



# HIGH ARCTIC ENERGY SERVICES INC.

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING** (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of High Arctic Energy Services Inc. (“**High Arctic**” or the “**Corporation**”) will be held at the Corporation’s Calgary office, Level 23, Calgary Place I, 330 5 Avenue SW, Calgary, Alberta T2P 0L4 on January 10, 2024 at 3:00 PM for the following purposes:

1. to consider and, if thought fit, to pass an ordinary resolution to fix the number of directors of the Corporation at four (4) (the “**Board Size Resolution**”);
2. to consider and, if thought fit, to pass an ordinary resolution removing Michael Binnion from High Arctic’s board of directors (the “**Removal Resolution**”);
3. if the Removal Resolution is passed, to consider and, if thought fit, to elect one of the four nominees below to fill the vacancy on the board of the directors of the Corporation created by the Chairman Removal Resolution to hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed:

Management Nominee: Michael J. Maguire, the Chief Executive Officer of the Corporation;

Dissident Nominees:

- Harvey Joel,
  - Maryse C. Saint Laurent, or
  - Richard H. Kreger
4. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Special Meeting.

### **THE BOARD OF HIGH ARCTIC UNANIMOUSLY RECOMMENDS THAT HIGH ARCTIC SHAREHOLDERS VOTE AS FOLLOWS:**

1. FOR the Board Size Resolution; and
2. AGAINST the Removal Resolution.

If the Removal Resolution is passed by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting:

3. FOR the election of the Management Nominee to fill the vacancy on the board of directors created by the Removal Resolution; and
4. WITHHOLD from voting on the election of any of the Dissident Nominees to fill the vacancy on the board of directors created by the Removal Resolution.

If the Removal Resolution is passed, the director nominee receiving the highest number of FOR votes cast in person or represented by proxy at the Meeting will be elected to the High Arctic board of directors to fill the vacancy on the board of directors created by the Removal Resolution.

The High Arctic Board has fixed December 4, 2023 as the record date, being the date for the determination of the holders of common shares of High Arctic entitled to receive notice of and to vote at the Meeting and any adjournment(s) or postponement(s) thereof.

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

If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible through one of the following channels:

- Online: Visit the following website <https://login.odysseytrust.com/pxlogin>; 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 addressed;

Odyssey Trust Company  
Trader's Bank Building,  
Suite 702, 67 Yonge St.  
Toronto, ON M5E 1J8  
Attn: Proxy Department

All votes must be received by 3:00 p.m. (Calgary time) on January 8, 2024 (or at least 48 hours prior to the commencement of any reconvened Meeting in the event of adjournment(s) or postponement(s) thereof).

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.

Broadridge provides an online proxy voting portal at <https://www.proxyvote.com> for certain brokerage firms. To determine if online proxy voting is available, Beneficial Shareholders should contact their broker and obtain a unique control number. Some brokers include the control number on postal and electronically mailed voting forms.

ALL SHAREHOLDERS, ANALYSTS AND OTHER INTERESTED PARTIES ARE ENCOURAGED TO LISTEN TO THE MEETING VIA TELECONFERENCE AT TOLL-FREE 1-800-952-5114 (Canada and U.S.) OR VIA OTHER INTERNATIONAL PHONE NUMBERS AVAILABLE AT: <https://www.conf solutions.ca/ILT?oss=7P1R8009525114>, CONFERENCE ID: 4470786, PARTICIPANT PASSCODE 3902671#.

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 future unforeseen developments, including: (i) making any changes at the Meeting as are required to meet any bylaws, 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; and (v) such other measures as may be recommended by local authorities in connection with gatherings of persons for 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, the Corporation will not prepare or mail amended Meeting Proxy Materials.

**DATED** this 11th day of December, 2023.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

(signed) "*Michael J. Maguire*"

---

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