

Management Information Circular 2019

Notice of
Annual Meeting
of Shareholders
May 14, 2019





Dear Shareowner:

We are pleased to invite you to attend the annual meeting (the "Meeting") of shareholders of AKITA Drilling Ltd. to be held in the Grand Lecture Theater, The Metropolitan Conference Centre, 333 - 4th Avenue S.W., Calgary, Alberta, at 10:00 a.m. on Tuesday, May 14, 2019.

Your Meeting materials are enclosed. If you are an owner of Class B Common Shares and are unable to attend the Meeting, please complete and sign the proxy and return it in the envelope provided for that purpose. Alternatively, registered Class B Common shareholders may submit a form of proxy online or by fax or telephone. We would also encourage all owners of Class A Non-Voting Shares to attend the Meeting.

We hope you will join us after the Meeting for some light refreshments.

Sincerely,

[Signed by L.A. Southern-Heathcott]

L. A. Southern-Heathcott

Chair of the Board

[Signed by K.A. Ruud]

K. A. Ruud

President and Chief
Executive Officer

Calgary, Alberta
March 5, 2019



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The annual meeting (the “Meeting”) of the shareholders of AKITA DRILLING LTD. (the “Company”) will be held in the **Grand Lecture Theater, The Metropolitan Conference Centre, 333 - 4th Avenue S.W., Calgary, Alberta on Tuesday, May 14, 2019 at 10:00 a.m.** for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the year ended December 31, 2018, as approved by the directors, together with the report of the auditors thereon;
2. to elect directors for the ensuing year or until their successors are elected or appointed;
3. to appoint the auditor for the ensuing year;
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

All holders of Class A Non-Voting Shares and Class B Common Shares are invited to attend. Only holders of Class B Common Shares are entitled to vote at the Meeting or to appoint proxyholders.

Holders of Class B Common Shares who are unable to attend the Meeting may vote by proxy. A form of proxy should be completed and returned in the prepaid envelope to be received by AKITA Drilling Ltd., c/o AST Trust Company (Canada), not later than 5:00 p.m. Eastern Daylight Time on Friday, May 10, 2019. Alternatively, registered shareholders may submit a form of proxy by fax, telephone or online. Instructions are set out on the reverse of the form of proxy and are contained in the information circular.

By order of the Board of Directors.

[Signed by C. A. Dease]

Colin A. Dease
Vice President,
Corporate Secretary and Legal Counsel

Calgary, Alberta
March 5, 2019



MANAGEMENT INFORMATION CIRCULAR

This Management Information Circular is provided in connection with the solicitation by AKITA management of proxies to be used at the annual meeting of shareholders (the “Meeting”) for the items described in the accompanying notice. AKITA bears the cost of solicitation by management.

All information in this Management Information Circular is as of March 5, 2019, unless otherwise indicated.

In this document, “*you*” and “*your*” refer to AKITA Drilling Ltd. shareholders. In this document, “*Company*” and “*AKITA*” refer to AKITA Drilling Ltd. and its subsidiaries, where applicable.

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THE ANNUAL GENERAL MEETING

Who can vote

AKITA has Class A Non-Voting Shares and Class B Common Shares. The Class B Common Shares are the only shares entitled to be voted at the Meeting. Each Class B Common Share you own as of the close of business on March 25, 2019, entitles you to one vote. The holders of the Class A Non-Voting Shares are invited to attend and participate in discussions at shareholder meetings, but are not entitled to vote.

Share ownership rights

Each Class B Common Share may be converted into one Class A Non-Voting Share at the holder's option.

The holders of Class A Non-Voting Shares have no right to participate if a takeover bid is made for Class B Common Shares unless:

- **an offer to purchase Class B Common Shares is made to all or substantially all holders of Class B Common Shares;**
- **at the same time, an offer to purchase Class A Non-Voting Shares on the same terms and conditions is not made to the holders of Class A Non-Voting Shares; and**
- **holders of more than 50% of the Class B Common Shares do not reject the offer in accordance with the terms of AKITA's articles of incorporation.**

If these three pre-conditions are met, then the holders of Class A Non-Voting Shares will be entitled to exchange each Class A Non-Voting Share for one Class B Common Share for the purpose of depositing the resulting Class B Common Shares pursuant to the terms of the takeover bid.

The Class A Non-Voting Shares and Class B Common Shares rank equally in all other respects.

Principal Shareholder

As at March 5, 2019, there were 1,653,784 Class B Common Shares outstanding. To the knowledge of the directors and officers of the Company, the only person who beneficially owns, or controls or directs, directly or indirectly, 10% or more of the Class B Common Shares is the Margaret E. Southern Spousal Trust (the "Spousal Trust"). Ms. Nancy Southern, Ms. Linda Southern-Heathcott and Mrs. Margaret E. Southern are the trustees of the Spousal Trust. All actions regarding the Class B Common Shares owned by the Spousal Trust require the approval of a majority of the trustees.

The Spousal Trust owns 32,019 Class A Non-Voting Shares and 2,000 Class B Common Shares. The Spousal Trust is also the controlling share owner of Sentgraf Enterprises Ltd. ("Sentgraf"), which owns 4,474,258 Class A Non-Voting Shares of the Company and 1,426,790 Class B Common Shares. Collectively, the Spousal Trust and Sentgraf shareholdings represented 14.9% of the total outstanding equity ownership in the Company, including 86.4% of the Class B Common Shares, as at March 5, 2019.

Questions and answers on proxy voting

Am I entitled to vote?

You are entitled to vote if you were a holder of Class B Common Shares at the close of business on March 25, 2019. Each Class B Common Share entitles its holder to one vote.

What will I be voting on?

You are voting on the following matters that are to be addressed at the Meeting:

- the election of each of ten directors to AKITA's Board of Directors; and
- the appointment of the auditor.

How will these matters be decided at the Meeting?

A simple majority of the votes cast, in person or by proxy, will constitute approval of these matters.

If I give my proxy, how will my shares be voted?

The shares represented by your proxy will be voted as you have instructed. If you properly complete and return your form of proxy but do not specify how you wish the votes cast, your shares will be voted as your proxyholder sees fit.

If neither you nor your proxyholder gives specific instructions, your shares will be voted as follows:

- **FOR the election as directors of each of those nominees set out in this Management Information Circular; and**
- **FOR the appointment of PricewaterhouseCoopers LLP as AKITA's auditor.**

What if amendments are made to these matters or if other matters are brought before the Meeting?

The persons named in the form of proxy will have discretionary authority to vote on amendments or variations to matters identified in the notice of the Meeting, and on other matters which may properly come before the Meeting. If any matters which are not known should properly come before the Meeting, the persons named in the enclosed form of proxy will vote on such matters in accordance with their best judgment.

As of the date of this Management Information Circular, management is not aware of any amendments or other matters expected to come before the Meeting.

How do I contact the transfer agent?

Questions may be directed to our transfer agent, AST Trust Company (Canada) (www.astfinancial.com), at:

E-mail inquiries@astfinancial.com

Facsimile 1-(888)-249-6189

Telephone:

Within Canada and the U.S.:

1 (800) 387-0825

In the Toronto area, or from any other country:

(416) 682-3860

How do I vote if I am a registered shareholder?

1. Voting by proxy

You are a registered shareholder of class B shares if your name appears on your share certificate. If this is the case, **you have the right to appoint someone else to represent you as proxyholder and vote your shares at the Meeting. If you wish to appoint a person or company other than those named in the enclosed form of proxy, then strike out the printed names appearing on the form of proxy and insert the name of your chosen proxyholder in the space provided. Your proxyholder need not be an AKITA shareholder. Complete your voting instructions, date and sign the form, and return it to AST Trust Company (Canada) as instructed.**

It is important for you to ensure that any other person you appoint as your proxyholder will attend the Meeting and is aware that his or her appointment has been made to vote your shares. If your appointed proxyholder does not attend the Meeting in person, your shares will not be voted. Proxyholders should, on arrival at the Meeting, present themselves to a representative of AST Trust Company (Canada).

2. What if my shares are registered in more than one name?

If the shares are registered in more than one name, all those persons in whose name the shares are registered must sign the form of proxy.

3. How do I vote shares registered in the name of a corporation or in a name other than my own?

If the shares are registered in the name of a corporation or any name other than your own, you should provide documentation that proves you are authorized to sign the form of proxy on behalf of that company or name. If you have any questions as to what supporting documentation is required, contact AST Trust Company (Canada) prior to submitting your form of proxy. These shares cannot be voted by telephone or via the internet.

4. What if I plan to attend the Meeting and vote in person?

If you plan to attend the Meeting on May 14, 2019, and vote your shares in person at the Meeting, you do not need to complete and return the form of proxy. Please register with the transfer agent, AST Trust Company (Canada), upon arrival at the Meeting. Your vote will be recorded and counted at the Meeting.

5. Can I vote by telephone?

Yes, provided your shares are not registered in the name of a corporation or any name other than your own. You can vote by telephone using the toll free number 1 (888) 489-5760 and following the voice prompts. You will need to enter the 13 digit Control Number located on the reverse of the enclosed form of proxy in order to enter your voting instructions. All required information must be entered before 5:00 p.m. Eastern Daylight Time on May 10, 2019. If you vote by telephone, you cannot appoint anyone other than the Chair of the Board as named on your proxy form as your proxyholder.

6. Can I vote online?

Yes, provided your shares are not registered in the name of a corporation or any name other than your own. Access www.ASTvotemyproxy.com and follow the instructions provided. You will need

to enter the 13 digit Control Number located on the reverse of the enclosed form of proxy in order to enter your voting instructions. All required information must be entered before 5:00 p.m. Eastern Daylight Time on May 10, 2019. You may appoint anyone as a proxyholder using this internet address.

7. Can I vote by fax?

Yes. Fax **both sides** of your signed properly completed form of proxy to AST Trust Company (Canada) at 1 (866) 781-3111 (from within Canada and the U.S.) or (416) 368-2502 (from outside North America). All required information must be received before 5:00 p.m. Eastern Daylight Time on May 10, 2019.

8. Can I vote by e-mail?

Yes. Sign scan and e-mail **both sides** of your properly completed form of proxy to AST Trust Company (Canada) at **proxyvote@astfinancial.com**. All required information must be received before 5:00 p.m. Eastern Daylight Time on May 10, 2019.

9. Who votes my shares if I sign a form of proxy?

By signing the enclosed form of proxy you are authorizing Karl A. Ruud, President and Chief Executive Officer, or Colin A. Dease, Vice President, Corporate Secretary and Legal Counsel, to vote your shares at the Meeting.

10. Where do I send my completed form of proxy?

Please return your properly completed form of proxy to our transfer agent in the postage paid envelope provided or mail it to AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1. To ensure your vote is recorded, your completed form of proxy must reach the transfer agent no later than 5:00 p.m. Eastern Daylight Time on May 10, 2019.

11. Can I change my mind once I have submitted my vote to the Company?

Yes, you can complete another form of proxy in the manner and time specified on the form of proxy. The later-dated form of proxy will replace the one submitted earlier. You can also revoke your proxy by preparing a written statement to this effect. The statement must be signed by you or your attorney as authorized in writing. If the shareholder is a corporation it must be signed by a duly authorized officer or attorney of the corporation. This statement should be delivered to:

- AKITA's Corporate Secretary at either AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 or the registered office of the Company at 1000, 333 - 7th Avenue S.W., Calgary, Alberta T2P 2Z1 at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting; or
- the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting.

How do I vote if my shares are not registered in my name?

If you are a **non-registered shareholder**, your shares are held in the name of a nominee (usually a bank, broker, or trust company). You should have received a request for voting instructions from your nominee with this Management Information Circular.

If you wish to vote in person at the Meeting, insert your own name in the space provided on the voting instruction form and return it by following the instructions provided. Please register with AKITA's transfer agent, AST Trust Company (Canada), upon arrival at the Meeting.

If you do not intend to attend the Meeting in person, follow the instructions on your voting instruction form to vote by telephone, internet or fax, or complete, sign and mail the voting instruction form in the postage prepaid envelope provided.

What if I want to change my vote?

If you are a non-registered shareholder, you should contact your nominee for instructions on how to revoke your voting instructions.

Delivery of Meeting Materials

We are using the notice-and-access process ("Notice-and-Access") to deliver this Management Information Circular to our shareholders. Pursuant to the Notice-and-Access requirements, we will post this Management Information Circular online for our shareholders to access electronically. Shareholders will also receive a package in the mail with a notice explaining how to access and review this Management Information Circular electronically, and how to request a paper copy at no charge. In addition, Shareholders who own Class B Shares will receive a form of proxy in the mail. Notice-and-Access is an environmentally-friendly and cost-effective way to distribute this Management Information Circular because it reduces printing, paper and postage. Class A and Class B shareholders will receive a paper copy of this Management Information Circular if they have already provided instructions indicating that they would prefer a paper copy. This Management Information Circular is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") website (www.sedar.com) and at www.meetingdocuments.com/ASTca/akt. In order to allow Shareholders a reasonable time to receive paper copies of the Management Information Circular and related materials prior to providing their voting instructions in respect of their Class B Shares, any Shareholders wishing to request paper copies as described above should ensure that such request is received by April 24, 2019. Shareholders may request a copy of this Management Information Circular at no charge until March 31, 2020. Shareholders who would like to receive a paper copy of this Management Information Circular should follow the instructions provided. If you have any questions about Notice-and-Access, you can call AKITA's transfer agent, AST Trust Company (Canada): Within Canada and the U.S.: 1-888-433-6443 Outside Canada and the U.S.: 1 (416) 682-3801.

Business of the Meeting

Financial statements

AKITA's consolidated financial statements for the year ended December 31, 2018, together with the auditor's report have been filed with the Canadian securities regulatory authorities and have been sent to the registered shareholders and to those beneficial shareholders who requested them. The

statements are also available on the Company's website at www.akita-drilling.com and on SEDAR at www.sedar.com. The consolidated financial statements will be reviewed at the Meeting and you will have the opportunity to discuss the results with management.

Election of directors

At the Meeting, it is proposed that ten directors be elected until the next annual meeting or until their successors are elected or appointed. The term of office for each director will expire at the close of the next annual meeting of shareholders of the Company. Management does not contemplate that any of such persons will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, proxies will not be voted with respect to such vacancy. The ten nominees proposed for election as directors of AKITA are listed beginning on page 12. All of the proposed nominees are currently AKITA Directors.

The Board recommends that shareholders vote FOR the election of each of these ten nominees. If you do not specify on the proxy form how you want to vote your shares and you do not appoint a proxyholder, the persons named in the form will vote FOR the election of these nominees.

Position on majority voting

The Toronto Stock Exchange ("TSX") Company manual generally requires TSX listed issuers to adopt a majority voting policy for uncontested director elections. A majority voting policy typically requires that any nominee for director of an issuer who receives a greater number of votes "withheld" than "for" their election, must tender their resignation for consideration by the Board.

AKITA is a majority controlled company as defined in the TSX Company Manual, with the Spousal Trust in combination with its controlling interest in Sentgraf controlling 86.4% of the outstanding Class B Common Shares. As a majority controlled company, AKITA is not subject to the general requirement to adopt a majority voting policy for uncontested director elections, and the Company has not adopted a policy. In the case of a majority controlled company, AKITA is of the view that a majority voting policy would not be effective, as the controlling shareholder can still effect the election of directors with its votes and the implementation of such a policy would not result in any meaningful change to the outcome of director elections, and could create confusion or uncertainty for shareholders, as well as introducing unnecessary complexity into the director election process.

At the Meeting, the director nominees will be voted on individually by proxy and in person and the voting results for each nominee will be publicly disclosed in a news release on SEDAR (www.sedar.com).

Appointment of auditors

The Board, on the recommendation of the Audit Committee, proposes that PricewaterhouseCoopers LLP ("PwC") be appointed as auditor to hold office until the next annual meeting of shareholders. PwC and its predecessor firm, Price Waterhouse LLP, has been AKITA's auditor since the Company's inception. Representatives of PwC plan to attend the Meeting and will be available to answer your questions.

The Board recommends that shareholders vote FOR the appointment of PwC as auditor. If you do not specify on the proxy form how you want to vote your shares and you do not appoint a proxyholder, the persons named in the form will vote FOR the appointment of PwC.

Director nominees

Ten directors serving as of the date of this Management Information Circular have been nominated for a further one-year term. Upon election, each director will hold office until the next annual meeting of shareholders or until a successor is elected or appointed.

The Chair, together with members of the Board, is responsible for identifying potential candidates for nomination to the Board. The recommendation of potential Board members is undertaken with a view to ensuring overall diversity of experience, backgrounds and skills of Board members. The Corporate Governance, Nomination, Compensation and Succession Committee (“GOCOM”) receives advice from the Board regarding individuals best suited to serve as directors, and maintains its own standing list of appropriate candidates for directorships. GOCOM has reviewed each of the nominees and determined that they have the necessary skills and experience to satisfy the Board composition requirements.

The director biographies on pages 12 to 21 highlight the specific experience and attributes of each nominated director. The biographies include the following information as at March 5, 2019:

- Name;
- Age;
- Residency;
- Independence status;
- Principal occupation or employment;
- Business experience and directorships;
- Areas of skills and experience;
- Positions and offices held;
- Board and Committee meeting attendance;
- Shareholdings; and
- Total compensation.

Additional detailed information on director independence, attendance, equity at risk and compensation is provided in separate tables.



Loraine M. Charlton, ICD.D

Calgary, Alberta, Canada

Director since 2006

Age 62

Independent

Loraine Charlton is currently Vice President and Chief Financial Officer of Lintus Resources Limited, a private oil and gas company with interests across Western Canada, and has over three decades of experience in the oil and gas industry. During her career, Ms. Charlton has held various positions involving responsibility for directing overall management, including financial reporting, banking, debt and treasury management, investor relations, risk management, human resources, operations and strategy.

Ms. Charlton is also a director of Canadian Utilities Limited and CU Inc. Ms. Charlton graduated from University of Calgary with a Bachelor of Commerce degree in Finance, and holds the Corporate Director Designations (ICD.D) from the Institute of Corporate Directors.

Skills and experience		
Management		Compensation
Energy		Governance
Finance and Economics		Corporate Social Responsibility
Risk Management		
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Audit Committee (Chair)	4 of 4	100%
GOCOM	4 of 4	100%
Other public company boards and committee memberships		
Company	Since	Position
Canadian Utilities Limited	2006	Director and Member of Audit & Risk and GOCOM Committees
CU Inc.	2008	Director and member of Audit Committee
Securities held		
Class A Non-Voting Shares	19,135	
Options to purchase Class A Non-Voting Shares	6,000	
Class B Common Shares	-	
Total compensation		
\$69,625		

**Douglas A. Dafoe, CA, C.DIR**

Calgary, Alberta, Canada

Director since 2018

Age 64

Independent

Douglas Dafoe has more than thirty years of industry experience in financial and operating positions of increasing responsibility. Mr. Dafoe is currently the President and Chief Executive Officer of Ember Resources Inc. (“Ember”), a private company focused on natural gas exploration and production primarily from coal bed methane in Alberta, Canada. Prior to joining Ember, Mr. Dafoe was President and Chief Executive Officer of Thunder Energy Inc., a company he co-founded in 1996 and the predecessor company to Ember. Mr. Dafoe has served on the Board of Governors of the Canadian Association of Petroleum Producers (CAPP) and several TSX-listed companies. He is a director of Point Loma Resources Ltd., a TSX Venture listed company and also served as Chairperson of the Board for Xtreme until it was acquired by AKITA on September 11, 2018, at which time Mr. Dafoe was invited to join the Board.

Mr. Dafoe has a Bachelor of Science and Bachelor of Business Administration from the University of North Dakota, is a Chartered Accountant and a Chartered Director, The Directors College, JV of McMaster University/Conference Board of Canada.

Skills and experience	
CEO Experience	Management
Energy	Governance
Finance and Economics	Compensation
International Business	Corporate Social Responsibility

AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	1 of 5*	20%

Other public company boards and committee memberships		
Company	Since	Position
Point Loma Resources Ltd.	2016	Director
Xtreme Drilling Corp.**	2018	Chairman of the Board and member of Audit Committee

Securities held	
Class A Non-Voting Shares	18,496
Options to purchase Class A Non-Voting Shares	-
Class B Common Shares	-

Total compensation
\$9,250

*Mr. Dafoe joined the Board on September 11, 2018

**Mr. Dafoe was the Chairman of the Board of Xtreme at the time it was acquired by AKITA on September 11, 2018.



**Linda A. Southern-Heathcott,
ICD.D, Honorary Lieutenant-
Colonel, King's Own Calgary
Regiment**

Calgary, Alberta, Canada
Director since 1993
Age 56

Not independent

Ms. Southern-Heathcott is not considered independent because she is the Chair of the Board.

Ms. Southern-Heathcott is a founding director of the Company. She has been Chair of the Board since May, 2006 and was Deputy Chair from May, 2004 until April, 2006. Ms. Southern-Heathcott is President & Chief Executive Officer of Spruce Meadows Ltd., an internationally recognized equestrian facility in Calgary, Alberta. A former professional equestrian rider, Ms. Southern-Heathcott was a member of the Canadian Equestrian Team for nine years and competed in the 1996 Olympic Summer Games in Atlanta, Georgia. Ms. Southern-Heathcott brings significant management and business experience to the Board.

Ms. Southern-Heathcott is also Vice Chair of ATCO Ltd., Canadian Utilities Limited., CU Inc., and Chair of Sentgraf Enterprises Ltd. Ms. Southern-Heathcott obtained her ICD.D certification from the Directors Education Program at the Institute of Corporate Directors in 2010. On May 30th, 2018, Ms. Southern-Heathcott was appointed Honorary Lieutenant-Colonel of the King's Own Calgary Regiment.

Skills and experience		
CEO Experience		Compensation
Energy		Governance
Management		Corporate Social Responsibility
International Business		Risk Management
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board (Chair)	5 of 5	100%
Pension Committee	4 of 4	100%
Other public company boards and committee memberships		
Company	Since	Position
ATCO Ltd.	2012	Director
Canadian Utilities Limited	2000	Director, Vice Chair and Member of Pension Committee
CU Inc.	2017	Director and Vice Chair
Securities held		
Class A Non-Voting Shares	26,375*	
Options to purchase Class A Non-Voting Shares	205,000	
Class B Common Shares	50*	
Total compensation		
\$104,125		

* Ms. Southern-Heathcott is one of three trustees of the Spousal Trust. See "Principal Shareholder" on page 5.

**Harish K. Mohan, CPA, CA**

Calgary, Alberta, Canada

Director since 2011

Age 66

Independent

Mr. Mohan joined the Board in 2011. He has 14 years of experience in the oil and gas drilling industry in Canada, the United States and overseas. He was employed by the ATCO Group of Companies for 33 years in various senior manager capacities including his most recent role as Senior Vice President, Finance and Group Controller for ATCO Structures & Logistics Ltd. from 2008 until 2011. Mr. Mohan is a member of the Chartered Professional Accountants of Alberta.

Skills and experience		
Management		Compensation
Energy		Governance
Finance and Economics		Risk Management
International Business		
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Audit Committee	4 of 4	100%
Pension Committee (Chair)	4 of 4	100%
GOCOM	4 of 4	100%
Other public company boards and committee memberships		
Company	Since	Position
None	-	-
Securities held		
Class A Non-Voting Shares	13,656	
Options to purchase Class A Non-Voting Shares	-	
Class B Common Shares	100	
Total compensation		
\$64,000		



Dale R. Richardson
 Calgary, Alberta, Canada
 Director since 1993
 Age 75
 Not independent

Mrs. Richardson is not considered independent because she is an executive officer of Sentgraf Enterprises Ltd., which is the controlling shareholder of the Company.

Mrs. Richardson is a founding director of the Company. She held various positions in the accounting departments of companies within the ATCO Group of Companies for 15 years. She was also responsible for developing the accounting and reporting systems for Spruce Meadows as well as for Sentgraf Enterprises Ltd. Mrs. Richardson has been a director and officer of Sentgraf for over 20 years.

Skills and experience		
Management	Compensation	
Energy	Governance	
Finance and Economics	Corporate Social Responsibility	
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Audit Committee	4 of 4	100%
GOCOM	4 of 4	100%
Other public company boards and committee memberships		
Company	Since	Position
None	-	-
Securities held		
Class A Non-Voting Shares	37,919	
Options to purchase Class A Non-Voting Shares	-	
Class B Common Shares	7,800	
Total compensation		
	\$47,625	

**Karl A. Ruud**

Calgary, Alberta, Canada

Director since 2010

Age 65

Not independent

Mr. Ruud is not considered independent because he is AKITA's President and Chief Executive Officer.

Mr. Ruud has been with the Company since its inception and has been President and Chief Executive Officer since July, 2009. Previously, he was Executive Vice President and Chief Operating Officer (from May, 2002 to June, 2009), Chief Operating Officer (from March, 2001 to April, 2002) and Vice President of Operations (from January, 1993 to February, 2001). Mr. Ruud has extensive drilling experience in Canada and internationally, and has a broad range of experience in all aspects of the Company's business and in 2018 led the corporate acquisition of Xtreme Drilling Corp. Mr. Ruud obtained a B.Comm degree from the University of Alberta.

Skills and experience	
CEO Experience	Energy
Management	Risk Management
Compensation	Governance
International Business	Corporate Social Responsibility

AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Pension Committee	4 of 4	100%

Other public company boards and committee memberships		
Company	Since	Position
None	-	-

Securities held	
Class A Non-Voting Shares	47,118
Options to purchase Class A Non-Voting Shares	460,000
Class B Common Shares	400

Total compensation
Mr. Ruud does not receive any compensation as a director of AKITA because he is the President and Chief Executive Officer of the Company. See page 48 for information on Mr. Ruud's compensation.



Nancy C. Southern

Calgary, Alberta, Canada

Director since 1993

Age 62

Not independent

Ms. Southern is not considered independent because she is the Deputy Chair of the Board.

Ms. Southern is a founding director and Deputy Chair of the Company. Ms. Southern was appointed Chair of Canadian Utilities and ATCO effective December 1, 2012 and has been Chief Executive Officer of Canadian Utilities and Chief Executive Officer of ATCO since January 1, 2003. Ms. Southern was also President of Canadian Utilities from 2003 to 2015, and President of ATCO from 2003 until February 28, 2018. Previously, she was Deputy Chair of each of ATCO and Canadian Utilities from 2008 until 2012, Co-Chair and Co-Chief Executive Officer of each company from 2000 until 2002, Deputy Chief Executive Officer of each company from 1998 to 1999, and Deputy Chair of each company from 1996 to 1999.

Ms. Southern is a member of The U.S. Business Council, a member of the American Society of Corporate Executives, and a Canadian Member of the Trilateral Commission. She is a member of the Business Council of Canada, the Rideau Hall Foundation Board of Directors, the University of Calgary School of Public Policy Advisory Council, and the South Australian Minerals and Petroleum Expert Group. In 2017, Ms. Southern was inducted as a Companion into the Canadian Business Hall of Fame.

Skills and experience		
CEO Experience		Compensation
Energy		Governance
Finance and Economics		Management
Corporate Social Responsibility		Climate Change and Environment
International Business		
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Other public company boards and committee memberships		
Company	Since	Position
ATCO Ltd.	1989	Director and Chair
Canadian Utilities Limited	1990	Director and Chair
CU Inc.	1999	Director and Chair
Securities held		
Class A Non-Voting Shares	28,284*	
Options to purchase Class A Non-Voting Shares	-	
Class B Common Shares	-*	
Total compensation		
\$38,125		

* Ms. Southern is one of three trustees of the Spousal Trust. See "Principal Shareholder" on page 5.



C. Perry Spitznagel, Q.C.

Calgary, Alberta, Canada

Director since 1993

Age 62

Not independent

Mr. Spitznagel is not considered independent because he is a partner in a law firm that is the Company's legal counsel and is a director of Sentgraf Enterprises Ltd., which is the controlling shareholder of the Company.

Mr. Spitznagel is a founding director of the Company and is the Vice Chairman and former Managing Partner (Calgary) in the law firm Bennett Jones LLP. He has extensive experience in corporate law where he advises on corporate governance matters, mergers and acquisitions, takeover bids, corporate financings, divestitures and reorganizations. A member of the Law Society of Alberta, Mr. Spitznagel obtained a B.A. (Economics) degree from McGill University and a LL.B. from Osgoode Hall Law School. He is a director of Sentgraf Enterprises Ltd. and is a past member of the Alberta Securities Commission Advisory Committee.

Skills and experience		
Management		Legal
Energy		Compensation
Finance and Economics		Governance
Corporate Social Responsibility		International Business
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Other public company boards and committee memberships		
Company	Since	Position
None	-	-
Securities held		
Class A Non-Voting Shares	12,875	
Options to purchase Class A Non-Voting Shares	-	
Class B Common Shares	-	
Total compensation		
\$42,625		

**Henry G. Wilmot**

Calgary, Alberta, Canada

Director since 2014

Age 65

Independent

Mr. Wilmot has broad based business experience including 40 years with the ATCO Group of Companies. During that time he held progressively senior positions and was most recently Chief Operating Officer, Energy and Industrials, ATCO Group. Mr. Wilmot also has 13 years of senior management experience in the energy service industry in Canada and Australia.

Skills and experience		
Management		Compensation
Energy		Governance
Finance and Economics		International Business
Corporate Social Responsibility		
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
Audit Committee	4 of 4	100%
Other public company boards and committee memberships		
Company	Since	Position
None	-	-
Securities held		
Class A Non-Voting Shares	5.566	
Options to purchase Class A Non-Voting Shares	-	
Class B Common Shares	-	
Total compensation		
		\$47,125



Charles W. Wilson
 Evergreen, Colorado, USA
 Director since 2002
 Age 79
 Independent

Mr. Wilson is Lead Director for the Board of Directors of ATCO Ltd and is a director of Canadian Utilities Limited and ATCO Australia Pty Ltd. He was the President and Chief Executive Officer of Shell Canada from 1993 to 1999, and Executive Vice President, U.S. Downstream Oil and Chemical of Shell Oil Company from 1988 to 1993. Before 1988, he was Vice President U.S. Exploration and Production of Shell Oil Company and held various executive positions in the domestic and international natural resource operations of Shell. As a former Head of the Environment Committee of the Canadian Association of Petroleum Producers, Mr. Wilson was actively involved in climate change matters and emerging regulatory policies related to the petroleum industry.

Mr. Wilson holds a B.Sc. in Civil Engineering and a M.Sc. in Engineering.

Skills and experience		
CEO Experience		Compensation
Energy		Governance
Finance and Economics		Management
Climate Change and Environment		International Business
AKITA Board/Committee memberships in 2018		
	Attendance	Percentage of meetings attended
Board	5 of 5	100%
GOCOM (Chair)	4 of 4	100%
Other public company boards and committee memberships		
Company	Since	Position
ATCO Ltd.	2002	Lead Director, Chair of Corporate Governance - Nomination, Compensation and Succession Committee, Member of Audit & Risk Committee
Canadian Utilities Limited	2000	Director and Chair of Corporate Governance - Nomination, Compensation and Succession Committee
Securities held		
Class A Non-Voting Shares	44,356	
Options to purchase Class A Non-Voting Shares	-	
Class B Common Shares	-	
Total compensation		
\$51,125		

GOVERNANCE

The Board views effective corporate governance as an essential element for the ongoing success of AKITA and its shareholders. It strives to ensure that its corporate governance practices provide for effective stewardship of AKITA and evaluates its practices on an ongoing basis.

Board Structure

Summary of director skills and experience

GOCOM ensures that the Board includes members with a broad range of experience and expertise so that it is able to effectively carry out its mandate. The matrix below shows the experience and expertise that each director nominee brings to the Board.

	Loraine M. Charlton	Douglas A. Dafoe	Linda A. Southern-Heathcott	Harish K. Mohan	Dale R. Richardson	Karl A. Ruud	Nancy C. Southern	C. Perry Spitznagel	Henry G. Wilmot	Charles W. Wilson
Primary industry background										
Energy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Management	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Legal							✓			
Functional Experience										
CEO Experience										
Experience as a CEO for a publicly listed company or a major organization with international operations or similar complexity.		✓	✓			✓	✓			✓
Governance										
Significant experience overseeing corporate governance practices.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Compensation										
Significant experience overseeing corporate compensation design. Demonstrated understanding of the various components of executive compensation and how they inter-relate when attracting, motivating and retaining top candidates.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
International Business										
Significant experience managing a global enterprise across multiple jurisdictions with exposure to a range of political, cultural and business environments.		✓	✓	✓		✓	✓	✓	✓	✓
Finance & Economics										
Significant financial experience as a senior officer responsible for an organization or experience working as a senior officer in financial	✓	✓		✓	✓		✓	✓	✓	✓

accounting, reporting and corporate finance with knowledge of internal controls.										
Risk Management										
Significant experience as a senior executive overseeing the various risks facing an organization with oversight of appropriate policies and procedure to effectively manage risk.	✓	✓	✓	✓		✓			✓	✓
Climate Change and Environment										
Significant experience with regulations, best practices and strategic business initiatives related to environmental issues.		✓					✓			✓
Corporate Social Responsibility										
Significant experience in the areas of corporate responsibility and community relations. Experience building partnerships and positive relationships with indigenous groups and enhance economic and social development.	✓	✓	✓				✓	✓	✓	✓

Director independence

GOCOM and the Board of Directors annually review the status of each director to determine whether they are independent based on the criteria of the Canadian Securities Administrators as set out in National Instrument 52-110 - Audit Committees (“NI 52-110”). In 2018, this review included the completion of self-assessment questionnaires by each of the directors and a detailed review of such questionnaires by the Company.

In determining the independence of the members of the Board, the following criteria are assessed:

- Direct or indirect material relationships with AKITA which could interfere with the exercise of independent judgment;
- Employment by, or other relationship with, AKITA or its external auditor, in which case the member will be deemed not independent until the prescribed period of three years has elapsed since the end of the service;
- Immediate family member relationships with AKITA employees or employees of its external auditor; and
- Any payment of fees by AKITA of more than \$75,000, exclusive of Board fees, during any 12-month period within the last three years to the member or to a member of their immediate family who is an executive officer of the Company.

As deemed necessary, the Board conducts meetings or portions of meetings without the presence of senior management in order to promote candid discussion. Individual directors, Committees and the full Board are entitled to engage outside advisors from time to time as they deem necessary, at the Company's expense, subject to the approval of GOCOM.

The following table summarizes the independence status of each director nominee of the Board and, where applicable, the reasons for the Board's determination that a particular director is not independent.

Director	Independent	Not independent	Reason for non-Independent status
Loraine M. Charlton	√		
Douglas A. Dafoe	√		
Linda A. Southern-Heathcott		√	As Chair of the Board, has a material relationship with the Company.
Harish K. Mohan	√		
Dale R. Richardson		√	As executive officer of Sentgraf Enterprises Ltd., which is the controlling shareholder of the Company, has a material relationship with the Company.
Karl A. Ruud		√	As President & Chief Executive Officer, has a material relationship with the Company.
Nancy C. Southern		√	As Deputy Chair of the Board, has a material relationship with the Company.
C. Perry Spitznagel		√	As a partner in a law firm that is the Company's legal counsel and as a director of Sentgraf Enterprises Ltd., which is the controlling shareholder of the Company, has a material relationship with the Company.
Henry G. Wilmot	√		
Charles W. Wilson	√		

Five of the ten proposed directors are not considered independent directors within the meaning of NI 52-110. Although these individuals are not considered to be independent directors under NI 52-110, these directors, like all directors, are required by law at all times to act in good faith with a view to the best interests of the Company. As is the case with the Company's independent directors, these directors are sensitive to conflicts of interest and excuse themselves from deliberations and voting in the appropriate circumstances. Their extensive knowledge of the Company's business is extremely beneficial to the other directors and to the Company, and their participation as directors is an important element in the overall effectiveness of the Board.

Chair

The Chair of the Board, Linda A. Southern-Heathcott, is not an independent director under NI 52-110. The Company's business approach, strategies, practices and culture develop and evolve as a result of the leadership demonstrated by its Chair. All meetings of the Board are conducted in a manner which provides all directors, whether they are classified under NI 52-110 as independent or not, with an opportunity to contribute in an open and candid manner.

Gender diversity

AKITA believes that an effective functioning board is critical to the success of the Company, and that the Board must have the flexibility to adopt director election and composition practices that suit its unique needs and circumstances.

AKITA seeks the most qualified persons, regardless of gender or other characteristics unrelated to expertise and performance, when seeking new directors. Accordingly, the Company has not adopted a written policy specifically addressing the identification and nomination of women directors in order to achieve gender diversity. Due to the composition of its ten member Board, which includes four female Board members (40% female Board composition) the Board does not consider it necessary to implement a gender diversity policy. Such policies, while well intended, may create arbitrary and

technical impediments to the selection of the most qualified persons. AKITA's approach enables it to make decisions regarding the composition of its Board and senior management team based on what is in the best interests of the Company and its shareholders. Should a gender diversity policy be considered appropriate for the Company in the future due to changes in Board composition, such policy could include objectives for achieving and maintaining such gender diversity. Currently, the Company has not set any formal targets or objectives for achieving gender diversity at either the Board or executive level. At the date of this Management Information Circular, the Company does not have any female senior executives on its six member executive team. However, the Company will consider all relevant factors including the level of representation of women in executive officer positions when making future executive officer appointments.

Director term limits

AKITA attributes high value to relevant industry experience, continuity and a solid track record of service in its directors. AKITA has found that having long-standing directors on its Board does not negatively affect board effectiveness, but instead contributes to boardroom dynamics that have resulted in a consistently high performing board. Accordingly, the Company has not adopted term limits for directors. GOCOM's mandate includes responsibility for board renewal mechanisms such as board and director evaluations as well as identifying potential director candidates, and the Committee spends a considerable amount of time on such matters.

Concluding commentary on director independence, gender bias and term limits

Although the Board considers independence and gender as factors in assessing the qualification of potential candidates, the Board's primary objective is to ensure that the Company's directors are the most qualified candidates available and are selected on the basis of their overall qualifications and ability to contribute to the effective governance of the Company. All of the Company's directors make a valuable contribution to the Board, the Company and its shareholders, and the directors are at all times mindful of the interests of the minority shareholders.

The Board also makes evaluations of its own effectiveness as well as the effectiveness of individual Board members to ensure that it can most effectively achieve its mandate and provide optimal benefit for the Company's shareholders.

Summary of director attendance

The Board met five times in 2018. The Board generally meets five times a year and additionally during the year as the need arises. The frequency and length of meetings and the nature of agenda items depend upon the circumstances. Meetings are generally lengthy, detailed, well attended and conducted in an atmosphere which encourages participation and independent thinking. The Board conducts annual strategy sessions with senior management where the Board reviews and assesses the performance of the Company, reviews business plans, sets short and long-term objectives for the Company and discusses and implements strategies to meet these objectives.

The following table sets out the attendance of the Board of Directors at Board meetings and at Committee meetings during 2018. The Chair of the Board is also a member of the Pension Committee and additionally attends various meetings of other Committees at her discretion. The President and Chief Executive Officer is a member of the Pension Committee and also attends other Committee

meetings as required. Other directors may attend meetings of Committees of which they are not members at the request of the respective Committee Chairman.

Director	Board of Directors		Audit Committee		GOCOM		Pension Committee		Total
Lorraine M. Charlton	5 of 5	100%	4 of 4	100%	4 of 4	100%	-	-	100%
Douglas A. Dafoe*	1 of 5	20%	-	-	-	-	-	-	20%
Linda A. Southern-Heathcott	5 of 5	100%	-	-	-	-	4 of 4	100%	100%
Harish K. Mohan	5 of 5	100%	4 of 4	100%	4 of 4	100%	4 of 4	100%	100%
Dale R. Richardson	5 of 5	100%	4 of 4	100%	4 of 4	100%	-	-	100%
Karl A. Ruud	5 of 5	100%	-	-	-	-	4 of 4	100%	100%
Nancy C. Southern	5 of 5	100%	-	-	-	-	-	-	100%
C. Perry Spitznagel	5 of 5	100%	-	-	-	-	-	-	100%
Henry G. Wilmot	5 of 5	100%	4 of 4	100%	-	-	-	-	100%
Charles W. Wilson	5 of 5	100%	-	-	4 of 4	100%	-	-	100%

*Mr. Dafoe became a Director on September 11, 2018.

All directors are expected to attend meetings of the Board and the Committees on which they serve. Attendance of directors at meetings of the Board and Committees is not strictly indicative of the contribution made by each director and absence from a meeting may have resulted from a variety of extenuating circumstances including family bereavement or health issues. The Company is supportive and understanding of such circumstances. If a director's attendance is deemed to be unsatisfactory, however, interviews will be conducted by the Chair and a clear understanding of the Company's expectations for attendance will be formally communicated to ensure optimal attendance in subsequent reporting periods.

Serving on other public company boards

The Company considers outside directorships as a factor in the evaluation of potential director nominees. The previously reported biographies for each director nominee include details regarding directorships for other reporting issuers. The Chair of the Board and GOCOM recognize the time and diligence that directors devote to their duties and responsibilities and do not feel that directors' board memberships for other reporting issuers impair their commitments or contributions to AKITA's Board.

Board and Committee mandates

The Board has three Committees: the Audit Committee, GOCOM and the Pension Committee. The Board annually appoints Committee members. Mandates for the Board and each Committee are reviewed annually by GOCOM and approved by the Board.

The mandates of the Board and its Committees include working plans that allocate duties, which allow the Board and Committees to plan and monitor the fulfillment of their respective mandates throughout the year. The Board mandate, attached to this Management Information Circular as Schedule A, outlines the roles and responsibilities of the Board. Schedule B provides reports on the activities of each Committee.

Position descriptions

The Board has developed a written position description for the Chair of the Board, as well as for the chair of each Committee. The Board has also developed a written position description for the President and Chief Executive Officer.

The Board of Directors and its Committees

1. The Board is responsible for authorizing and approving the Company's annual business plans, material contracts, strategic transactions, financings and major capital expenditures.
2. The Audit Committee oversees the accounting and financial reporting processes of the Company. Each Committee member is financially literate within the meaning of the term as defined in NI 52-110. Loraine M. Charlton, Harish K. Mohan and Henry G. Wilmot are independent within the meaning of NI 52-110, and although Dale R. Richardson is not considered independent within the meaning of NI 52-110, she is eligible to rely on the controlled company exemption provided in Section 3.3 of NI 52-110.

Information about the Audit Committee required pursuant to NI 52-110 is disclosed on pages 24 to 26 of the Company's Annual Information Form, and a copy of the Audit Committee mandate is attached as Appendix "A" to the Company's Annual Information Form which has been filed on SEDAR at www.sedar.com.

3. GOCOM is responsible for the oversight of the Company's corporate governance. Loraine M. Charlton, Harish K. Mohan, and Charles W. Wilson are considered independent directors within the meaning of National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101"). Although Dale R. Richardson is not considered independent within the meaning of NI 58-101, the Board is of the view that her categorization as a non-independent director does not encumber the ability of GOCOM to make decisions that would be comparable to a committee made up entirely of independent directors. In addition to appraising individual and combined directors' performances, Committee members are responsible for succession planning, assessing compensation and performance of senior executive officers and identifying and recommending potential director candidates to the Board.

Charles W. Wilson has been the Chair of GOCOM since 2006. In addition to his experience serving as the Chair of GOCOM for the Company, Mr. Wilson is the Chair of Corporate Governance - Nomination, Compensation and Succession committees for ATCO Ltd. (member since 2006) and Canadian Utilities Limited (member since 2008) and was formerly the CEO of Shell Canada Limited. Mr. Wilson was also a member of the Big Rock Brewery Income Trust Corporate Governance Committee from 2006 until its conversion into a public company in 2011. In his positions on the governance committees of these companies, Mr. Wilson has gained significant experience to enable him to effectively chair GOCOM. Mr. Wilson has been a director of the Company since 2002 and has significant experience dealing with all matters of the Company's overall business as well as significant experience regarding the capabilities and performance of the members of the Company's executive to add meaningful input to the deliberations of GOCOM, particularly as they relate to compensation.

Dale R. Richardson is a founding member of GOCOM and has significant experience dealing with all matters of the Company's overall business as well as significant experience regarding the capabilities and performance of the members of the Company's executive to add meaningful input to the deliberations of GOCOM, particularly as they relate to compensation.

Loraine M. Charlton has been a member of GOCOM since 2011 and has been a member of the Board since 2006. In addition, Ms. Charlton has received her certification from the Directors Education Program at the Institute of Corporate Directors. Ms. Charlton is familiar with all matters of the Company's overall business and has sufficient experience regarding the capabilities and performance of the members of the Company's executive to add meaningful input to the deliberations of GOCOM, particularly as they relate to compensation.

Harish K. Mohan has been a member of GOCOM since 2016 and brings a wealth of management experience to the Committee. Mr. Mohan is familiar with all matters of the Company's overall business and through his previous senior management experience he provides meaningful input to GOCOM deliberations.

4. The Pension Committee's principal purpose is to oversee the effective stewardship of the Company's Defined Contribution Pension Plan which is available to all employees of the Company upon meeting eligibility through term of service.

The Board annually appoints Committee members to the Audit Committee, GOCOM, and the Pension Committee. The following table lists the members of each Committee as of March 5, 2019:

Director	Audit	GOCOM	Pension ¹
Loraine M. Charlton	Chair	√	
Linda A. Southern-Heathcott			√
Harish K. Mohan	√	√	Chair
Dale R. Richardson	√	√	
Karl A. Ruud			√
Henry G. Wilmot	√		
Charles W. Wilson		Chair	

¹The Pension Committee also includes two non-director members from AKITA's management.

All Committee Chairs provide regular reports to the Board. Copies of the Committee mandates are available on the Company's website at www.akita-drilling.com.

Continuing education and development

All directors are provided with a director's manual, which includes a copy of all Board and Committee mandates and policies and the Company's by-laws, and are introduced to senior management and the other directors. Newly elected directors participate in an orientation and education program during which they are briefed about all aspects of the Company's operations by senior management.

Comprehensive information packages are distributed to all directors in advance of meetings of the Board and Committees and prior to strategic planning sessions, and presentations are made at each meeting of the Board by management of new developments which may affect the Company and its business.

In addition to education that is specific to the operations of the Company, directors attend and participate in seminars and other continuing education programs as deemed necessary. Loraine M. Charlton and Linda A. Southern-Heathcott have attained the professional ICD.D designation from the Institute of Corporate Directors.

Assessment

The Board, its Committees and its individual directors are assessed at least annually. This function is facilitated by GOCOM. Board and Committee performance evaluation questionnaires are distributed to each director and Committee member. The questionnaires provide the directors with the opportunity to examine their effectiveness and identify areas for improvement. The questionnaires address director skills and experience, preparation, attendance and availability at meetings, communication and interaction, business, company and industry knowledge and provide an overall effectiveness assessment. The responses are conveyed to GOCOM. Each Board member receives a full report of the tabulated results of the Board questionnaire. Each Committee member receives a complete report of the tabulated results on each Committee questionnaire for each Committee on which they sit. Directors are encouraged to comment broadly so the effectiveness of the Board and each Committee can continually improve.

The Chair of GOCOM meets with the Chair of the Board to discuss the performance of directors and other issues relating to Board, Committee and director performance.

Director selection

GOCOM, in conjunction with recommendations made by the Chair of the Board, is responsible for identifying and recommending potential candidates for the Board. GOCOM annually reviews the size and composition of the Board and makes recommendations to the Board when it believes that a change in size would be in the best interests of the Company, and reviews the overall profile of the Board to ensure that it includes members with a reasonable diversity of experience, backgrounds and skills who collectively possess the competencies identified by GOCOM as being critical to the effectiveness of the Board as a whole. GOCOM also reviews each Committee of the Board and its mandate, making appropriate recommendations as required.

The mandate of GOCOM includes responsibility for governance issues including: size, composition and effectiveness of the Board, Committee structure and mandate, Chief Executive Officer succession planning, and making recommendations to the Board with respect to the nominees to the Board. Nominee recommendations are based on GOCOM's objective assessment of the Board's needs with respect to skill, expertise, experience, gender, background and attitude.

Communicating with the Board

Interested parties may communicate directly with the Board through the Chair of the Board by writing to:

Chair of the Board of Directors
c/o Corporate Secretary
AKITA Drilling Ltd.
1000, 333 - 7th Avenue S.W.
Calgary, Alberta
T2P 2Z1

Code of Business Conduct

The Company has a written Code of Business Conduct (the "Code") that governs the Board, its officers and employees. A copy of the Code may be found on the Company's SEDAR profile at www.sedar.com. The Board monitors compliance with the Code by requiring each director, officer and employee to annually sign a certificate confirming his or her compliance with the Code. To the knowledge of the Board, there have been no departures from the Code that would necessitate the filing of a material change report.

The Board is of the view that a culture of strong corporate governance and ethical business conduct must be endorsed by the Board and the Company's officers and employees. The Code addresses many areas of business conduct and provides a procedure for employees to raise concerns or questions regarding the conduct of the Company's directors, officers and employees.

The Code and the Company's By-laws set out the framework for dealing with conflict of interest situations. The Code and the Company's By-laws provide that directors have a fiduciary interest in promoting and preserving the interests of the Company's shareholders and the best interests of the Company. In any situation that involves, or may reasonably be expected to involve, a conflict between a director's personal interests and the interests of the Company or in any other case in which a director may otherwise be in a conflict of interest, such director is required to disclose the nature and extent of such director's interest at the time and in the manner provided by the *Business Corporations Act* (Alberta) (the "ABCA"). In such cases, the director or directors shall be requested to leave the meeting and may not vote on any resolution to approve any action by the Company where a conflict exists except as provided by the ABCA.

AKITA did not file any material change reports in 2018 relating to a director's or officer's departure from the Code. Further, no waivers of the Code have ever been granted to any AKITA director, officer or other employee.

The Company has a hotline in place that employees can use to express concerns about inappropriate business conduct. Concerns can be reported confidentially and anonymously online or by phone. Non-employees may also submit complaints online, by phone or by mail to any member of the Audit Committee.

Disclosure Policy

AKITA is committed to providing accurate, timely and fair disclosure of corporate information to the public. The Company must comply with all laws and regulations and ensure that communications to the public are disseminated according to applicable legal and regulatory requirements. The Company's Disclosure Policy applies to all AKITA directors, officers and employees, including those authorized to communicate to the public on the Company's behalf. It covers written and oral communications provided to the investing public, including:

- Written financial and non-financial documents;
- Annual reports;
- Interim reports;
- News releases;
- Letters to shareholders;
- Presentations and speeches by senior management;
- Corporate web site and other communications;
- Documents filed with securities regulators and the TSX;
- Oral statements made with financial analysts and the public;
- Interviews with the media; and
- News conferences.

The Disclosure Policy takes into consideration securities law governing corporate disclosure, confidentiality and employee trading.

Additional disclosure relating to directors

As of March 5, 2019, based upon information provided by the nominees for election to the Board of Directors, in the last 10 years no nominee has been a director or executive officer of any company that became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

DIRECTOR COMPENSATION

GOCOM is responsible for assessing the compensation of the directors of the Company annually using information from other corporations and published data, and from time to time retains independent compensation consultants to undertake market comparisons and provide advice on developing appropriate compensation programs. GOCOM's approach when setting director compensation is to align the directors' interests with the interests of the Company's shareholders and to fairly and competitively compensate directors in order to attract and retain skilled and dedicated Board members. Director compensation is reviewed to determine whether such compensation is appropriate for the responsibilities, time commitment and risks assumed by the directors, as well as applicable market conditions.

Fees and retainers

The following table sets forth the annual retainers and attendance fees paid to members of the Board in 2018. The retainers for Board Chairs, Committee chairs and members are paid in addition to the combined annual director retainer and supplemental fee of \$32,500.

Non Employee Directors' remuneration	2018 (\$)
Annual retainers	
Director - cash portion	22,500
Director - supplemental fee ⁽¹⁾	10,000
Chair of the Board	54,000
Audit Committee Chair	18,000
GOCOM Chair	4,500
Pension Committee Chair	4,500
Meeting fees	
Board Meeting, Committee Meeting and Strategy Session per day	1,125
Board, Committee or Special Committee Meeting for routine administration where nature of discussion is brief	360
Board Special Committee Meeting	500

¹ During 2018, each non-employee director received a supplemental fee totaling \$10,000, of which \$7,000 was used to purchase Class A Non-Voting Shares and \$3,000 was remitted on behalf of income taxes.

Directors are reimbursed for travel and other expenses incurred for attendance at Board and Committee meetings. Directors who are full-time salaried AKITA employees receive no remuneration for serving as a director.

The following table summarizes the total compensation that was paid to each non-employee director for the year ended December 31, 2018. Karl A. Ruud did not receive compensation as a director of AKITA as he is the President and Chief Executive Officer. His compensation is shown on page 48 of this Management Information Circular.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Loraine M. Charlton	69,625	-	-	-	-	-	69,625
Douglas A. Dafoe	9,250	-	-	-	-	-	9,250
Linda A. Southern-Heathcott	104,125	-	-	-	-	-	104,125
Harish K. Mohan	64,000	-	-	-	-	-	64,000
Dale R. Richardson	47,625	-	-	-	-	-	47,625
Nancy C. Southern	38,125	-	-	-	-	-	38,125
C. Perry Spitznagel	42,625	-	-	-	-	-	42,625
Henry G. Wilmot	47,125	-	-	-	-	-	47,125
Charles W. Wilson	51,125	-	-	-	-	-	51,125
Total	473,625	-	-	-	-	-	473,625

The following table provides a detailed breakdown of the fees and retainers paid to AKITA's non-employee directors for the year ended December 31, 2018. Fees and retainers are paid quarterly.

Name	Cash portion of director retainer (\$)	Chair, Deputy Chair or Committee Chairman retainer (\$)	Board attendance fee (\$)	Committee attendance fee (\$)	Other fees ⁽¹⁾ (\$)	Total fees earned (\$)
Loraine M. Charlton	22,500	18,000	5,625	13,500	10,000	69,625
Douglas A. Dafoe	5,625	-	1,125	-	2,500	9,250
Linda A. Southern-Heathcott	22,500	54,000	5,625	12,000	10,000	104,125
Harish K. Mohan	22,500	4,500	5,625	21,375	10,000	64,000
Dale R. Richardson	22,500	-	5,625	9,500	10,000	47,625
Nancy C. Southern	22,500	-	5,625	-	10,000	38,125
C. Perry Spitznagel	22,500	-	5,625	4,500	10,000	42,625
Henry G. Wilmot	22,500	-	5,625	9,000	10,000	42,125
Charles W. Wilson	22,500	4,500	5,625	8,500	10,000	51,125
Total	185,625	81,000	46,125	78,375	82,500	473,625

¹ During 2018, each director received a supplemental fee totaling \$10,000, of which \$7,000 was used to purchase Class A Non-Voting Shares and \$3,000 was remitted on behalf of income taxes.

Director share ownership

The following table sets out each director's equity ownership in AKITA at March 7, 2018 and any change in ownership interest up to March 5, 2019.

Name	Equity ownership as at March 7, 2018			Equity ownership as at March 5, 2019			Net change in ownership			Equity at risk ⁽¹⁾
	Class A Non-Voting Shares	Class A Non-Voting Options	Class B Common Shares	Class A Non-Voting Shares	Class A Non-Voting Options	Class B Common Shares	Class A Non-Voting Shares	Class A Non-Voting Options	Class B Common Shares	Value (\$)
Lorraine M. Charlton	16,927	6,000	-	19,135	6,000	-	2,208	-	-	78,071
Douglas A. Dafoe	-	-	-	18,496	-	-	18,496	-	-	75,464
Linda A. Southern-Heathcott ²	24,410	205,000	50	26,375	205,000	50	1,965	-	-	107,803
Harish K. Mohan	11,611	-	100	13,656	-	100	2,045	-	-	56,101
Dale R. Richardson	35,965	-	7,800	37,919	-	7,800	1,954	-	-	184,740
Karl A. Ruud	44,395	360,000	400	47,118	460,000	400	2,723	100,000	-	193,781
Nancy C. Southern ²	26,319	-	-	28,284	-	-	1,965	-	-	115,399
C. Perry Spitznagel	10,910	-	-	12,875	-	-	1,965	-	-	52,530
Henry G. Wilmot	4,070	-	-	5,566	-	-	1,496	-	-	22,709
Charles W. Wilson	20,307	-	-	44,356	-	-	24,049	-	-	180,972
Total	194,914	571,000	8,350	253,780	671,000	8,350	58,866	100,000	-	1,067,570

¹ Equity at risk is shown as at March 5, 2019, and is the market value determined by reference to the closing price of Class A Non-Voting Shares (\$4.08) and Class B Common Shares (\$3.85) on the TSX as well as to option strike prices at the dates such options were granted.

² As at March 5, 2019, the Spousal Trust owned 32,019 Class A Non-Voting Shares and 2,000 Class B Common Shares. The Spousal Trust is also the controlling shareholder of Sentgraf, which owns 4,474,258 Class A Non-Voting Shares and 1,426,790 Class B Common Shares. Ms. Nancy Southern, Ms. Linda Southern-Heathcott and Mrs. Margaret E. Southern are the trustees of the Spousal Trust. All actions of the Spousal Trust regarding the shares held by it require the approval of a majority of the trustees.

Directors are eligible to receive grants of options and share appreciation rights under the Company's long-term incentive plans. There were no options granted to non-employee directors in 2018. Further, during 2018 and to date in 2019, there were no outstanding share appreciation rights. The value vested during the year on incentive plan awards to non-employee directors is included in a table on page 35 of this document.

The following table lists all outstanding options held by the non-employee directors at December 31, 2018. Karl A. Ruud, President and Chief Executive Officer and a director of the Company, is excluded from the following table since information regarding his compensation has been included in the Named Executive Officer (“NEO”) table contained on page 48 of this Management Information Circular.

Name	Option Based Awards					Share Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option grant date	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units that have not vested (#)	Market or payout value of share-based awards that have not vested (#)	Market or payout value of vested share-based awards that have not been paid out or distributed (\$)
Lorraine M. Charlton	6,000	10.32	Mar 23, 2011	Mar 22, 2021	Nil	Nil	N/A	N/A
Douglas A. Dafoe	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A
Linda A. Southern-Heathcott	60,000	9.87	Apr 1, 2010	Mar 31, 2020	Nil	Nil	N/A	N/A
	20,000	10.32	Mar 23, 2011	Mar 22, 2021	Nil	Nil	N/A	N/A
	25,000	16.02	Aug 29, 2014	Aug 28, 2024	Nil	Nil	N/A	N/A
	100,000	7.13	April 1, 2016	Mar 31, 2026	Nil	Nil	N/A	N/A
Harish K. Mohan	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A
Dale R. Richardson	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A
Nancy C. Southern	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A
C. Perry Spitznagel	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A
Henry G. Wilmot	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A
Charles W. Wilson	Nil	N/A	N/A	N/A	N/A	Nil	N/A	N/A

¹The value of unexercised "in-the-money" options has been determined by subtracting the exercise price of the options from the closing price of the Class A Non-Voting Shares on December 31, 2018 of \$4.07, as reported by the TSX, and multiplying by the number of Class A Non-Voting Shares that may be acquired upon the exercise of the options.

During 2018, no options or share appreciation rights were exercised by directors of the Company.

COMPENSATION DISCUSSION & ANALYSIS

Compensation Governance

GOCOM reviews and determines the overall compensation program for all officers of the Company, including base salary, short-term incentives and long-term incentives. GOCOM's approach when setting executive compensation is to align the executives' interests with the interests of the Company's shareholders and to fairly and competitively compensate executives in order to attract and retain skilled and dedicated executives. While GOCOM is responsible for recommending executive compensation to the Board, the Board reserves the right to exercise discretion to reduce or increase executive compensation based upon specific circumstances.

Committee Process

GOCOM recognizes the importance of maintaining sound governance practices for the administration of executive total rewards programs. To ensure GOCOM has the ability to effectively perform its responsibilities, the following procedures have been established:

- In camera sessions are held at each meeting to address executive compensation items;
- A compensation tally sheet is reviewed for all executives that includes a three-year history of base pay changes, incentive plan payments, discretionary payments, perquisites, share plan ownership and grants and pension and other benefits;
- The granting of stock options, share appreciation rights and deferred share units generally is considered annually during concurrent deliberation of Total Direct Compensation ("TDC"), which is defined as base pay plus target bonus plus the expected value of long-term incentives;
- Management is directed to provide an initial analysis and commentary on a range of compensation matters; this material is reviewed along with other information received from external advisors before considering and/or rendering decisions; and
- GOCOM has full discretion to adopt management recommendations or to alter them and consult its own external advisors.

Independent advice

From time to time, GOCOM reviews reports prepared by independent compensation consultants to undertake market competitive compensation analysis of executive positions, to provide information on current market practices and to provide advice in structuring or restructuring executive compensation programs. GOCOM can also seek independent legal advice on securities law, matters related to executive compensation or any other governance related issue.

Executive compensation advisory surveys and related fees

GOCOM annually reviews market comparisons and provides advice on developing appropriate compensation programs, based on information from other corporations in the Canadian drilling and oilfield services industry and typically utilizes the "*Petroleum Services Association of Canada Salary Survey*" (herein called the "PSAC Survey").

The Company has been using the PSAC Survey since the inception of the Company. This is the only service provided to the Company by the Petroleum Services Association of Canada. The cost for this survey in 2018 was \$2,295 (2017 - \$2,295).

GOCOM decision-making criteria

GOCOM reviews and approves each individual executive's TDC annually. Several factors are considered in totality, together with any other considerations determined to be relevant, in making compensation recommendations. These factors include:

- Market data that shows how the executive is paid in relation to the market (50th percentile) for base salary, short-term incentives and long-term incentives;
- Individual performance measures that indicate the executive's demonstrated delivery of results and alignment to the values and direction of the Company, and the ability to mentor other high-potential employees; and
- Company performance against a range of financial, operational, leadership and long-term sustainable growth targets.

Philosophy, objectives and principles

The Company's compensation philosophy is to provide "competitive pay for competitive performance". This philosophy is designed to closely align the interests of executives and shareholders and to support the continued success of the Company. GOCOM approves compensation principles and objectives designed to ensure the achievement of this approach.

The objectives of the Company's executive compensation plan are as follows:

- Attract and retain talented executives in a competitive business environment; and
- Compensate executives in a way that creates sustained shareholder value by:
 - Ensuring all executives have an "at risk" component of total compensation that reflects their ability to influence business outcomes and financial performance;
 - Linking short-term incentives to prudent company performance and paying the "at-risk" component of compensation only in the event that prescribed targets or objectives are met or exceeded;
 - Aligning the performance of the executive to the strategic plan of the Company; and
 - Linking long-term incentives to sustainable profitable growth.

The Company's compensation principles are as follows:

- Establish TDC, pension benefits and perquisites at the median of the relevant comparator markets;
- Provide a significant portion of TDC based on company and individual performance which is to be paid only in the event that prescribed targets are met or exceeded;
- Utilize relevant peer companies from industry that may be of similar size and scope of operations or for which the data is adjusted to reflect the appropriate size and scope through linear regression analysis. Comparator company data is obtained from the PSAC Survey; and
- Test the total potential payment to ensure it is not a significant portion of the Company's earnings.

The comparator groups used for market competitiveness are as follows:

Industry	Oil and gas services
Locations	Alberta
Relevance	Companies are selected based on their comparability to the Company's operations. Consideration is given to size using revenue, number of employees and market capitalization.
2018 PSAC Survey participant companies	AKITA Drilling Ltd. Ensign Drilling Partnership Nabors Drilling Canada Limited Patterson-UTI Drilling Canada Limited Precision Drilling Corporation Plus 54 additional Canadian oilfield services companies that do not have drilling operations

Managing risk

In 2018, GOCOM considered the extent to which annual performance metrics, as opposed to multi-year targets, could potentially incentivize inappropriate or unnecessary risk-taking or short-term decision making. GOCOM concluded that the absence of multi-year performance objectives did not lead to the assumption of undue risk in 2018 relative to the Company's intended overall risk profile. The ability for short-term decisions to drive excessive compensation is limited because the performance awards are subject to "caps" (maximum amounts of compensation) that can be received in the event the Company's performance exceeds established performance targets. Such caps on performance-related compensation minimize any incentive to enter into large transactions with excessive risk for the purpose of attempting to generate substantial short term gains.

GOCOM also considered whether the awarding of long-term compensation could potentially encourage inappropriate or excessive risk taking. As part of its consideration, GOCOM recognized the Board's practice of evaluating and approving each aspect of long term strategic decisions on a variety of metrics including its anticipated long and short term rewards with consideration given to the corresponding levels of associated risks. Therefore, GOCOM concluded that such Board oversight and approval over the Company's long term strategic decisions was a practice that minimized the risk of long-term compensation driving excessive or unnecessary risk taking in 2018. When the aforementioned requisite Board approval of long term strategic decisions is coupled with the oversight of the Company's Risk Management Committee, which is tasked with identifying, assessing and mitigating risks material to the Company and which reports directly to the Audit Committee, three of whose members are also members of GOCOM, GOCOM concluded that adequate safeguards are in place to minimize the risk of excessive risk taking to achieve long term compensation targets. GOCOM also considered the use of five year vesting periods for options issued to management as a risk mitigating strategy.

Executive Compensation Program Elements

Base salary

The base pay program provides a fixed level of income based on the market value of the position. All executive roles are matched to similar positions in the comparator group. Base salaries are generally targeted near the 50th percentile; however, salaries up to the 75th percentile are provided to reward sustained individual performance which is above the expectations of the role. GOCOM may make adjustments in an individual's salary during the year based on changes in the executive's responsibilities.

Short-term incentive plan

The Company typically has officers' bonus plans pursuant to which annual bonuses of generally up to 100% of salary are payable for a financial year based on the net income of the Company achieved in such year. Due to extended weak market conditions, however, this compensation program has not paid full bonuses in the past five years.

Long-term incentive plan

Summary of stock option plan

The stock option plan of the Company was initially adopted by the Company at inception, and subsequently amended and restated twice and approved by the shareholders on May 14, 1998 and again on May 7, 2007.

GOCOM, subject to Board approval, may designate directors, officers, employees and other persons providing services to the Company to be offered options to purchase Class A Non-Voting Shares of the Company at an exercise price equal to the weighted average trading price of the shares on the TSX for the five trading days immediately preceding the date of grant. Vesting provisions and exercise period of the Options are determined by GOCOM at the date of grant. Determinations with respect to the grant of options are influenced by the factors previously identified in the discussion of base salary determinations.

As of March 5, 2019, 1,053,500 options are outstanding under the Company's stock option plan, representing 2.6% of the Company's issued and outstanding share capital. The maximum number of Class A Non-Voting Shares which may be issued pursuant to the options granted under the stock option plan may be equal to, but not greater than, 1,698,000 Class A Non-Voting Shares. As of March 5, 2019, 1,698,000 Class A Non-Voting Common Shares represents 4.3% of the Company's issued and outstanding share capital. A summary of activities under the Stock Option Plan up to the date of this Management Information Circular is contained in the accompanying table. All balances included have been adjusted to reflect the two-for-one stock split implemented on June 8, 2005 in accordance with the terms of the stock option plan.

The number of Class A Non-Voting Shares which may be issuable to insiders of the Company at any time under the stock option plan, together with all of the Company's other previously established or proposed other security based compensation arrangements, in aggregate, may not at any time exceed 10% of the Company's issued and outstanding securities. The number of Class A Non-Voting

Shares which may be issued to any one optionee under the stock option plan is not otherwise restricted. Options granted under the stock option plan are non-assignable and non-transferable.

During the lifetime of a participant under the stock option plan, Options granted thereunder may only be exercised by the participant. Stock options granted under the stock option plan terminate on the earlier of the date of expiration of the option period and 90 days from the date a participant ceases to hold the office of director, officer, employee or consultant or, in the case of death, permanent disability or normal retirement, the earlier of the date of expiration of the option period and twelve months after the date of death, permanent disability or normal retirement. Options are only assignable in the event of death or permanent disability, and in such circumstances only in accordance with the participant's will or applicable law and only to the extent the participant was entitled to exercise the option as at the date of his or her death or permanent disability. In the event of a sale of all or substantially all of the assets of the Company or a change of control, a participant under the stock option plan will be entitled to exercise (partially or in full) each option granted under the stock option plan, whether vested or not, until the earlier of: (i) the last day of the applicable option period; and (ii) the 90th day after the date of termination of the participant's status (i.e., as a director, officer or employee) with the Company at the time and under which the option was granted. The stock option plan also contains an adjustment mechanism to alter the exercise price or number of Class A Non-Voting Shares issuable under the stock option plan upon a share reorganization or corporate reorganization.

Except where prohibited by the TSX, where options expire during or within ten business days after a black out period imposed by the Company (the "Black Out Period"), then the option period of such options will be extended to the end of the day that is ten business days following the end of the applicable Black Out Period.

The stock option plan provides that the Board may make certain amendments to the Stock Option Plan or any Options without shareholder approval, including:

- any amendment to the vesting provisions of the stock option plan or any option;
- any amendment to the termination provisions of the stock option plan or any option, provided that such amendment does not entail an extension beyond the expiry date of the Option;
- any amendment to the persons eligible to receive options or otherwise relating to the eligibility of anyone to receive options other than an amendment which would have the potential of broadening or increasing insider participation;
- any amendment with respect to the method or manner of exercise of any option;
- any amendment of a "housekeeping" nature; and
- any other amendment that under the rules of the TSX (or such other stock exchange on which the Class A Non-Voting Shares may be listed) does not require shareholder approval; provided that no such amendment shall in any manner materially adversely affect the rights of any participant under any options granted under the stock option plan without such participant's consent.

The Board may also, at any time, suspend or terminate the stock option plan. The Company will not facilitate the surrender of options for a cash payment equal to the in-the-money amount unless shareholder approval is sought and obtained for an amendment to the stock option plan to provide for such a cashless exercise mechanism.

Pursuant to applicable TSX rules, the Company will require shareholder approval for: (i) amendments that increase the number of shares issuable under the stock option plan; (ii) amendments that reduce the exercise price of an option benefiting an insider of the Company; (iii) an amendment to extend the

term of a grant benefiting an insider of the Company; (iv) any amendment which would have the potential of broadening or increasing insider participation; and (v) amendments to an amending provision of the stock option plan.

	Stock Option Plan including amendments ¹	As a percentage to the issued and outstanding share capital
Reserved	3,100,000	8%
Granted	3,239,000	8%
Exercised	(1,402,000)	4%
Expired	(188,300)	0%
Surrendered for a cash payment equal to the in-the-money amount	(360,200)	1%
Cancelled	(235,000)	1%
Outstanding as at March 7, 2019	1,053,500	3%
Available for Issuance	644,500	2%
Total Reserved (Plan Maximum)	1,698,000	4%
Weighted average exercise price of outstanding options	\$9.63	

¹At inception of the plan, 1,650,000 shares were reserved under the plan for issuance. In 1998 1,450,000 additional shares were reserved to replenish the plan.

Annual Burn Rate

In accordance with the requirements of section 613 of the TSX Company Manual, the following table sets out the burn rate of the awards granted under the Company's share based compensation arrangements as of the end of the financial year ended December 31, 2018 and for the two preceding financial years. As at the time of this Circular, the only share based compensation arrangements is the stock option plan. The table below sets out the burn rate for the options granted under the Plan for the years ended December 31, 2018, 2017, and 2016. The burn rate is calculated by dividing the number of options granted under the stock option plan during the relevant Fiscal year by the weighted average number of shares outstanding for the applicable fiscal year.

	Year ended December 31, 2018	Year ended December 31, 2017	Year ended December 31, 2016
Options granted	177,500	95,500	197,500
Weighted average outstanding share capital	25,551,542	17,945,661	17,945,661
Annual burn rate	0.69%	0.53%	1.10%

Stock option hedging policy

Company policy prohibits the hedging of equity based compensation and other securities awarded to recipients.

Stock options issued during 2018

The following table lists all options that were granted to NEOs of the Company during 2018. During 2018 and to date in 2019, there were no outstanding share appreciation rights. Option pricing was determined using the binomial methodology. The option was valued at 25% at the time of the grant, based on a plan design with a ten year term and vesting over five years. This method and assumptions have been consistently applied.

Name and Position	Date Granted	Expiry Date	Grant Price (\$)	Number Granted (#)	Vested Options at December 31, 2018	
					Number Vested (#)	Value (\$)
Karl A. Ruud President and Chief Executive Officer	Sept. 18, 2018	Sept. 17, 2028	5.62	100,000	20,000	-
Darcy Reynolds Vice President, Finance and Chief Financial Officer	Sept. 18, 2018	Sept. 17, 2028	5.62	15,000	3,000	-
Raymond T. Coleman Senior Vice President Managing Director - USA	Sept. 18, 2018	Sept. 17, 2028	5.62	20,000	4,000	-
Fred O. Hensel Vice President, Canadian Operations	Sept. 18, 2018	Sept. 17, 2028	5.62	15,000	3,000	-
Colin A. Dease Vice President, Corporate Secretary and Legal Counsel	Sept. 18, 2018	Sept. 17, 2028	5.62	15,000	3,000	-

Share Appreciation Rights and Deferred Share Units

In addition to stock options, share appreciation rights (SARs) may be granted to directors, officers and key employees of the Company. The vesting provisions and exercise period (which cannot exceed 10 years) are determined at the time of grant. The holder is entitled on exercise to receive a cash payment from the Company equal to any increase in the market price of the Class A Non-Voting Shares over the base value of the SARs exercised. The base value is equal to the closing price of the Class A Non-Voting Shares on the TSX on the day before the date of grant.

On November 12, 2013, the Board approved an executive Deferred Share Unit Plan (“DSU Plan”) whereby the Board or, if duly authorized by the Board, GOCOM may grant to eligible executives of the Company such number of Deferred Share Units (“DSUs”) as appropriate as a bonus in respect of services rendered to the Company. Unless otherwise specified at the time of grant, DSUs vest at the time of grant and are payable when the executive ceases to be an employee or a director of the Company. Recipients of DSUs are entitled to receive dividend equivalents based upon the payment of dividends to Class A Non-Voting shareholders. On September 18, 2018 46,116 DSUs were issued to select employees.

Unlike salary and bonuses, which are intended to compensate the Company’s executive for the day to day administration of the Company as well as the achievement of annual targets, the use of stock options, SARs and DSUs is intended to provide long-term incentives for the recipients to more closely align their interests with the interests of the shareholders. The recommendation of timing and amounts of each award is made based upon the circumstances at the time of such recommendation, but includes considerations regarding past performance, known and anticipated opportunities in the future and a desire to affect future performance for the Company.

Prior to the granting of stock options, SARs or DSUs, in addition to the performance of the executive, consideration is given to the number of awards currently outstanding, both in total and to any prospective individual for whom additional grants might be considered as well as the number of awards that are available to be issued under the stock option plan.

Value vested/earned during the year

The following table sets forth, for each NEO, the value vested or earned on all option-based awards, share-based awards and non-equity incentive plan compensation in 2018. Amounts presented below have been determined as of the effective date of vesting. No SARs have been issued by the Company.

Name	Option-based awards Value vested during 2018 (\$)	Share-based Awards Value vested during 2018 (\$)
Karl A. Ruud President and Chief Executive Officer	-	71,126
Darcy Reynolds Vice President, Finance and Chief Financial Officer	-	19,757
Raymond T. Coleman Senior Vice President Managing Director - USA	-	35,563
Fred O. Hensel Vice President, Canadian Operations	-	27,660
Colin A. Dease Vice President, Corporate Secretary and Legal Counsel	-	19,757

Outstanding Option-Based Awards and Share-Based Awards

The following table lists all outstanding option based awards and share based awards held by the NEOs of the Company at December 31, 2018

Name	Option Based Awards				Share Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units that have not vested (#)	Market or payout value of share-based awards that have not vested (#)	Market or payout value of vested share-based awards that have not been paid out or distributed ⁽²⁾ (\$)
Karl A. Ruud President and Chief Executive Officer	35,000	9.87	Mar 31, 2020	-	Nil	N/A	170,432
	25,000	10.32	Mar 22, 2021	-			
	50,000	10.86	Mar 12, 2022	-			
	50,000	13.81	Sep 12, 2023	-			
	50,000	16.02	Aug 28, 2024	-			
	50,000	10.28	Mar 31, 2025	-			
	50,000	7.13	Mar 31, 2026	-			
	50,000	8.26	Mar 31, 2027	-			
	100,000	5.62	Sept. 17, 2028	-			
Darcy Reynolds Vice President, Finance and Chief Financial Officer	7,500	7.13	Mar 31, 2026	-	Nil	N/A	27,399
	7,500	8.26	Mar 31, 2027	-			
	15,000	5.62	Sept. 17, 2028	-			
Raymond T. Coleman Senior Vice President Managing Director USA	10,000	9.87	Mar 31, 2020	-	Nil	N/A	83,252
	7,500	10.32	Mar 22, 2021	-			
	15,000	10.86	Mar 12, 2022	-			
	15,000	13.81	Sep 12, 2023	-			
	15,000	16.02	Aug 28, 2024	-			
	15,000	10.28	Mar 31, 2025	-			
	15,000	7.13	Mar 31, 2026	-			
	15,000	8.26	Mar 31, 2027	-			
	20,000	5.62	Sept. 17, 2028	-			
Fred O. Hensel Vice President, Canadian Operations	10,000	9.87	Mar 31, 2020	-	Nil	N/A	64,267
	7,500	10.32	Mar 22, 2021	-			
	7,500	10.86	Mar 12, 2022	-			
	7,500	13.81	Sep 12, 2023	-			
	7,500	16.02	Aug 28, 2024	-			
	7,500	10.28	Mar 31, 2025	-			
	7,500	7.13	Mar 31, 2026	-			
	7,500	8.26	Mar 31, 2027	-			
	15,000	5.62	Sept. 17, 2028	-			
Colin A. Dease Vice President, Corporate Secretary and Legal Counsel	5,000	10.86	Mar 12, 2022	-	Nil	N/A	37,110
	5,000	13.81	Sep 12, 2023	-			
	7,500	16.02	Aug 28, 2024	-			
	7,500	10.28	Mar 31, 2025	-			
	7,500	7.13	Mar 31, 2026	-			
	7,500	8.26	Mar 31, 2027	-			
	15,000	5.62	Sept. 17, 2028	-			

¹ The value of unexercised "in-the-money" options has been determined by subtracting the exercise price of the options from the closing price of the Class A Non-Voting Shares on December 31, 2018 of \$4.07, as reported by the TSX, and multiplying by the number of Class A Non-Voting Shares that may be acquired upon the exercise of the options.

² The market or payout value of vested share-based awards that have not been paid out or distributed has been determined by taking the number of DSUs awarded plus accrued dividends and multiplying the result by the closing price of the Class A Non-Voting Shares on December 31, 2018 of \$4.07, as reported by the TSX.

Pension benefits

The Company has a defined contribution Pension Plan that covers substantially all of its employees as well as a group RRSP Plan that covers employees having five or more years of service. Under these plans, the Company makes a combined contribution, based on years of service, of up to 15% of regular earnings for eligible employees on a current basis. Karl A. Ruud, Darcy Reynolds, Raymond T. Coleman, Fred O. Hensel and Colin A. Dease all participate in these plans. Pension benefits and contributions granted under the defined contribution plan and group RRSP are subject to limits imposed by the *Income Tax Act* (Canada).

GOCOM, subject to Board approval, may approve supplemental benefits to directors, officers, employees and other persons providing services to the Company. Karl A. Ruud has a pension under a supplemental arrangement that will provide an unfunded and unregistered defined benefit to him based upon his respective age at retirement. The potential annual retirement benefit payable began at age 50 at \$10,000 and escalates to a maximum annual amount of \$185,000 at age 65, based upon a pre-determined formula.

Defined contribution plan table

The following table sets forth for each NEO all pension plans that provide for payments or benefits at, following, or in connection with retirement, excluding defined benefit plans. Annual payments made have been included under “All Other Compensation” of the Summary Compensation Table for NEOs.

Name and Position	Accumulated value at start of year (\$)	Compensatory (\$)	Non-compensatory (\$)	Accumulated value at end of year (\$)
Karl A. Ruud President and Chief Executive Officer	691,815	24,811	12,300	728,926
Darcy Reynolds Vice President, Finance and Chief Financial Officer	82,888	9,500	(367)	92,021
Raymond T. Coleman Senior Vice President Managing Director USA	386,176	10,251	(1,505)	394,922
Fred O. Hensel Vice President, Canadian Operations	299,602	9,695	(2,376)	306,921
Colin A. Dease Vice President, Corporate Secretary and Legal Counsel	89,841	9,500	3,308	102,649

Defined benefit plan table - supplemental pension benefits

Name	Number of years of credited service	Annual benefits payable ⁽¹⁾ (\$)		Accrued obligation at start of year ⁽³⁾ (\$)	Compensatory change ⁽⁴⁾ (\$)	Non-compensatory change (\$)	Accrued obligation at end of year ⁽⁵⁾ (\$)
		At year end	At age 65 ⁽²⁾				
Karl A. Ruud President and Chief Executive Officer	N/A	119,000	185,000	2,782,603	281,508	(325,992)	2,738,119
Darcy Reynolds Vice President, Finance and Chief Financial Officer ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Raymond T. Coleman Senior Vice President Managing Director USA ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fred O. Hensel Vice President, Canadian Operations ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Colin A. Dease Vice President, Corporate Secretary and Legal Counsel ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A

¹The annual benefit payable to Karl A. Ruud is based on his age at termination or retirement as shown in the following table:

Age at termination or retirement	Annual benefit	Benefits payable
Under age 50	\$Nil	N/A
Age 50 - 54	\$10,000	50% of annual benefit payable from age 55 to age 65; 100% of annual benefit from age 65
Age 55 - 60	\$30,000 to \$40,000	50% of annual benefit payable immediately to age 65; 100% of annual benefit from age 65
Age 61 - 64	\$41,000 to \$119,000	100% of annual benefit payable immediately
Age 65 and over	\$185,000	100% of annual benefit payable immediately

²The annual benefit payable for Karl A. Ruud is the maximum amount payable under his respective supplemental arrangement.

³The accrued obligation is the reported value of the supplemental arrangements at December 31, 2016 and December 31, 2017 using actuarial assumptions and methods that are consistent with those used for calculating supplemental pension obligations as disclosed in the Company's 2016 and 2017 annual consolidated financial statements. As the assumptions reflect the Company's best estimate of future events, the values shown in the above table may not be directly comparable to similar estimates of pension obligations that may be disclosed by other corporations.

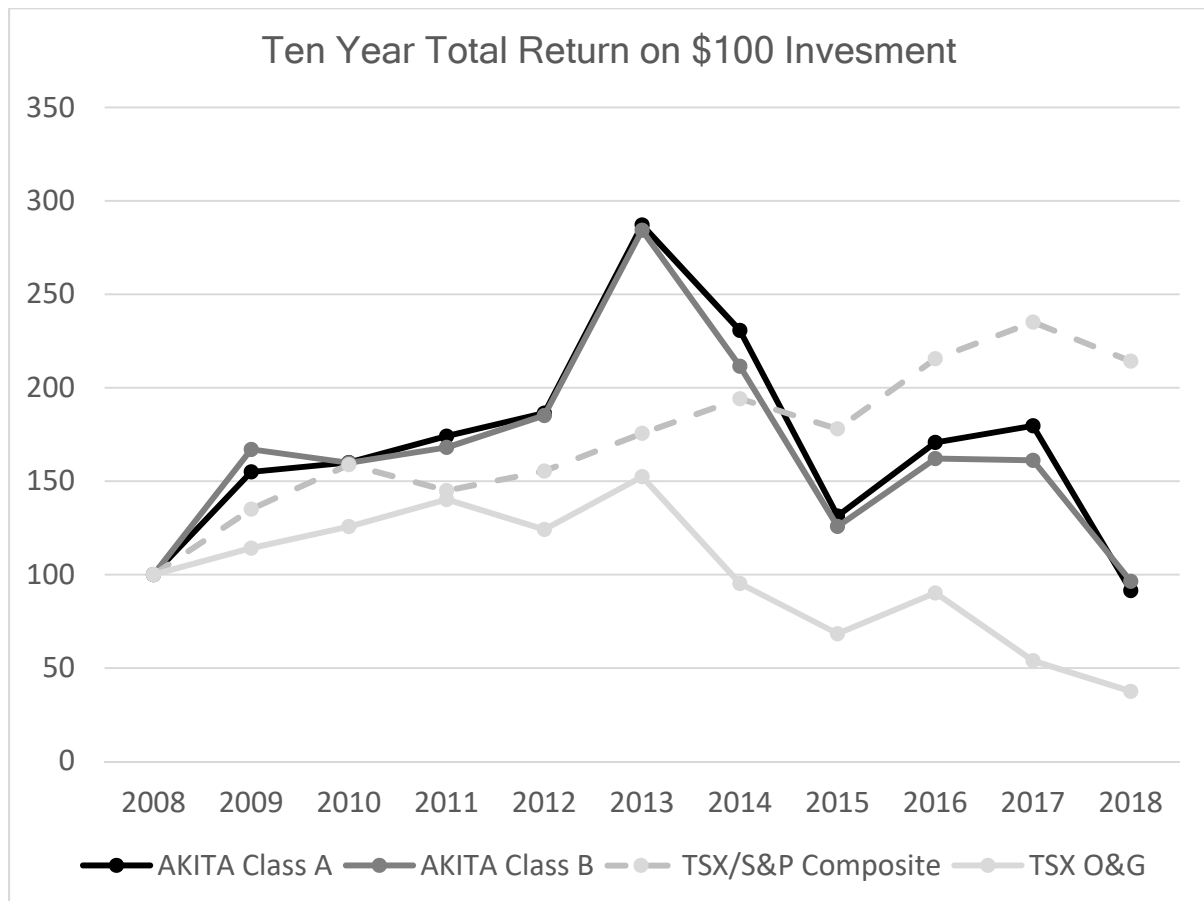
⁴In accordance with AKITA's accounting policies under IAS 19 (Rev. 2011) there is a service cost related to the supplemental benefits provided under agreements in place as of December 1, 1997 (1998 Benefits) and related to the additional benefits provided for Karl A. Ruud under agreements made in 2011 (2011 Benefits).

⁵The non-compensatory change in the accrued obligation includes the interest on the accrued obligation at the start of the year and changes in assumptions in the year.

⁶Darcy Reynolds, Raymond T. Coleman, Fred O. Hensel and Colin A. Dease do not participate in the defined benefit pension plan.

Compensation linked to shareholder return

The graph below compares the cumulative value of \$100 invested in AKITA Class A Non-Voting Shares and Class B Common Shares (assuming reinvestment of dividends) commencing December 31, 2008 and ending December 31, 2018, with the cumulative value of \$100 invested in the S&P/TSX 300 Composite Index and the TSX Oil & Gas Drilling Sub-index over the same period.



	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
AKITA Class A	100	155	160	174	186	287	231	131	171	180	91
AKITA Class B	100	167	160	168	185	284	212	126	162	161	96
TSX/S&P Composite	100	135	159	145	155	176	194	178	216	235	214
TSX O&G	100	114	126	140	124	152	95	68	90	54	38



Karl A. Ruud
President and Chief Executive Officer

Age: 65
Location: Calgary, Canada
Years of Service: 43

Mr. Ruud has been President and Chief Executive Officer of the Company since July, 2009 and has been a senior officer of the Company since its formation. Mr. Ruud has extensive drilling knowledge in Canada, the United States and internationally and has a broad range of experience in all aspects of the Company's business. Mr. Ruud is responsible for all phases of performance for the Company and has been instrumental in the development and execution of the Company's acquisition strategy to expand its operations in the United States.

In the first half of 2018 Mr. Ruud oversaw AKITA's expanded re-entry into the United States, when the Company moved three rigs to the Permian Basin to join the first rig the Company moved to the US in Q4 of 2017. Further, under Mr. Ruud's leadership, AKITA acquired Xtreme Drilling Corp. by Plan of Arrangement on September 11, 2018 and expanded its US fleet by 13 high spec AC rigs.

2018 Compensation

Mr. Ruud's compensation this year reflects AKITA's performance, as well as his overall performance and contribution to the Company.

The Board approved the following compensation for Mr. Ruud.

	2018 (\$)	2017 (\$)	2016 (\$)
Cash			
Base salary	496,227	468,000	468,000
Short-term incentive	50,000	100,000	-
Total cash compensation	546,227	568,000	468,000
Equity			
Long-term incentives			
Stock options	129,000	89,000	73,500
DSUs	90,000	85,000	-
Total equity	219,000		73,500
Total direct compensation	765,227	742,000	541,500

The following table provides a summary of securities beneficially owned, controlled or directed, directly or indirectly, by Mr. Ruud as of March 5, 2019. The information as to securities beneficially owned or controlled or directed has been furnished by Mr. Ruud. Securities information regarding shares purchased under the supplemental fee paid to each NEO was provided by the Company. See "2018 Compensation Details - Summary compensation table" on page 53.

Securities held	
Class A Non-Voting Shares	47,118
Class A Non-Voting Options	460,000
Class B Common Shares	400



Darcy Reynolds, CPA, CA
Vice President, Finance and Chief Financial Officer

Age: 43
Location: Calgary, Canada
Years of Service: 8

Mr. Reynolds has been Vice President, Finance and Chief Financial Officer of the Company since March, 2017, was previously Vice President, Finance, March 2016 to February 2017 and has been with the Company since January, 2011. He is responsible for Finance, Accounting, Treasury, Taxation and Risk Management functions, and in 2018 played a key role in the acquisition and integration of Xtreme Drilling Corp.

2018 Compensation

Mr. Reynolds' compensation this year reflects AKITA's performance, as well as his overall performance and contribution to the Company

GOCOM approved the following compensation for Mr. Reynolds.

	2018 (\$)	2017 (\$)	2016* (\$)
Cash			
Base salary	190,000	162,500	146,203
Short-term incentive	25,000	30,000	-
Total cash compensation	215,000	192,500	146,203
Equity			
Long-term incentives			
Stock options	19,350	13,350	11,025
DSUs	25,000	15,000	-
Total equity	44,350	28,350	11,025
Total direct compensation	259,350	220,850	157,228

*Mr. Reynolds became an officer of the Company on May 1, 2016.

The following table provides a summary of securities beneficially owned, controlled or directed, directly or indirectly, by Mr. Reynolds as of March 5, 2019. The information as to securities beneficially owned or controlled or directed has been furnished by Mr. Reynolds. Securities information regarding shares purchased under the supplemental fee paid to each NEO was provided by the Company. See "2018 Compensation Details - Summary compensation table" on page 53.

Securities held	
Class A Non-Voting Shares	8,919
Class A Non-Voting Options	30,000
Class B Common Shares	-



Raymond T. Coleman
Senior Vice President/ Managing Director - USA

Age: 52
Location: Houston, Texas, USA
Years of service: 34

Mr. Coleman was named Senior Vice President/ Managing Director - US Operations in September 2018. Prior to his current role, Coleman served as Senior Vice-President from October 2015 to September 2018, Vice President, Operations May 2010 to October, 2015 and was previously Operations Manager from October, 2006 to April, 2010. In 2018, Mr. Coleman played a key role in the acquisition and integration of Xtreme Drilling Corp. Mr. Coleman currently leads AKITA's US operations.

2018 Compensation

Mr. Coleman's compensation this year reflects AKITA's performance, as well as his overall performance and contribution to the Company.

GOCOM approved the following compensation for Mr. Coleman.

	2018 (\$)	2017 (\$)	2016 (\$)
Cash			
Base salary	305,784	261,750	243,000
Short-term incentive	25,000	35,000	-
Total cash compensation	401,682	296,750	243,000
Equity			
Long-term incentives			
Stock options	25,800	26,700	22,050
DSUs	45,000	45,000	-
Total equity	70,800	71,700	22,050
Total direct compensation	472,482	368,450	265,050

The following table provides a summary of securities beneficially owned, controlled or directed, directly or indirectly, by Mr. Coleman as of March 5, 2019. The information as to securities beneficially owned or controlled or directed has been furnished by Mr. Coleman. Securities information regarding shares purchased under the supplemental fee paid to each NEO was provided by the Company. See "2018 Compensation Details - Summary compensation table" on page 53.

Securities held	
Class A Non-Voting Shares	30,948
Class A Non-Voting Options	127,500
Class B Common Shares	-



Fred O. Hensel
Vice President, Canadian Operations

Age: 58
Location: Calgary, Canada
Years of service: 39

Mr. Hensel was named Vice President, Canadian Operations in September 2018. Previously, he served as Vice President, Marketing from May 2009 to September 2018 and was previously Vice President, Marketing for the South from May, 2006 to April, 2009. Experienced in both marketing and operations, Mr. Hensel is responsible for oversight of AKITA's Canadian day to day operations.

2018 Compensation

Mr. Hensel's compensation this year reflects AKITA's performance, as well as his overall performance and contribution to the Company.

GOCOM approved the following compensation for Mr. Hensel.

	2018 (\$)	2017 (\$)	2016 (\$)
Cash			
Base salary	193,909	177,312	177,312
Short-term incentive	-	25,000	-
Total cash compensation	193,909	202,312	177,312
Equity			
Long-term incentives			
Stock options	19,350	13,350	11,025
DSUs	35,000	35,000	-
Total equity	54,350	48,350	11,025
Total direct compensation	248,259	250,662	188,337

The following table provides a summary of securities beneficially owned, controlled or directed, directly or indirectly, by Mr. Hensel as of March 5, 2019. The information as to securities beneficially owned or controlled or directed has been furnished by Mr. Hensel. Securities information regarding shares purchased under the supplemental fee paid to each NEO was provided by the Company. See "2018 Compensation Details - Summary compensation table" on page 53.

Securities held	
Class A Non-Voting Shares	56,561
Class A Non-Voting Options	77,500
Class B Common Shares	-



Colin A. Dease
Vice President, Corporate Secretary and Legal Counsel

Age: 44
Location: Calgary, Canada
Years of service: 8

Mr. Dease has been Corporate Secretary since his hiring in November, 2010 and in September 2018 was named Vice President, Corporate Secretary and Legal Counsel. An experienced lawyer by profession, Mr. Dease worked previously in public practice for a major legal firm and subsequently in the public sector. In addition to his role as corporate secretary Mr. Dease is responsible for the Company's First Nations, Métis and Inuvialuit joint ventures and for developing new business opportunities. In 2018, Mr. Dease played a key role in the acquisition and integration of Xtreme Drilling Corp.

2018 Compensation

Mr. Dease's compensation this year reflects AKITA's performance, as well as his overall performance and contribution to the Company.

GOCOM approved the following compensation for Mr. Dease.

	2018 (\$)	2017 (\$)	2016 (\$)
Cash			
Base salary	190,000	162,582	155,328
Short-term incentive	25,000	30,000	-
Total cash compensation	215,000	192,582	155,328
Equity			
Long-term incentives			
Stock options	19,350	13,350	11,025
DSUs	25,000	15,000	-
Total equity	44,250	28,350	11,025
Total direct compensation	259,350	220,932	166,353

The following table provides a summary of securities beneficially owned, controlled or directed, directly or indirectly, by Mr. Dease as of March 5, 2019. The information as to securities beneficially owned or controlled or directed has been furnished by Mr. Dease. Securities information regarding shares purchased under the supplemental fee paid to each NEO was provided by the Company. See "2018 Compensation Details - Summary compensation table" on page 53.

Securities held	
Class A Non-Voting Shares	24,470
Class A Non-Voting Options	55,000
Class B Common Shares	100

2018 COMPENSATION DETAILS

Summary compensation table

The table below summarizes the total compensation for each of the NEOs that was received or awarded for the years ended December 31, 2016, 2017 and 2018.

	Salary	Share based awards (DSU)	Option based awards	Non-equity incentive plan compensation		Pension value	All other compensation ⁽¹⁾	Total compensation
				Annual incentive plans	Long term incentive plans			
Karl A. Ruud								
2018	496,227	90,000	129,000	50,000		306,319	23,057	1,094,603
2017	468,000	85,000	89,000	100,000		283,877	23,041	1,048,918
2016	468,000	-	73,500	-	-	264,474	19,965	825,939
Darcy Reynolds								
2018	190,000	25,000	19,350	25,000		9,500	18,929	287,779
2017	162,500	15,000	13,350	30,000		8,125	17,119	246,094
2016	146,203	-	11,025	-	-	7,289	12,858	177,375
Raymond T. Coleman								
2018	305,784	45,000	25,800	25,000		10,251	124,408	536,243
2017	261,750	45,000	26,700	35,000		13,087	45,137	426,674
2016	243,000	-	22,050	-	-	12,150	30,632	307,832
Fred O. Hensel								
2018	193,909	35,000	19,350	-		9,695	41,026	298,980
2017	177,312	35,000	13,350	25,000		8,866	39,946	299,474
2016	177,312	-	11,025	-	-	8,866	39,760	236,963
Colin A. Dease								
2018	190,000	25,000	19,350	25,000		9,500	16,933	285,783
2017	162,582	15,000	13,350	30,000		8,129	15,695	244,756
2016	155,328	-	11,025	-	-	7,766	14,841	188,960

¹ "All other compensation" includes the Company's contributions to the group RRSP and a supplemental fee of \$14,000 per NEO, of which \$10,000 was used to purchase Class A Non-Voting Shares and \$4,000 was remitted on behalf of income tax. For certain NEOs, "all other compensation" includes an automobile allowance, memberships or taxable benefit on life insurance premiums. The following table includes the "all other compensation" amount for each NEO in 2018:

Name	Supplemental fee (\$)	Group RRSP contributions (\$)	Automobile allowance (\$)	Memberships (\$)	Accrued Vacation Payout	Employee share purchase benefit (\$)	Taxable benefit associated with group insurance (\$)	Total "all other compensation" (\$)
Karl A. Ruud	14,000	2,830	-	6,227		-	-	23,057
Darcy Reynolds	14,000	2,773	-	-		950	1,206	18,929
Raymond T. Coleman	14,000	13,142	14,875	5,704	70,898	4,139	1,650	124,408
Fred O. Hensel	14,000	9,695	7,475	6,947		2,909	-	41,026
Colin A. Dease	14,000	2,933	-	-		-	-	16,933

Perquisites and other personal benefits received by each NEO did not exceed the lesser of \$50,000 or 10% of total annual salary and bonus.

Outstanding option-based and share-based awards

The table below shows the total holdings and value of options and SARs held by the NEOs at the end of the year. No options or SARs were exercised in 2018 by any of the following NEOs.

	Aggregate holdings and value of Options, SARs and DSUs held on December 31, 2018				Options, SARs and DSUs exercised in 2018	
	Number of unexercised options/SARs/DSUs (#)		Value of unexercised in-the-money options/SARs/DSUs (\$)		Securities acquired on exercise (#)	Aggregate value realized (\$)
	Exercisable	Unexercisable	Exercisable	Unexercisable		
Karl A. Ruud						
Options	320,000	140,000	-	-	-	N/A
SARs	-	-	N/A	N/A	-	N/A
DSUs	23,758	-	170,432	-	-	N/A
Darcy Reynolds						
Options	10,500	19,500	-	-	-	N/A
SARs	-	-	N/A	N/A	-	N/A
DSUs	6,732	-	27,399	-	-	N/A
Raymond T. Coleman						
Options	93,500	34,000	-	-	-	N/A
SARs	-	-	N/A	N/A	-	N/A
DSUs	20,455	-	83,252	-	-	N/A
Fred O. Hensel						
Options	56,500	21,000	-	-	-	N/A
SARs	-	-	N/A	N/A	-	N/A
DSUs	15,790	-	64,267	-	-	N/A
Colin A. Dease						
Options	34,000	21,000	-	-	-	N/A
SARs	-	-	N/A	N/A	-	N/A
DSUs	9,118	-	37,110	-	-	N/A

OTHER INFORMATION

Indebtedness of Officers and Directors

No officer or director of the Company had any indebtedness, whether routine or otherwise, to the Company at any time during the year, or to the date of this Management Information Circular.

Directors and officers liability insurance

AKITA has purchased D&O insurance with an annual aggregate limit of \$45,000,000. Coverage for the Company, its directors and officers is \$45,000,000. AKITA paid an insurance premium of \$117,750 in the financial year ended December 31, 2018. No part of the premium was paid by a director or officer. AKITA is responsible for the first \$200,000 of any loss and there is no deductible in respect of claims against any director or officer.

For more information

Additional information about AKITA is available on SEDAR at www.sedar.com. Information about AKITA's business is provided in its Annual Information Form dated March 5, 2019. Financial information is provided in AKITA's financial statements and the management's discussion and analysis for the year ended December 31, 2018. Copies of these documents, AKITA's interim consolidated financial statements and additional copies of this Management Information Circular may be obtained upon request from the Corporate Secretary at 1000, 333 - 7th Avenue S.W., Calgary, Alberta T2P 2Z1.

Corporate information, including our privacy commitment, is also available on AKITA's website: www.akita-drilling.com.

Schedule A - Board of Directors Mandate

The board of directors (the "Board") of AKITA Drilling Ltd. (the "Corporation") is responsible for the stewardship of the Corporation and for overseeing the conduct of the business of the Corporation and the activities of management, who are responsible for the day-to-day conduct of the business.

Composition and Operation

The Board operates by reserving certain powers to itself and delegating certain of its authorities to management. The Board retains responsibility for managing its own affairs, including selecting its chair, approving its composition and size, nominating candidates for election to the Board, determining independence of Board members, constituting committees of the Board, approving director compensation, periodically discussing matters of interest separate from and independent of any influence from management, and assessing the effectiveness of the Board, committees and directors in fulfilling their responsibilities. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act* (Alberta), the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities to, committees of the Board.

Responsibilities

The Board's primary responsibilities are to enhance and preserve long-term shareholder value and to ensure that the Corporation meets its obligations on an on-going basis and operates in a reliable and prudent manner. In performing its duties, the Board should also consider the legitimate interests of other interested parties, such as employees, customers and communities, may have in the Corporation. In broad terms, the stewardship of the Corporation involves the Board in strategic planning, risk management and mitigation, senior management determination, communication planning, and internal control integrity. More specifically, the Board is responsible for:

- (a) satisfying itself as to the integrity of the Chief Executive Officer ("CEO") and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
- (b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan for the Corporation which takes into account, among other things, the opportunities and risks of the business;
- (c) identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
- (d) succession planning (including appointing and monitoring officers);
- (e) adopting a communication policy for the Corporation that includes measures for receiving feedback from interested parties;
- (f) the Corporation's internal control and management information systems;
- (g) developing the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation; and
- (h) on an individual basis, attending all Board meetings, reviewing meeting materials in advance of meetings, and complying with the other expectations and responsibilities of directors of the Corporation established by the Board.

Specific Duties

The Board's specific duties, obligations and responsibilities fall into the following categories.

1. *Legal Requirements*

- (a) The Board has oversight responsibility for the Corporation's satisfaction of its legal obligations and for properly preparing, approving and maintaining the Corporation's documents and records.
- (b) The Board has the statutory obligation to:
 - (i) supervise the management of the business and affairs of the Corporation;
 - (ii) act honestly and in good faith with a view to the best interests of the Corporation;
 - (iii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (iv) act in accordance with its obligations contained in the *Business Corporations Act* (Alberta) and the regulations thereunder, the Corporation's articles and by-laws, and other relevant legislation and regulations.
- (c) The Board has the statutory obligation to consider certain matters as a board of directors. The Board may not delegate to management or to a committee of the Board the authority to:
 - (i) submit to the shareholders any question or matter requiring the approval of the shareholders;
 - (ii) fill a vacancy among the directors or in the office of external auditor, or appoint additional Directors;
 - (iii) issue securities except in the manner and on the terms authorized by the Board;
 - (iv) declare dividends;
 - (v) purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the Board;
 - (vi) pay a commission to any person in consideration of the person purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for shares of the Corporation;
 - (vii) approve any management proxy circular relating to a solicitation of proxies by or on behalf of the management of the Corporation;
 - (viii) approve any take-over bid circular or directors' circular;
 - (ix) approve any annual financial statements of the Corporation; or
 - (x) adopt, amend or repeal by-laws.

2. *Independence*

The Board is responsible for implementing appropriate structures and procedures to permit the Board to function independently of management.

3. *Strategic Planning*

The Board is responsible for ensuring that there are long-term goals and a strategic planning process in place for the Corporation and participating with management, at least annually, directly or through its committees in approving the strategic plan by which the Corporation proposes to achieve its goals.

4. *Risk Management*

The Board is responsible for understanding the principal risks of the business in which the Corporation is engaged, achieving a proper balance between risks incurred and the potential return to shareholders, and confirming that there are systems in place that effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

5. *Appointment, Training and Monitoring of Senior Management*

The Board is responsible for:

- (a) appointing the CEO of the Corporation, monitoring and assessing the CEO's performance, determining the CEO's compensation, and providing advice and counsel to the CEO in the execution of the CEO's duties;
- (b) approving the appointment and remuneration of all officers of the Corporation; and
- (c) confirming that adequate provision has been made for the training and development of management and for the orderly succession of management.

6. *Reporting and Communication*

The Board is responsible for:

- (a) verifying that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other interested parties and the public generally;
- (b) verifying that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;
- (c) verifying that the Corporation's financial results are reported fairly and in accordance with generally accepted accounting principles;
- (d) verifying the timely reporting of any other developments that have a significant and material effect on the value of the Corporation; and
- (e) reporting annually to shareholders on the Board's stewardship of the affairs of the Corporation for the preceding year.

7. *Monitoring and Acting*

The Board is responsible for:

- (a) verifying that the Corporation operates at all times within applicable laws and regulations to the highest ethical and moral standards;

- (b) approving and monitoring compliance with the significant policies and procedures by which the Corporation is operated;
- (c) verifying that the Corporation sets appropriate environmental standards in its operations and is in compliance with environmental laws and legislation;
- (d) verifying that the Corporation has in place appropriate programs and policies for the health and safety of its employees in the workplace;
- (e) monitoring the Corporation's progress toward its goals and objectives and revising and altering its direction through management in response to changing circumstances;
- (f) taking action when the Corporation's performance falls short of its goals and objectives or when other special circumstances warrant;
- (g) verifying that the Corporation has implemented adequate disclosure controls and procedures and internal control and information systems;
- (h) ensuring that the Board receives from senior management on a timely basis the information and input required to enable the Board to effectively perform its duties;
- (i) adopting a written code of business conduct and ethics and monitoring compliance with the code; and
- (j) conducting and acting upon annual assessments and evaluations of the Board, committees of the Board and individual directors.

8. *Other*

The Board may perform any other activities consistent with this mandate, the Corporation's articles and by-laws, and any other governing laws, as the Board deems necessary or appropriate.

9. *Review of Mandate*

On an annual basis, the Board shall review its objectives and responsibilities, and consider any changes to its Mandate, as the Board deems necessary or as recommended by the Corporate Governance, Nomination, Compensation and Succession Committee, prior to approving same.

Schedule B - Board Committee Reports

The following are reports of each Board Committee as of December 31, 2018. These reports provide details on the activities of each Committee.

Audit Committee

Members: Loraine M. Charlton (Chair), Harish K. Mohan, Dale R. Richardson and Henry G. Wilmot.

During 2018, the Audit Committee held four meetings and, in accordance with its mandate, achieved the following:

Financial Reports

- Reviewed and approved, as delegated by the Board of Directors, quarterly consolidated financial statements, management's discussion and analysis, and earnings news releases;
- Reviewed and recommended for Board approval the annual consolidated financial statements, management's discussion and analysis, annual information form and earnings news release;
- Reviewed and approved significant changes in the Company's accounting principles, practices or policies; and
- Received quarterly updates on changes to accounting standards.

Internal Controls

- Reviewed reports on the design and effectiveness of disclosure controls and procedures and internal control over financial reporting;
- Reviewed the procedures for the review and disclosure of financial information;
- Reviewed updates on selected asset balances;
- Reviewed the mandate of the Disclosure Committee and the Disclosure Policy prior to recommending adoption to GOCOM;
- Reviewed the mandate of the Risk Management Committee prior to recommending adoption to GOCOM;
- Reviewed the Company's evaluation of risk utilizing the *COSO* framework; and
- Received confirmation of Chief Executive Officer/Chief Financial Officer Certifications on a quarterly basis.

External Auditor

- Recommended for shareholder approval the appointment of the external auditor;
- Reviewed and approved the external auditor's plan for quarterly reviews and the annual audit;
- Reviewed and recommended for Board approval the external auditor's compensation;
- Reviewed and approved non-audit services by the external auditor;
- Reviewed the external auditor's report on its internal quality control procedures;
- Reviewed and assessed the external auditor's independence;
- Received reports from the external auditor on the quarterly consolidated financial statements and management's discussion and analysis;

- Received reports from the external auditor on the annual consolidated financial statements, management’s discussion and analysis, and annual information form; and
- Met quarterly with the external auditor without the presence of management.

The following table shows the fees relating to services provided by PricewaterhouseCoopers for the past three years (\$ thousands).

For the year ended December 31	2018	2017	2016
Audit	302	222	208
Audit related	67	60	64
Tax	76	3	
All Other Fees	87	32	3
Total	532	317	275

Other

- Monitored the application of the procedures established by the Committee for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters;
- Reviewed policies regarding the Company’s Code of Business Conduct;
- Reviewed the expense accounts of the President and Chief Executive Officer; and
- Reviewed the mandate of the Audit Committee prior to recommending adoption to GOCOM.

The Committee is satisfied that it has appropriately fulfilled its mandate for the year ended December 31, 2018.

Corporate Governance, Nomination, Compensation and Succession Committee (GOCOM)

Members: Charles W. Wilson (Chair), Loraine M. Charlton, Harish K. Mohan and Dale R. Richardson.

The Committee held four meetings in 2018. During those meetings the Committee reviewed and made recommendations regarding the following:

- The Chief Executive Officer’s performance, related annual bonus and base salary;
- Annual bonuses and base salaries of senior executive officers;
- Remuneration targets and the Chief Executive Officer’s objectives;
- Succession plans for the Chief Executive Officer and senior executive officers;
- Amendments to compensation plans;
- Officer appointments;
- Corporate governance disclosure;
- Grants of stock options and share appreciation rights;
- Officers’ supplemental pension plan;
- Board Committee, Board and individual director evaluation processes;
- Board Committee and Board mandate evaluations;

- Nominees for directors, subject to the approval of the Board and election by the shareholders; and
- Directors' compensation.

The Committee is satisfied that it has appropriately fulfilled its mandate for the year ended December 31, 2018.

Pension Committee

Members: Harish K. Mohan (Chair), Linda A. Southern-Heathcott, Karl A. Ruud, Craig W. Kushner and Colin A. Dease.

The Committee held four meetings in 2018 and, in accordance with its mandate, achieved the following:

- Reviewed the investment performance within the Company Defined Contribution Pension Plan and determined the allocation of new and existing investments against targeted amounts;
- Reviewed reports on the macro investment climate including forecasted expectations;
- Reviewed and evaluated alternative investing strategies;
- Evaluated the effectiveness of communications programs to the members;
- Appointed and monitored the Company Defined Contribution Pension Plan's fund custodian and investment manager;
- Reviewed the effectiveness of complementary retirement programs; and
- Reviewed the mandate of the Pension Committee prior to recommending adoption to GOCOM.

The Committee is satisfied that it has appropriately fulfilled its mandate for the year ended December 31, 2018.



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