment process of the effectiveness of the board and its committees. The Corporate Secretary uses a digital platform to distribute the survey for completion by each of the executive officers with anonymous responses returning to the Corporate Secretary. The current form of questionnaire addresses three parts: (1) Board Responsibility; (2) Board Operations; and (3) Board Effectiveness. The Corporate Secretary compiles the results of the completed questionnaires and provides the compilation on an anonymous, confidential basis to the Chair of the Corporate Governance and Nominating

Committee, who reports on the results to the Corporate Governance and Nominating Committee, which considers whether any changes to the board's processes, composition or committee structure are appropriate.

The Board has agreed that since the Board and Board Committees function well, and that all directors contribute, there is no need for a formal assessment process for individual directors. Instead, the Chair of the Board holds a private meeting with each director once per year, as an informal review and feedback process for individual directors.

The following positive changes to Board processes have been implemented as a result of the annual assessments:

- Increased focus on strategic planning.
- Better time management at Board meetings.
- Setting aside more time at Board meetings for private in camera meetings.

10. Director Term Limits and Other Mechanisms of Board Renewal:

Pulse has not adopted term limits for the directors on its board. The board believes that director term limits are arbitrary. There are a limited number of suitable candidates for independent directors with knowledge and experience in the seismic data library business, and term limits may force valuable, experienced and knowledgeable independent directors to leave.

Instead, the board has adopted the following board renewal mechanisms:

- The board conducts an annual assessment process of the effectiveness of the board and its committees, under the direction of the Chair of the Corporate Governance and Nominating Committee. This process includes the completion and review of annual assessment forms by the board members and the executive officers.
- The Chair of the Board also holds a private meeting with each director once per year, as an informal review and feedback process for individual directors.
- The Corporate Governance and Nominating Committee reviews on an annual basis a Directors Skills Matrix.

(See Item 9 – Assessments for further information.)

These mechanisms enable the board to evaluate the effectiveness and composition of the board and its committees, including any need for board renewal.

These mechanisms have resulted in strong board renewal. Assuming the election of the six directors nominated for election at the Annual Meeting:

- Five of the six directors will have been elected since May 2017.
- The current Chair of the Board was appointed in 2013, and the Chairs of each of the Board Committees are reviewed annually and will have changed at least twice since then.
- The average term of service for the directors will be approximately 4 years, including one new director and the longest term for a director being 14 years.

11. Policies Regarding the Representation of Women and Persons of Diverse Backgrounds on the Board:

Pulse has adopted a written diversity policy regarding the representation of women and persons of diverse backgrounds on the board. Pulse recognizes and embraces the value of diversity on the board and is committed to maintaining and aspiring to increase the current level of representation of women on the board. Pulse will consider diversity as a major consideration in the board candidate nomination and selection process in conjunction with a merit based approach to the appointment of directors. One of the six current directors (16.7%) is a woman who has been appointed based solely upon merit.

12. Consideration of the Representation of Women and Persons of Diverse Backgrounds in the Director Identification and Selection Process:

The Corporate Governance and Nominating Committee considers the level of representation of women and persons of diverse backgrounds on the board as one of the criteria when identifying and nominating candidates for election or re-election to the board. The board recognizes and embraces the value of diversity on the board and is committed to maintaining and aspiring to increase the current level of representation of women on the board, in conjunction with a merit based approach to the appointment of directors. One of the six current directors (16.7%) is a woman who has been appointed based solely upon merit.

13. Consideration given to the Representation of Women and Persons of Diverse Backgrounds in Executive Officer Appointments:

Pulse considers the representation of women and persons of diverse backgrounds in executive officer positions as one of the criteria when making executive officer appointments. Pulse is committed to maintaining and aspiring to increase the current level of representation of women in executive officer positions, in conjunction with a merit based approach to the appointment of directors. One of the three (33.3%) executive officers is a woman, who was appointed solely based upon merit.

14. Issuer's Targets Regarding the Representation of Women and Persons of Diverse Backgrounds on the Board and in Executive Officer Positions:

Pulse has not adopted targets regarding women and persons of diverse backgrounds on the board and in executive positions by a specific date, but is committed to maintaining and aspiring to increase the current level of representation of women on the board and in executive officer positions. Pulse will consider diversity as a major consideration in the board and executive officer nomination and selection process in conjunction with a merit based approach to the appointment of directors and executive officers.

15. Number of Women and Persons of Diverse Backgrounds on the Board and in Executive Officer Positions:

For the purposes of this section, *Designated Groups* has the same meaning as in section 3 of the *Employment Equity Act* and includes women, Aboriginal peoples, persons with disabilities and members of visible minorities.

	BOARD POSITIONS					
	Total # of Board Positions	# of Women	# of Aboriginal Peoples	# of Persons with Disabilities	# of Persons of Visible Minorities	% of persons of a Designated Group on the Board
Year end Fiscal 2019	6	1 (16.7%)	0	0	0	16.7%
Year end Fiscal 2020	6	1 (16.7%)	0	0	0	16.7%
After Annual Meeting, April 22, 2021	6	1 (16.7%)	0	0	0	16.7%
	EXECUTIVE OFFICER POSITIONS					
	Total # of Executive Officer Positions	# of Women Executive Officers	# of Aboriginal Executive Officers	# of Persons with Disabilities	# of Persons of Visible Minorities	% of persons of a Designated Group in Executive Offer Positions
Year end Fiscal 2019	3	1 (33.3%)	0	0	0	33.3%
Year end Fiscal 2020	3	1 (33.3%)	0	0	0	33.3%
After Annual Meeting, April 22, 2021	3	1 (33.3%)	0	0	0	33.3%

AUDIT AND RISK COMMITTEE INFORMATION

Disclosure concerning the Corporation's Audit and Risk Committee (including a copy of the Audit and Risk Committee's Charter) is contained in the Corporation's Annual Information Form for the year ended December 31, 2020 under the heading "Audit and Risk Committee Information". A copy of such Annual Information Form is on SEDAR at www.sedar.com and is also available on the Corporation's website at www.pulseseismic.com. Shareholders may obtain a copy of the Annual Information Form, without charge, by contacting the Vice President Finance and CFO, Pulse Seismic Inc., 2700, 421 - 7th Avenue SW, Calgary, Alberta, T2P 4K9 or by email at info@pulseseismic.com.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Shareholders may request copies of the Corporation's most recent annual and interim financial statements and MD&A by contacting the Vice President Finance and CFO, Pulse Seismic Inc., 2700, 421 - 7th Avenue SW, Calgary, Alberta, T2P 4K9 or by email at info@pulseseismic.com.

Financial information is provided in the Corporation's comparative annual financial statements and MD&A for its most recently completed financial year.

SHAREHOLDER PROPOSALS

A shareholder intending to submit a proposal at an annual meeting of shareholders of the Corporation must comply with the applicable requirements of the Canada Business Corporations Act. Any proposal to be considered at the 2021 annual meeting must be received by the President and CEO of the Corporation at 2700, 421 - 7th Avenue SW, Calgary, Alberta, T2P 4K9 by January 22, 2021 (90 days before the anniversary date of the date of this Meeting).

DIRECTORS APPROVAL

The contents and sending of this Circular have been approved by the directors of the Corporation.



Neal Coleman
President and CEO
Pulse Seismic Inc.
March 15, 2021

THIS IS SCHEDULE "A" ATTACHED TO AND MADE A PART OF THE MANAGEMENT INFORMATION CIRCULAR IN CONNECTION WITH THE ANNUAL MEETING OF THE SHAREHOLDERS OF PULSE SEISMIC INC. TO BE HELD ON APRIL 22, 2021.

PULSE SEISMIC INC.

CHANGE OF AUDITOR REPORTING PACKAGE

1. Notice of Change of Auditor
2. Letter from Successor Auditor – MNP LLP
3. Letter from Predecessor Auditor – KPMG LLP



Suite 2700, 421 7 Avenue SW
Calgary, AB, Canada T2P 4K9
Telephone: 403.237.5559
Toll Free: 1.877.460.5559
www.pulseseismic.com

NOTICE OF CHANGE OF AUDITOR

TO: Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des Marchés Financiers

AND TO: MNP LLP ("MNP")
KPMG LLP

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"), Pulse Seismic Inc. (the "Corporation") hereby gives notice as follows:

1. On March 4, 2021, by mutual agreement, KPMG LLP resigned as auditor of the Corporation.
2. Effective March 4, 2021, MNP was appointed as the new auditor of the Corporation.
3. The resignation of KPMG LLP and the appointment of MNP have been recommended by the audit committee of the Corporation and approved by the board of directors of the Corporation (the "**Board**"), and the contents and filing of this notice have been approved by the Board.
4. There were no reservations or modified opinions contained in KPMG LLP's report on the Corporation's financial statements for the financial years ended December 31, 2020 or December 31, 2019.
5. In the opinion of the Board, there have been no "reportable events" as such term is defined in NI 51-102, between the Corporation and KPMG LLP.

Dated this 4 day of March, 2021.

PULSE SEISMIC INC.

Per:

A handwritten signature in blue ink that reads 'Pamela Wicks'.

Name: Pamela Wicks
Title: Vice President Finance and Chief
Financial Officer

March 4, 2021

TO: Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial and Consumer Affairs Authority
Manitoba Securities Commission
Ontario Securities Commission
Quebec Autorité des Marchés Financiers

(and to the Board of Pulse Seismic Inc.)

Dear Sirs/Madams:

Re: Pulse Seismic Inc.

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor of Pulse Seismic Inc. dated March 4, 2021 (“the **Notice**”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to KPMG LLP.

Yours very truly,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

Chartered Professional Accountants
Calgary, Alberta



KPMG LLP
205 5TH AVENUE SW
SUITE 3100
CALGARY AB T2P 4B9
TEL (403) 691-8000
FAX (403) 691-8008
WWW.KPMG.CA

To Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des Marchés Financiers

March 5, 2021

Dear Sir/Madam

Re: Notice of Change of Auditors of Pulse Seismic Inc.

We have read the Notice of Pulse Seismic Inc. dated March 4, 2021 and are in agreement with the statements contained in such Notice.

Yours very truly,

KPMG LLP

Chartered Professional Accountants
Calgary, Canada