

MAJORITY VOTING	EFFECTIVE DATE:	February 27, 2017
	REVISED:	-
	VERSION:	2

1. INTRODUCTION

The board of directors (the “**Board**”) of STEP Energy Services Ltd. (“**STEP**”) believes that each of its members should have the confidence and support of STEP’s shareholders. To this end, the members of the Board have unanimously adopted this statement of policy (the “**Policy**”). This Policy applies to all current and future directors of STEP.

2. VOTING PROCEDURE DURING MEETINGS

A. Individual Voting

Forms of proxy provided to shareholders in respect of the election of directors at a shareholders’ meeting shall enable each shareholder to vote its shares in favour of, or to withhold its shares from voting with respect to, each nominee separately. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, STEP will disclose the number of shares voted by proxy in favour or withheld for each director.

B. Treatment of Withheld Votes

If, in an uncontested election of directors of STEP, any particular nominee for director receives a greater number of votes withheld than in favour, then for purposes of this Policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law, and such nominee shall promptly tender his or her resignation to the Chair of the Board following the meeting. In this Policy, an “uncontested election” shall mean an election where the number of nominees for director shall be equal to the number of directors to be elected as determined by the Board.

3. NOMINEE NOT RECEIVING THE SUPPORT OF THE SHAREHOLDERS

A. Director to Submit Resignation

A director nominee who is considered under this Policy not to have received the support of shareholders will forthwith submit his or her resignation to the Chair of the Board, effective on acceptance by the Board. The Board will consider the resignation in conjunction with the Compensation and Corporate Governance Committee (the “Committee”).

B. Board expected to consider resignation within 90 days

The Board will promptly accept the resignation unless the Board and the Committee determine that there are extraordinary circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it. In any event, it is expected that the

resignation will be considered and a decision taken in respect thereof within 90 days of the meeting. The resignation will be effective when accepted by the Board.

C. Director's activities while resignation considered

Any director who tenders his or her resignation pursuant to this Policy will not participate in the Board's or Committee's consideration regarding whether to accept the tendered resignation, however, such director shall remain active and engaged in all other committee and Board activities, deliberations and decisions during the process described by this Policy.

D. Considerations

In its deliberations as to whether there are extraordinary circumstances that should delay acceptance of the resignation or justify rejecting it, the Committee may consider any stated reasons as to why shareholders withheld votes from the election of the relevant director, the qualifications of the director, the director's contributions to STEP, the effect such resignation may have on STEP's ability to comply with any applicable governance rules and policies, the dynamics of the Board, and any other factors that the members of the Committee consider relevant. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers relevant.

E. Press release

Following the Board's decision on the resignation, the Board shall promptly disclose, via press release, its decision whether to accept or reject the director's resignation. Should the Board decline to accept the resignation, it should include in the press release the reasons for its decision. A copy of the press release will be provided to the Toronto Stock Exchange.

4. EFFECT OF ANY RESULTING VACANCY

A. Alternatives available to the Board

In the event that the Board chooses to accept one or more resignations, and subject to any corporate law restrictions or requirements, the Board may:

- leave the resultant vacancy unfilled until the next annual general meeting;
- fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or
- call a special meeting of shareholders at which one or more management nominees will be presented to fill the vacant position or positions.

B. Amendment and Approval

This is a policy, and is subject to change from time to time by the Board. In addition, the Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to shareholders of STEP or other liability whatsoever.

Approved by the Compensation and Corporate Governance Committee (February 27, 2017) and the Board (February 27, 2017).