PULSE SEISMIC INC.

Compensation Committee **Terms of Reference**
Revised March 2, 2016

Overview and Purpose

The Compensation Committee (the "Committee") is appointed by and is responsible to the Board of Directors of Pulse Seismic Inc. (the "Corporation").

The principle mandate of the Committee is to provide evaluations and recommendations to the Board concerning management structure and compensation of the key management personnel, and to review and provide recommendations to the Board concerning compensation plans for the Corporation's managers and employees for the next year.

Constitution:

1. The Committee shall be composed of a minimum of three (3) directors, all of whom shall be independent.
2. The members of the Committee shall be appointed or reappointed at the meeting of the Board immediately following each annual meeting of the shareholders of the Corporation. Each member of the Committee shall continue to be a member thereof until such member's successor is appointed, unless such member shall resign or be removed by the Board or such member shall otherwise cease to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three (3) directors as a result of the vacancy.
3. The members of the Committee shall choose one of its members to serve as Chair (the "Chair") who is responsible for the preparation of reports to the Board and conducting the meetings of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present. Resolutions of the Committee shall be carried by the majority of the votes of the members of the Committee present at the meeting.

4. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Directors may from time to time determine.

Meetings and Minutes:

1. The time and place of meetings of Committee and the procedures at such meetings shall be determined from time to time by the members thereof, provided that:
    a. a quorum for meetings shall be a majority of the members of the Committee;
    b. Members of the Committee may with the approval of the Committee participate in a meeting by telephone conference call;
    c. the Committee shall meet as required;
    d. notice of the time and place of and an agenda and related materials respecting every meeting shall be given in writing or electronic communication to each member of the Committee at least 24 hours prior to the time listed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
2. The agenda and related materials shall be developed by the management of the Corporation and distributed in a timely manner.
3. All members of the Board are free to attend any meetings of the Committee and participate, but only the members of the Committee are entitled to vote on any matter before the Committee. Other than members of the Board, entitlement to attend any Committee meeting or portion thereof will be determined by the Chair of the Committee or by the members of the Committee. The Committee may invite such officers, directors, employees and external advisors of the Corporation as it sees fit from time to time to attend a meeting of the Committee and assist in the discussion and consideration of the matters being considered by the Committee. The CEO or his designate shall be available to attend all meetings of the Committee upon invitation by the Committee. Human Resources staff and such other staff as may be required to provide information to the Committee shall be available to attend meetings upon invitation by the Committee.
4. Minutes of the meetings shall be prepared by the Secretary of the Corporation.
5. The minutes of all meetings of the Committee shall be provided to the Board. Oral reports by the Chair on recent matters not yet minuted are to be provided to the Board at its next meeting;
6. Supporting schedules and information reviewed by the Committee will be available for examination by any directors upon request to the Chair.

Duties and Responsibilities:

The Committee shall be charged with the following duties and responsibilities:

1. Review annually and recommend for approval to the Board the compensation philosophy and remuneration policy for the Corporation.
2. Review the overall compensation plan for the Corporation and salaries and compensation of the Corporation's officers for recommendation to the Board.
3. Monitor implementation of compensation plan.
4. Review and monitor the philosophy and structure of the Sales Commission Program for the sales department.
5. Review annually and provide recommendations to the Board concerning the Corporation's employee profit sharing, bonus, long term incentive and other incentive and benefit plans.
6. Review management's reports to the Committee on human resource issues.
7. Review annually and recommend for approval to the Board, the executive compensation disclosure of the Corporation in its Management Information Circular.
8. Review annually and recommend for approval to the Board, the compensation arrangements for the directors of the Corporation, the Chairs and members of the committees of the Board and the Chair of the Board in keeping with general industry standards.
9. Review and provide recommendations to the Board for approval of any Management Employment Contracts, Change of Control Agreements, Indemnity Agreements, and Consulting Contracts for NEO's (Named Executive Officers) or equivalent.
10. Review and provide recommendations to the Board for approval of Guidelines under its long term incentive plan and grants of long term incentive plan awards.
11. Review annually and report to the Board on the adequacy of the Committee's terms of reference.
12. Review after the end of each year and report to the Board of Directors on the performance by the CEO under the CEO Performance Standards approved by the Board for that year, and the CEO's assessment of the performance by the other executive officers under their Goals and Objectives for that year.
13. Develop and recommend to the Board for approval, written Executive and Director Compensation Principles.

If, in order to properly discharge its functions, duties and responsibilities, it is necessary in the opinion of the Committee, that the Committee obtain the advice and counsel of external advisors, the Chair shall, at the request of the Committee, engage the necessary advisors.