



# HIGH ARCTIC ENERGY SERVICES INC.

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### NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of High Arctic Energy Services Inc. (the “**Corporation**”) will be held at the office of the Corporation, Suite 500, 700 2<sup>nd</sup> Street SW, Calgary, AB, T2P 2W1 on Thursday, May 14, 2020 at 3:00 p.m. for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2019 and the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at six (6);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors’ remuneration;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying information circular prepared for the purpose of the Meeting (the “**Circular**”), relating to the approval of the grant of unallocated units under the performance share unit plan of the Corporation;
6. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Circular, relating to the approval of the grant of unallocated deferred share units under the deferred share unit plan of the Corporation; and
7. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

**DATED** this 8th day of April, 2020.

#### **Note of Caution Concerning the COVID-19 Outbreak**

At the date of this Notice and the accompanying Circular it is the intention of the Corporation to hold the Meeting at the location stated above in this Notice. The Corporation is continuously monitoring the development of the current coronavirus (COVID-19) outbreak (“**COVID-19**”). In light of the rapidly evolving public health guidelines related to COVID-19 and in order to comply with the measures imposed by the federal and provincial governments, **THE CORPORATION STRONGLY ENCOURAGES SHAREHOLDERS TO VOTE BY PROXY RATHER THAN ATTEND THE MEETING IN PERSON. TO THIS END, ONLY REGISTERED SHAREHOLDERS AND PROXYHOLDERS WILL BE PERMITTED TO ATTEND IN PERSON, PARTICIPATE AND VOTE IN THE BUSINESS OF THE MEETING.**

**While registered Shareholders and proxyholders are entitled to attend the Meeting in person, we reserve the right to limit the number of people at the Meeting to such number of attendees as is currently permitted under Alberta law, as a result of COVID-19. ACCORDINGLY, WE STRONGLY**

**RECOMMEND THAT ALL SHAREHOLDERS VOTE BY PROXY BEFORE THE MEETING THROUGH ONE OF THE FOLLOWING CHANNELS:**

- **Telephone:** Call the number provided on your enclosed form of proxy;
- **Online:** Visit the website provided on your enclosed form of proxy; or
- **By Mail:** Please complete and sign the form of proxy enclosed and return it, in the envelope provided, to the Corporation's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1.

**All votes must be received by 3:00 p.m. (Calgary time) on Tuesday May 12, 2020 (or at least 48 hours prior to the commencement of any reconvened Meeting in the event of any adjournment(s) or postponement(s) thereof). Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject late proxies.**

**If you hold your Common Shares in a brokerage account, you are a non-registered Shareholder or beneficial Shareholder. Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of proxy or voting instruction form provided to them by their intermediary, in order to cast their vote.**

**ALL SHAREHOLDERS, BUSINESS ANALYSTS AND OTHER INTERESTED PARTIES ARE ENCOURAGED TO LISTEN TO THE MEETING VIA TELECONFERENCE AT TOLL-FREE 1-800-289-0459 (Canada and U.S.) OR 1-800-590-693 (Australia), CONFERENCE ID: 891508#.**

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) making any changes at the Meeting as are required to meet any public health edicts or advisories that are in place at the time; (ii) holding the Meeting virtually or by providing a webcast of the Meeting; (iii) hosting the Meeting solely by means of remote communication; (iv) changing the Meeting date and/or changing the means of holding the Meeting; (v) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR as well as on the Corporation's website at [www.haes.ca](http://www.haes.ca). The Corporation strongly recommends that Shareholders check the Corporation's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting Proxy Materials.

Your participation as a Shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Michael J. Maguire"*

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**Michael J. Maguire**  
**Chief Executive Officer**