



**ANNUAL INFORMATION FORM**

**Year Ended December 31, 2009**

**March 26, 2010**

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## FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements contained in this Annual Information Form constitute forward-looking information and statements (collectively “forward-looking statements”). These statements relate to future events or our future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and other similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. We believe the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Annual Information Form should not be unduly relied upon. These statements speak only as of the date of this Annual Information Form.

In particular, this Annual Information Form contains forward-looking statements pertaining to the following:

- future expected well count and other activity in the WCSB (as defined herein) and our ability to respond to increased demand;
- expected continued success in the development of new technology and processes;
- our budgeted capital expenditures;
- expected growth opportunities in the development of the unconventional plays;
- expected activity levels for our Russian operations, inflationary cost estimates and the resultant impact on margins for our Russian business;
- anticipated continued stability and growth opportunities in Russia;
- estimated additional costs relating to the purchase of all of the assets of a privately held U.S. company and the expected additional horsepower and fleets that this will add to our U.S. operations;
- activity levels for shale gas projects, including estimated usage percentages for our fracturing equipment specifically on shale wells;
- the benefits of our U.S. subsidiary entering into a long-term sand supply agreement;
- activity levels, supply and demand balance and resultant modest recovery in the U.S.;
- long term growth opportunities expected in the U.S.;
- long term growth opportunities with respect to our North African operations and opportunities in Europe;
- expected equipment capacity at 2010 year-end in each geographic region where we operate, expected number of crews and units;
- our building of market share and presence in respect of all our services;
- anticipated effect of environmental protection requirements;
- continuing development of unconventional shale gas plays in Canada;
- expected fracturing horsepower to be utilized on shale wells in Canada in 2010;
- expected response to increased demand for our services if market conditions recover in the WCSB;
- expected growth as a result of gas fields in Russia;
- expected expenses and revenue from arrangements with key suppliers and customers;
- Trican’s ability to obtain a new debt facility on reasonable terms;
- the expectation that Trican will continue to enhance its corporate governance and stock option granting procedures;
- the expectation that Trican may be able to recover certain costs related to its stock option investigation and the improper pricing of stock options; and
- the expectation that the total costs to Trican with respect to its historical option granting practices will in aggregate not have a material adverse effect on Trican’s consolidated financial position or results of operations.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Annual Information Form:

- volatility in market prices for oil and natural gas;
- liabilities inherent in oil and natural gas operations;
- competition from other suppliers of oil and gas services;
- competition for skilled personnel;
- changes in income tax laws or changes in other laws and incentive programs relating to the oil and gas industry; and
- the other factors discussed under "Risk Factors".

Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward-looking statements are based on a number of factors and assumptions which have been used to develop such statements and information but which may prove to be incorrect. Although management of Trican believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because Trican can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified in this document, assumptions have been made regarding, among other things: the impact of increasing competition; the general stability of the economic and political environment; the timely receipt of any required regulatory approvals; Trican's policies with respect to acquisitions; the ability of Trican to obtain qualified staff, equipment and services in a timely and cost efficient manner; the ability to operate our business in a safe, efficient and effective manner; the ability of Trican to obtain capital financing; the performance and characteristics of various business segments; the regulatory framework; the timing and effect of pipeline, storage and facility construction and expansion; and future commodity, currency, exchange and interest rates.

The forward-looking statements contained in this Annual Information Form are expressly qualified by this cautionary statement. We do not undertake any obligation to publicly update or revise any forward-looking statements except as required by applicable law.

## **TRICAN WELL SERVICE LTD.**

### **Incorporation History**

Trican Well Service Ltd. was incorporated under the *Companies Act* (Alberta) on April 11, 1979 under the name 216858 Oilwell Service Co. Ltd. The Company's name was changed to Trican Oilwell Service Co. Ltd. on May 15, 1979. The Company was continued under the *Business Corporations Act* (Alberta) by Articles of Continuance dated December 30, 1983. On September 17, 1996, the Company filed Articles of Amendment to amend its share capital to create common shares ("Common Shares") and preferred shares, and to redesignate and deem all outstanding shares to be Common Shares. On October 4, 1996, the Company filed Articles of Amendment to delete its private company restrictions. On June 4, 1997, we filed Articles of Amendment to change our name to "Trican Well Service Ltd.". On May 26, 2005, we filed Articles of Amendment to split the Common Shares on a three-for-one basis. On May 25, 2006, we filed Articles of Amendment to split the Common Shares on a two-for-one basis.

Our registered office is 1400, 350 - 7th Avenue S.W., Calgary, Alberta, T2P 3N9 and our corporate head office is at Suite 2900, 645 - 7th Avenue S.W., Calgary, Alberta, T2P 4G8.

Unless the context indicates otherwise, a reference in this Annual Information Form to "Trican", the "Company", "we", "us" or "our" includes direct or indirect subsidiaries of Trican Well Service Ltd. and partnership interests held by Trican Well Service Ltd. and its subsidiaries.

All references herein to "\$" are to Canadian dollars, and all references to "U.S.\$" are to United States dollars.

### **Intercorporate Relationships**

The following table sets forth the material operating subsidiaries owned directly or indirectly by Trican, their jurisdictions of formation and the percentage of voting securities beneficially owned, controlled or directed by Trican as at December 31, 2009.

<b>Name of Subsidiary<sup>(1)</sup></b>	<b>Jurisdiction of Formation</b>	<b>Percentage of Voting Securities Owned<sup>(2)</sup></b>
Trican Partnership <sup>(3)</sup>	Alberta, Canada	100.0%
Trican Well Service LLC <sup>(4)</sup>	Raduzhny, Russia	99.4%
Trican Well Service, L.P. <sup>(5)</sup>	Delaware, U.S.A.	100.0%

Notes:

- (1) This table does not include all of the subsidiaries of Trican. The assets, sales and operating revenues of unnamed operating subsidiaries of Trican individually did not exceed 10%, and in the aggregate did not exceed 20%, of the total consolidated assets or total consolidated sales and operating revenues, respectively, of Trican as at, and for the year ended, December 31, 2009.
- (2) None of the material subsidiaries have any non-voting securities outstanding.
- (3) Effective March 1, 2001, Trican and Northline Energy Ltd., Canadian Oilfield Stimulation Services Ltd. and Birchwood Industries Ltd., which are all subsidiaries of Trican, began carrying on business as the sole partners of the Trican Partnership, a general partnership formed pursuant to the *Partnership Act* (Alberta). Pursuant to agreements dated February 27 and March 1, 2001, each of the partners transferred substantially all of their respective net assets and operations to the Trican Partnership. The Trican Partnership, by its managing partner, Trican, assumed all of the rights, duties, liabilities and obligations of the partners pertaining to all lands, assets, contracts, agreements or any other interests whatsoever relating to the beneficial ownership of the assets transferred to the Trican Partnership. Effective March 28, 2007, CBM Solutions Ltd. was added as a partner to the Trican Partnership.
- (4) Effective December 3, 2009, Newco Well Service LLC changed its name to Trican Well Service LLC.
- (5) Effective December 22, 2009, Liberty Pressure Pumping, L.P. changed its name to Trican Well Service, L.P.

## **GENERAL DEVELOPMENT OF THE BUSINESS**

### **History**

Trican is a multinational provider of a comprehensive array of specialized products, equipment and services used during the exploration and development of oil and natural gas reserves. Headquartered in Calgary, Alberta, Canada, Trican has operations in Canada, Russia, Kazakhstan, the United States and Algeria. The Canadian operations provide services to customers across the entire Western Canadian Sedimentary Basin ("WCSB"). Trican conducts its Russian operations through bases situated in western and eastern Siberia and Kyzylorda and Actau, Kazakhstan. Trican's base in Algeria is in Hassi Messaoud. Trican's United States operations are run through bases situated in northern and eastern Texas, Arkansas and Oklahoma.

Since our initial public offering in December 1996 Trican has invested \$1.25 billion, via capital expenditures and acquisitions, in expanding our operations. As a result of our aggressive expansion program, we have evolved from a regional supplier of cementing services in western Canada to one of the world's largest pressure pumping companies. This expansion has been accomplished through two basic growth strategies: diversifying the suite of services we offer to our customers and broadening our geographic base of operations.

Trican's geographic reach was expanded outside the WCSB in 2002 with our entry into the Russian market. Since then we have continued to expand the geographic scope of our operations through the commencement of operations in Kazakhstan, the United States and Algeria. These new geographic areas have been added principally through organic growth with the exception of the United States which has been primarily through acquisition.

We have used a variety of means to expand and enhance our service line offerings. We have enhanced our existing services by making significant investments in new equipment and facilities, expanding our offering of services and assembling what we estimate to be one of the newest and largest equipment fleets in western Canada and Russia with 195,450 horsepower ("HP") and 101,650 HP of pressure pumping capacity, respectively in each. In the United States, we are currently operating ten fracturing crews all of which are less than 4 years old, with a total pumping capacity of 244,250 HP. Trican remains committed to providing innovative and cost-effective solutions to our customers. Our continued development of new technology and processes has contributed to our success to date and will be a key element of our future success. Our research and development efforts remain focused on providing specific solutions to the problems experienced by our customers in the areas in which we operate. To support our ongoing research and development initiatives, we maintain one of the largest laboratories of its type in western Canada. This state of the art facility is a key element in our ongoing effort to be the leading provider of technology

to the oil and gas sector. To support the Company's efforts to be a leading provider of services in the development of unconventional natural gas reserves, in March 2007 we acquired CBM Solutions Ltd. ("CBM Solutions"), a Calgary-based technology company which specializes in the provision of geological and engineering services related to the development of these reserves.

### *Canada*

In Canada, Trican operates in the major sectors of the oilfield pressure pumping services industry including: cementing; fracturing, including coalbed methane ("CBM") fracturing; acidizing; deep coiled tubing; nitrogen; geological services; and industrial services. We offer these services to customers from operations bases located across the WCSB. A description of each of Trican's various services can be found below under "Description of Services".

Demand for our services in the WCSB increased significantly from 2003 to the midway point of 2006 as a result of increased natural gas directed exploration and development activity and the emergence of CBM exploration and development. In 2006, Trican invested \$108.6 million in equipment and operating facilities to support this growth which surpassed the Company's previous record Canadian capital spend of \$96.5 million from a year earlier.

Lower natural gas prices in the second half of 2006 led to a slowdown in gas directed conventional drilling activity beginning in the last quarter of 2006. Ongoing concerns with respect to natural gas inventory levels led to continued gas price weakness which reduced exploration and development programs.

As a result of the decline in activity we reduced our investment in equipment and operating facilities in Canada to \$37.2 million in 2007, some of which related to our 2006 capital budget. In March 2007, we acquired all of the shares of CBM Solutions, a privately-owned company based in Calgary, Alberta operating throughout western Canada and the Rocky Mountain region of the United States. CBM Solutions specializes in the provision of geological and engineering services for unconventional gas wells, including gas content analysis, reservoir characterization and consulting services for coalbed methane and shale gas wells.

In 2008, the Canadian market underwent significant changes with the emergence of unconventional shale gas plays and related horizontal drilling throughout the WCSB. Trican's activity levels, as measured by job count, have typically been directly proportional to the number of wells drilled in the basin. In 2008, however, we saw a divergence from this trend with the emergence of shale gas and horizontal drilling. The increase in shale gas drilling in Canada had a positive impact on our fracturing and coiled tubing service lines in particular, and our acquisition of CBM Solutions provided us with a competitive advantage in this emerging market.

Most shale gas reservoirs are developed using horizontal wells, which must be fractured several times along the horizontal length to achieve commercial gas rates. On average, each horizontal well is fractured eight times. The fracturing treatments on these wells are usually much larger than conventional treatments, requiring larger fracturing crews and using significantly higher HP per crew, which drives higher revenue per job. Equipment utilization rates also tend to improve with horizontal wells, as the equipment will remain on the same well until all fracturing treatments are completed. In some cases, the fracturing treatments are performed one after the other with no break between fracturing jobs. On larger jobs, however, the interval between treatments ranges between four hours and one day. The increase in the number of fracture treatments also positively impacts activity of our coiled tubing units which are used during fracturing operations to clean out the well before and after fracturing, to lift fluid from the wellbore and to drill out plugs and other tools that are left in the well following the completion of the fracturing treatments.

In 2009, the financial crisis and worldwide economic recession reduced demand for our services and contributed to a reduction in our revenue and operating income. The challenging economic conditions led to a significant drop in well count, which fell to 8,447 in 2009 from 16,910 in 2008<sup>1</sup>. Despite the 50% drop in well count, Trican's strong

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<sup>1</sup> PSAC 2010 Canadian Drilling Activity Forecast – January Forecast

position in the shale gas plays led to an increase in revenue per job and only a 31% reduction in jobs completed. In response to decrease in activity, our capital spending focused primarily on sustaining our existing asset base and was \$17.8 million for the year.

We are currently forecasting the 2010 well count will be approximately 10,500, which would represent a 24% improvement compared to 2009. We anticipate increasing our 2010 capital expenditure program in Canada relative to our 2009 capital expenditure program. We expect the focus of our 2010 capital expenditure program to be on equipment to be used on work performed in the unconventional oil and gas plays. The unconventional plays have historically been focused on gas but we expect oil plays will be an area of substantial growth in 2010. We anticipate that the continued development of the unconventional plays will be a strong growth area for Trican for many years in the future.

### *Russia*

Trican operated in Russia under the name Newco Well Services LLC ("Newco") from October 2000 to December 2009. Effective December 3, 2009, Newco changed its name to Trican Well Service LLC ("Trican Russia"). Trican Russia began operations in Russia in mid-2000, providing cementing services to a variety of customers in the Tyumen region of western Siberia. Trican made its initial investment in Trican Russia in 2002 and currently owns a 99.4% interest in Trican Russia via a 99.4% ownership in R-Can Services Ltd. Although Russia has significant natural gas reserves, the majority of the work performed by Trican in Russia to date has been on oil wells. Hence, Trican Russia's activity is largely tied to the price of oil. From the date of Trican's initial investment in 2002 through mid-2006, the price of oil had increased steadily from approximately U.S.\$20/bbl to almost U.S.\$80/bbl. Soon after our initial investment, hydraulic fracturing services were added to meet the needs of our customers looking to work over a large inventory of existing under-performing oil wells. As the price of oil rose during this time, the demand for our services followed suit. From 2002 through to 2006, Trican Russia invested \$58.2 million in equipment and operating facilities and expanded its services and operational reach. In this time period, we expanded our geographical reach to include operating bases in Nyagan, Nefteyugansk and Kyzylorda, Kazakhstan.

The price of oil increased significantly in 2007, opening at approximately U.S.\$60/bbl and closing the year at almost U.S.\$100/bbl. Given the significant increase in this commodity's value, Trican Russia undertook its most significant capital investment at \$72.7 million, adding 3 fracturing crews, doubling the number of cement units, and expanding their service offering to include coiled tubing and nitrogen services. During 2007, we established a new operating facility in Perm, a city located in the Volga-Urals basin. This is an older oil basin with a large pool of potential stimulation candidates that Trican felt could benefit from new stimulation technology.

Late in 2007, a number of pilot fracturing jobs were completed for Gazprom in the Gubkinsky area which is north of Nizhnevartovsk. Based on the results of this pilot project, a U.S.\$30 million contract was signed and a new operations base was established in 2008 to support fracturing and cementing work in this area. This is a strategic area of operations as it is located near Gazprom's major gas fields. In 2008, the number of gas well fractures performed for Gazprom doubled as a result of favourable production results achieved on wells where we performed the fracturing treatment.

In 2008, Trican Russia established a base in a remote area of eastern Siberia called Vankor. Vankor is a greenfield development being developed by Rosneft. Work on the Vankor project started slowly in 2008 due to start-up problems and delays encountered by our customer, but steadily gained momentum later in the year. Trican Russia invested \$29.5 million in 2008 on equipment and facilities mainly to support our expanded service offering, and to aid in the success of the Vankor and Gazprom projects. Late in 2008, we chose to close the base in Perm due to a decrease in activity in this region. The significant increase in the price of oil through 2007 into mid-2008 resulted in significant inflation in Russia during the first three quarters of 2008. In particular, Trican Russia experienced 22% wage inflation and a 40% increase in fuel costs in January of 2008. This, combined with increases in product costs, resulted in operating margins dropping significantly in the first half of the year. Cost cutting measures and start-up of the Vankor project resulted in improved operating results in the latter part of the year.

Trican Russia's 2009 results were consistent with 2008 levels. The global economic recession led to an overall decrease in industry demand in Russia during 2009. However, this decrease was not as severe as declines experienced in North America because of the increase in oil prices throughout the year. Despite the decrease in

industry activity, our results in Russia benefited from a strong performance during the 2009 contract award season. We also saw an increase in coiled tubing and nitrogen work throughout the year as we continued to develop these service lines. 2009 revenue was negatively impacted by unusually cold weather conditions experienced during the fourth quarter, which also had a negative impact on operating margins. During 2009, a second base was opened in Kazakhstan following a successful fracturing tender. The base is located in Actau, which is one of the main operating areas in Kazakhstan.

Trican Russia was successful during the 2010 contract award process. Based on the scope of work awarded to Trican Russia, we expect that 2010 activity levels will exceed 2009 levels by approximately 10% to 15%. We anticipate that the margin percentage improvement expected from the increase in sales volumes will largely be offset by inflationary cost increases. These two offsetting factors are expected to produce a 2010 operating margin percentage similar to 2009. Our success in the 2010 contract award process and strong market presence in this region is expected to provide us with continued stability and opportunities for growth during 2010 and beyond. Trican is also actively pursuing new technologies and solutions, specifically for Russian operations, to enhance oil and gas production.

### *United States*

In the United States, Trican operated under the name Liberty Pressure Pumping LP ("Liberty") from March 8, 2007 to December 21, 2009. Effective December 22, 2009, Liberty changed its name to Trican Well Service, L.P. ("Trican U.S."). Headquartered in Denton, Texas (a suburb of Dallas), Trican U.S. provides primarily fracturing services in Texas, Louisiana, Arkansas and Oklahoma. We also offer cementing, nitrogen and acidizing services in Louisiana and East Texas and acidizing services in Oklahoma. Trican U.S. has operating bases in Springtown and Longview, Texas, Searcy, Arkansas and Woodward, Oklahoma.

In March 2007, we acquired approximately 93% of Trican U.S. in exchange for cash consideration of U.S.\$198.6 million and U.S.\$65.9 million of Common Shares of Trican. The acquisition was completed pursuant to an acquisition and distribution agreement dated February 1, 2008. Pursuant to the acquisition of Trican U.S., Trican entered into a limited partnership agreement dated March 8, 2007 with members of Trican U.S. management such that management retained the remaining approximately 7% interest of Trican U.S. for a specified period of time. In 2008, we acquired the remaining 7% of Trican U.S.

Our approach is to employ the same growth strategies used in Canada and Russia to support the growth of our United States operations. From the acquisition of Trican U.S. in March 2007 to the end of 2009, we have invested \$104.8 million in Trican U.S.'s equipment and operating facilities, expanding our operational reach and service offering.

Trican U.S. has a solid platform in the major shale plays in the southern United States and operates a fracturing fleet with 267,750 HP. This capacity is divided into nine crews operating out of four bases: four fracturing crews out of a base in Springtown, Texas which is located in the Barnett Shale; two fracturing crews out of Longview, Texas, performing work in the Haynesville Shale in Louisiana and a deep gas field in East Texas; two fracturing crews in Searcy, Arkansas, working primarily on the Fayetteville Shale; and one fracturing crew in Woodward, Oklahoma that works on the Woodford Shale and other oil and gas wells in the region. We also offer cementing, nitrogen and acidizing services in Longview and acidizing services in Woodward.

We have focused on building a solid platform in the shale plays in the United States. As in Canada, these shale plays require large amounts of fracturing services in order to be commercial. They also have some of the lowest operating costs of all basins in the United States. We believe that in times of low commodity prices, the shale plays in which we are involved will be more active than conventional gas reserves.

In 2007, the Barnett Shale and the Fayetteville Shale had significant increases in rig counts relative to 2006. With the influx of rigs into these areas, demand for our services was strong; however, an influx of equipment into the market led to higher discounting later in the year. Results from our United States operations reflected this strong demand until the end of the third quarter of 2007, when a shortage of high quality fracturing proppant (a sand-like material that is mixed with fracturing fluid) forced the cancellation of jobs and increased the cost of purchased sand.

These conditions persisted throughout the fourth quarter of 2007, and as a result, fracturing utilization and operating income dropped significantly in the quarter.

Sand supply was re-established early in the second quarter of 2008 as a result of entering into a long-term sand supply agreement. From April until September of 2008, Trican U.S. worked to re-establish its scope of work and increase utilization of its equipment in a very price competitive environment. This resulted in low operating margins for the second and third quarters of 2008. By the end of the third quarter of the year, utilization had increased resulting in improved operating income during the fourth quarter.

2009 was a challenging year for Trican U.S. as the economic recession significantly decreased demand for our services and as a result, revenue declined substantially. Excess equipment capacity in the region put downward pressure on our pricing and margins were negatively impacted. Cost control remained a focus throughout 2009. Our cost control initiatives allowed us to weather the challenging economic conditions experienced during 2009. With industry conditions showing signs of improvement late in the year, our strategy in the U.S. to preserve market share while maintaining a lean cost structure should serve us well as industry conditions continue to improve.

On March 2, 2010, we acquired the assets of a privately held U.S. based company (the "U.S. Company"). Headquartered in Shawnee, Oklahoma, the U.S. Company is a provider of pressure pumping services in the Oklahoma region. Under the terms of the acquisition agreement Trican, through a wholly owned U.S. subsidiary, acquired 100% of the U.S. Company's assets, comprised of equipment, land and base infrastructure for cash consideration of U.S.\$ 46.0 million plus associated expenses. In addition, we assumed indebtedness on asset leases of approximately U.S.\$3.4 million. The assets acquired consist of 56,250 fracturing HP and the necessary ancillary equipment to operate two fracturing crews. In addition, Trican acquired two acidizing pumpers, including ancillary equipment, and an established base of operations in Shawnee, Oklahoma including some rail assets. Trican currently intends to integrate the acquired equipment into its existing U.S. operating fleet. The near term strategy is to have this equipment operating out of the acquired base in Shawnee, Oklahoma.

We anticipate that a modest recovery will occur in the U.S. in 2010. We expect the supply and demand balance to improve as old equipment is permanently retired and excess equipment is redeployed out of the region. Trican U.S. is positioned to take advantage of the recovery with its availability of equipment and crews in the major shale plays.

We believe that, in the long term, the United States offers considerable growth opportunities for Trican. We currently have a relatively small presence in the United States, but we will capitalize on opportunities for geographic and service line expansion.

#### *North Africa (Algeria)*

In Algeria, Trican operates out of one base in Hassi Messaoud. This is a start up operation with 2008 being its first full year of operation. Trican runs two coiled tubing units, two nitrogen pumpers and two twin fluid pumpers in the region. Financial results for Algeria are included in our Russian financial results.

2008 was characterized by financial underperformance coupled with the achievement of strategic goals. Financially, Trican's operations underperformed for the first three quarters of the year as the customer with which we entered Algeria reduced activity and was eventually sold in the third quarter of 2008. As Trican's contract in Algeria limited us to working solely for a single customer, our utilization dropped and financial results suffered. During 2008, Trican was granted the ability to work for another customer improving our utilization during the fourth quarter.

We started to gain traction in Algeria in 2009 as we expanded our customer base by adding a second coiled tubing/nitrogen package mid-way through the year. Late in 2009, a three year cementing contract was signed with a major customer and we expect this work to start up in the second quarter of 2010.

Algeria has significant oil and gas reserves and a large number of international producers active in the region. The challenging operating environment allows Trican to demonstrate its technical skill, experience and service capabilities in Algeria's demanding climate.

Algerian operations continue to face administrative and bureaucratic challenges, which are further complicated by changing legislation and customer reorganizations. Our Algerian team has been expanded and continues to closely monitor, anticipate and react to these challenges. We remain committed to the Algerian market as one of our long-term strategic growth opportunities due to its significant oil and gas reserves and a ready market in Europe for its products. We expect to continue to build upon our presence in the country and anticipate that the operating and financial results will continue to improve during 2010.

## **DESCRIPTION OF THE BUSINESS AND OPERATIONS**

### **General**

The upstream oil and gas industry is comprised of two types of companies: service companies and exploration and production companies. Exploration and production companies generally explore for, develop and produce oil and gas reserves. Service companies provide specialized equipment, products and services to support the exploration, development and production of oil and gas.

Oil and gas reserves are generally located in permeable rock reservoirs accessible primarily by drilling. Optimization of the recovery of reserves requires highly sophisticated procedures and technology. In order to remain competitive, service companies are required to develop and apply technology to specific exploration and development problems to recover additional reserves. North America has been a prime source of this technology. This is particularly true of Canada where, on a global scale, oil and gas reserves per well are relatively small, encouraging oil and gas companies to develop and apply new technologies to enhance recovery.

### **Overview of Operations**

Trican provides a comprehensive array of specialized products, equipment and services that are used during the entire life cycle of an oil or gas well. We are a global provider of pressure pumping services, with operations in western Canada, Russia, Kazakhstan, the United States and Algeria. Pressure pumping services are typically considered to include fracturing, CBM fracturing, cementing, acidizing, nitrogen and coiled tubing services.

### ***Canadian Operations***

Approximately 90% of services offered by Trican in Canada, as measured by revenue, are heavily used during the drilling and completion of oil and gas wells. The majority of wells drilled in Canada are natural gas wells, with approximately 65% to 70% of rig count on average over the last 10 years targeting natural gas reserves.

Demand for services offered by Trican have historically trended proportionally to the number of wells drilled. In 2008, the Canadian market underwent significant changes with the emergence of shale gas plays throughout the WCSB and we experienced a divergence from this trend with the development of shale gas and horizontal drilling. Most shale gas reservoirs are developed using horizontal wells, which must be fractured several times along the horizontal length to achieve commercial gas rates.

Prior to the emergence of shale gas, a drop in well count would likely have resulted in a parallel decline in Trican's activity. This was not the case in 2008 as Trican's strong position in the shale gas plays drove an increase in revenue and number of jobs completed, despite a reduction in the number of wells drilled in Canada. In 2009, this trend continued as the decline in Trican's revenue and number of jobs completed was not as substantial as the decrease in number of wells drilled in Canada.

Trican maintains a strong market position within the unconventional oil and gas plays in the WCSB. We expect that approximately 90 % of our fracturing HP will be utilized on unconventional wells in 2010. We operate 18 fracturing crews and 194,450 HP. Trican also has the largest fleet of deep coil units in Canada. Having the largest equipment base is a key strategic advantage when working on unconventional projects and provides a solid base for continued growth. A complete listing of Trican's Canadian equipment can be found in Table 1 below. Our geographic footprint is also well suited to unconventional gas development. The Company operates a base in Fort Nelson, British Columbia which services the Horn River Shale, bases in Fort St. John, British Columbia and Grande

Prairie, Alberta which service the Montney Shale and a base in Estevan, Saskatchewan which provides service to the Bakken Oil Shale.

The remaining 10% of services offered by Trican in Canada are predominantly used in the stimulation and reworking of existing oil and gas wells. A description of each of Trican's various services can be found below under "Description of Services."

The table below shows the progression of our domestic fleet over the past five years, as well as the expected equipment capacity for 2010. With this extensive fleet and our well-trained personnel, management of Trican believes that Trican is well positioned to respond to increased demand for our services as market conditions recover in the WCSB.

**TABLE 1**

Number of Units at year end (Canada)	2005	2006	2007	2008	2009 <sup>C</sup>	2010 <sup>D</sup>
Fracturing Crews <sup>A</sup>	15	18	18	18	18	18
HP			135,500	158,000	159,950	195,450
CBM Fracturing Crews <sup>B</sup>	4	4	4	4	4	4
Cement Pumpers	50	57	54	49	52	48
Deep Coiled Tubing Units	16	22	18	16	16	19
Shallow Coiled Tubing Units	8	8	8	8	8	8
Nitrogen Pumpers	22	32	28	25	26	36
Acidizing Units	12	12	12	13	13	13

Notes:

- A a fracturing crew is made up of several pieces of specialized equipment
- B comprises principally high-rate nitrogen pumping units; these units pump at higher rates and pressure than the pumpers used in our other areas of business
- C operational or in the final stages of construction
- D expected equipment capacity at year end based on approved budgets, which are subject to change

**TABLE 2**

**Revenues Generated by Categories of Principal Services (Canada)**

Service	Year Ended December 31, 2009	Year Ended December 31, 2008
Fracturing services, including CBM	56%	52%
Cementing services	23%	26%

***Russian Operations***

Although gas fields in Russia are anticipated to be a promising growth area for Trican in the future given the significance of their gas reservoirs, oil reservoirs have been the focus of development in Russia to date. Unlike North America where fracturing is used mainly in gas and oil fields, in Russia, it is almost entirely confined to oil-bearing reservoirs.

The Russian oil industry was successful in raising production by approximately 50% from 1999 to 2004. Over half of this increase was the result of fracturing treatments on fields which had already been producing in Soviet times and which by the 1990s were experiencing significant production declines.

The fracturing of wells to increase production was slow to grow in Russia, partly because of the disarray in the Russian oil industry in the 1990s and partly because of low oil prices. However, as the price of oil increased the number and size of fracturing jobs performed each year grew rapidly. The number of fracture treatments in Russia increased from 2,000 treatments in 2000 to over 3,500 treatments in 2004.

In the midst of this growth, Trican made its initial investment in Trican Russia which was providing cementing services to a variety of customers in the Tyumen region of western Siberia. As fracturing of existing underperforming wells was the industry's initial focus in dealing with nation-wide production declines, Trican Russia added fracturing to its service offerings and it became the focus of its growth strategy. Trican Russia experienced a significant increase in demand for fracturing services as well as an increase in average size of well treatments. Trican Russia also expanded its geographic reach to support demand from its customers.

With the decline in oil prices in 2009 compared to 2008, Trican Russia's customers drilled fewer new wells and focused on fracturing existing wells to optimize production. This led to sustained fracturing activity and a decrease in cementing jobs. We saw a substantial increase in coiled tubing activity in Russia during 2009, which corresponds with the trend to replace service rigs with more technically advanced coiled tubing units.

**TABLE 3**

<b>Number of Units at year end (Russia)</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009<sup>B</sup></b>	<b>2010<sup>C</sup></b>
Fracturing Crews <sup>A</sup>	6	8	11	11	13	14
HP	41,050	56,800	79,150	79,150	88,150	101,650
Cement Pumpers	3	3	6	6	6	6
Deep Coiled Tubing	-	-	3	5	5	6
Nitrogen Pumpers	-	-	4	9	10	11

Notes:

A a fracturing crew is made up of several pieces of specialized pieces of equipment

B operational or in the final stages of construction

C expected equipment capacity at year end based on approved budgets, which are subject to change

**TABLE 4**

**Revenues Generated by Categories of Principal Services (Russia)**

<b>Service</b>	<b>Year Ended December 31, 2009</b>	<b>Year Ended December 31, 2008</b>
Fracturing services	82%	84%

***United States Operations***

Fracturing has made up substantially all of the services offered to date by Trican U.S. in the United States. These services are heavily used during the drilling and completion of oil and gas wells, and demand for these services trends proportionally to the number of wells drilled. The majority of land-based wells drilled over the last 10 years in the United States have targeted natural gas reserves. We have focused on building a solid platform in the shale plays in the United States. As in Canada, it was considered virtually impossible to produce gas in commercial quantities from these shale plays until recent improvements were made in hydraulic fracturing technology and horizontal drilling.

Trican U.S. operates a fracturing fleet with 267,750 HP. A base in Springtown, Texas targets activity in the Barnett Shale. A base in Longview, Texas targets activity in the Haynesville Shale in Louisiana and one other deep gas field in East Texas. A base in Searcy, Arkansas targets activity in Fayetteville Shale and bases in Woodward, Oklahoma and Shawnee, Oklahoma target activity in the Woodford Shale.

In the latter part of 2008, Trican U.S. began to offer cementing and nitrogen services in Longview and acidizing services in Woodward. In 2009, we added acid services to Longview. We continue to look at expanding our service lines in the U.S. to achieve our goal of becoming a full service provider.

**TABLE 5**

<b>Number of Units at year end (U.S.)</b>	<b>2007</b>	<b>2008</b>	<b>2009<sup>B</sup></b>	<b>2010<sup>C</sup></b>
Fracturing Crews <sup>A</sup>	10	8	8	10
HP <sup>D</sup>	173,250	211,500	211,500	267,750
Cement Pumpers	-	2	2	2
Nitrogen Pumpers	-	4	4	4
Acidizing Units	-	1	2	4

Notes:

- A a fracturing crew is made up of several pieces of specialized equipment  
B operational or in the final stages of construction  
C expected equipment capacity at year end based on approved budgets, which are subject to change  
D prior years adjusted to reflect brake HP to be consistent with other regions

**TABLE 6****Revenues Generated by Categories of Principal Services (U.S.)**

<b>Service</b>	<b>Year Ended December 31, 2009</b>	<b>Year Ended December 31, 2008</b>
Fracturing services	99%	98%

***North African Operations***

In October 2007 Trican commenced operations in Algeria, pursuant to a contract with a Canadian exploration and production company for the provision of coiled tubing and nitrogen services. The majority of equipment required under this contract was transferred from our Canadian operating fleet.

Trican views Algeria as a strategic area of growth for the company. Algeria has significant oil and gas reserves and a ready market in Europe for their products. There is a large European and international customer base and an environment that allows us to demonstrate our technical and service capability. We started in Algeria in 2007 with one coiled tubing crew and doubled our presence in 2009 with a second crew. The strategic goal in 2009 was to add cementing services to the region. We achieved this late in 2009 and will commence cementing operations in the second quarter of 2010. We continue to grow our operating reputation with our clients and anticipate continued growth in Algeria with additional contracts and service lines.

**TABLE 7**

<b>Number of Units at end of year (North Africa)</b>	<b>2007</b>	<b>2008</b>	<b>2009<sup>A</sup></b>	<b>2010<sup>B</sup></b>
Deep Coil Tubing Units	1	1	2	2
Nitrogen Pumpers	1	1	2	2
Acidizing Units	1	1	2	2
Cement Pumpers	-	-	-	3

Notes:

- A operational or in the final stages of construction  
B expected equipment capacity at year end based on approved budgets, which are subject to change

## **Description of Services**

### ***Coiled Tubing Services***

Coiled tubing is jointless steel pipe manufactured in lengths of thousands of metres and coiled on a large reel. The tubing is run into oil or natural gas wells to create a circulating system, and is then used to fracture the well, or to introduce acids, nitrogen or other products into the well for purposes such as removing unwanted fluids or solids. The use of coiled tubing allows the well to be worked on while it is still flowing oil and natural gas.

### ***Fracturing Services***

Fracturing is a well stimulation process performed to improve production. Fluid is pumped at sufficiently high pressure to fracture the formation. A proppant is added to the fluid and injected into the fracture to prop it open, permitting hydrocarbons to flow more freely into the wellbore.

A set of fracturing equipment usually includes high pressure pumping units, a blender, a computerized fracturing data van, a chemical addition unit, an iron truck and bulk transports.

### ***Coalbed Methane Fracturing Services***

CBM fracturing involves pumping nitrogen gas into underground coal zones at very high rates. This nitrogen gas creates fractures in the coal which allows natural gas to flow back into the well. Trican uses specialized high-rate pumps to pump the nitrogen into the coal formations.

### ***Cementing Services***

Cementing is most commonly used when drilling a well but may also be required during the producing life of a well. Primary cementing treatments are employed during the drilling phase of an oil or gas well to support the production casing within the wellbore and to isolate producing zones. Remedial cementing services are used to repair casing or eliminate communication leaks between producing zones during a well's operating life.

### ***Nitrogen Services***

Nitrogen is an inert gas that is pumped into the wellbore to improve the safe recovery of introduced or produced fluid while reducing potential formation damage. Trican's nitrogen services are applied in conjunction with our coiled tubing, acidizing and fracturing services.

### ***Geological Services***

Geological services specialize in the provision of geological and engineering services for unconventional gas wells, including gas content analysis, reservoir characterization and consulting services for CBM and shale gas wells.

### ***Acidizing Services***

Acidizing is a well stimulation process that involves pumping large volumes of specially formulated chemical blends into producing oil or gas formations to clean out unwanted materials or to dissolve portions of the producing formation in order to enhance the well's production rate.

### ***Industrial Services***

Industrial services offers engineered solutions and services to oil sands, heavy oil, refinery, petrochemical, gas process, power generation, mining and pipeline facilities. Specialty services include mechanical and chemical descaling and passivating of process facilities, pipelines and storage tanks. Engineered services also include nitrogen displacement of pipelines and process facilities, nitrogen cooling and warming of process reactors, and pressure testing and leak detection of pipelines and process facilities. We offer a number of services to industrial

plants, oil and gas facilities and pipeline operations. These include the mechanical or chemical descaling and cleaning of industrial plants, the inerting and purging of plants and pipelines with nitrogen, and pressure testing of vessels and pipelines.

### **Economic Dependence**

Trican's business is primarily distributed across two main geographic markets, North America and Russia. The Company's customers in the North American market consist of a large number of oil and gas companies that vary in size. For the year ending December 31, 2009, our North American operations had one customer that accounted for approximately 14% of our consolidated revenue and approximately 20% of North American revenue. The Russian market consists of a smaller number of large oil and gas companies. For the year ending December 31, 2009, one Russian customer represented approximately 13% of our consolidated revenue and approximately 46% of our total Russian operations revenue. Our operations with these customers are covered by a number of separate service contracts with separate work scopes, commercial terms and contract terms ranging between one and three years. Should one or both of these customers terminate all of their contracts with us, it would have a significant impact on our business operations and financial results.

### **Changes to Contracts**

The Company operates under a number of key supplier and customer arrangements. While these contracts define the commercial terms under which materials will be supplied or work will be undertaken, most of these arrangements do not contain a guaranteed commitment of materials or work. Total expenses and revenue from these arrangements is expected to be material to the operations of the Company.

The Company has a syndicated \$120 million three year extendible revolving acquisition and capital expenditure credit facility. The facility is reviewed annually by the lender, should it not be extended, repayment will be made at the end of the term. The current facility matures on March 6, 2011. The Company also has three demand loans for U.S. \$30 million, U.S. \$20 million, and \$35 million, respectively, and a credit facility with Export Development Canada for \$35 million. The Company has been negotiating a new credit agreement to replace all existing debt facilities and bank loans, except the U.S. \$20 million bank loan held by Trican Russia. The new agreement is expected to make available to the Company a \$250 million extendible revolving three year term credit facility provided by a syndicate of lenders. The facility will be unsecured and is expected to bear interest at bank's prime, U.S. base rate, U.S. prime, Bankers Acceptance, LIBOR or EURIBOR plus 150 to 400 basis points, dependant on certain financial ratios of the Company.

### **Employees**

As at December 31, 2009, Trican had 3,109 employees worldwide.

### **Foreign Operations**

Trican's principal operations are in Canada; however, over the past few years the Company has invested significantly in its operations outside of Canada. Beyond Canada, Trican has significant operations in Russia and the United States. Our Russian operations, which include Kazakhstan and Algeria, are conducted through a subsidiary that is consolidated in the Company's December 31, 2009 financial statements and represents 24% of Trican's total assets as of that date. Our United States operations are conducted through a subsidiary which is consolidated in the Company's December 31, 2009 financial statements and represents 31% of Trican's total assets as of that date.

### **Social and Environmental Policies**

Trican is committed to maintaining a safe working environment for our employees, to protecting and conserving the environment in which we operate and to protecting the health of all persons in the communities directly or indirectly affected by our corporate presence. To this end, we have implemented safety and training programs designed to improve performance and to raise awareness of the importance of safety in our operations, and an environmental policy designed to minimize the impact of its operations on the environment in which we operate.

## **Intellectual Property**

When providing services, we rely on trade secrets and know-how to maintain our competitive position and where possible, we undertake to protect our intellectual property by applying for patent protection. There is currently one patent issued to Trican for a specialized fracturing fluid, which has a remaining life of 11 years. There are also currently 15 patents pending. These pending patents consist of eight on new fluid systems for fracturing, suspending sands, and proppant flowback prevention, one on a new unconventional gas fracturing technique, four on coiled tubing tools and techniques related to high pressure jetting technology, shallow gas fracturing and wellbore dewatering and two regarding an innovative technique for fracturing multiple intervals in horizontal wellbores with coiled tubing. We have also negotiated exclusive Canadian licenses to utilize new and innovative technologies in relation to our cementing services for pulsation technology, and coiled tubing services related to reverse circulation drilling.

## **Competitive Conditions**

The oilfield services market is highly competitive. The competitors in the well service market in Canada, Russia and the U.S. include BJ Services, Halliburton Energy Services, Schlumberger Incorporated, and Calfrac Well Services Ltd. as well as other domestic companies in the markets in which we operate. Although we believe that we are continuing to build market share and have a significant presence in respect of all of our services, we do not currently hold a dominant market position with respect to any of the services we offer in any of the markets in which we operate.

## **New Products**

For the past several years, Trican has focused its research and development on technology for unconventional oil and gas wells and, during 2009, Trican introduced three such technologies. One is an integrated service offering that we believe will help our customers determine where to drill their horizontal wells, how long to drill them, and the number and size of fracturing treatments to place in the well. This process, called SRVmax™, combines our expertise in geological analysis, microseismic mapping, fracture modelling and reservoir simulation to help ensure our customers are obtaining maximum production from their horizontal wellbores. Trican also introduced our patent pending Burst Port system. This technology utilizes our coiled tubing and fracturing equipment and is very applicable to the emerging Canadian unconventional oil market. It is a new completion system that significantly reduces time and cost of completion for our customers. In 2009, Trican field tested our patent pending FloRider technology that allows us to “float” any proppant in slick water fluids. We believe that this technology will give us a competitive advantage in the competitive slick water fracturing market.

## **RISK FACTORS**

The activities we undertake involve a number of risks and uncertainties inherent in the industry, some of which are summarized below. Additional risks and uncertainties that our management may be unaware of, or that they determine to be currently immaterial may also become important factors which affect us.

### **Oil and Natural Gas Prices**

The demand for Trican’s services is largely dependent upon the level of expenditures made by oil and gas companies on exploration, development and production activities. The price received by our customers for the crude oil and natural gas they produce has a direct impact on cash flow available to them to purchase services provided by Trican. As crude oil and natural gas sales are based primarily on U.S. dollar priced indices, movement of the Canadian dollar and Russian ruble relative to the U.S. dollar will also have an impact on the cash flow available to our customers in Canada and Russia to acquire the well services we provide. Exploration, development and production activities are also influenced by a number of factors including taxation and regulatory changes, access to pipeline capacity and changes in equity markets. Demand for crude oil and natural gas is also strongly influenced by a number of factors including the weather, geopolitical factors and the strength of the global economy.

Furthermore, fluctuations in oil and natural gas prices can produce periods of high and low demand for well services. During periods of low commodity prices, when the cash flow of our customers is reduced, demand for our services may also be reduced. Conversely, during periods of high commodity prices, when the cash flow of our customers increases, the demand for our services may increase.

### **Cyclical or Seasonal Nature of Industry**

The well service industry is characterized by considerable seasonality in Canada, and to a lesser extent in Russia. The first calendar quarter is the most active in the well service industry, the second quarter is the least active, and the third and fourth quarters typically reflect increasing activity over the preceding quarter. During the second quarter, when the frost leaves the ground in the spring, many secondary roads are temporarily rendered incapable of supporting the weight of heavy equipment, which results in severe restrictions in the level of well servicing activity. The duration of this period, commonly referred to as the “spring break-up”, has a direct impact on the level of our activities, particularly in Canada. Spring break-up, which generally occurs between March and May, is typically the slowest period of activity for us.

During other periods of the year, rainfall can also render some of the secondary and oilfield service roads impassable for the Company’s equipment. These factors can all reduce activity levels below normal or anticipated levels.

Activity levels in the U.S. are typically not impacted by seasonality.

### **Competitive Conditions**

The oilfield services market is highly competitive. Although we believe that we are continuing to build market share and have a significant presence in respect of all of our services, we do not currently hold a dominant market position with respect to any of the services we offer in any of the markets in which we operate. The intense competition within our industry could lead to a reduction in revenue or prevent us from pursuing additional business opportunities.

### **Customers**

Customers are typically invoiced for our services in arrears. As a result, we are subject to our customers delaying or failing to pay our invoices. During times of weak economic conditions, the risk of increased payment delays and failure to pay increases due to a reduction in customer’s cash flow and challenges relating to their ability to access debt and equity markets among other factors..

### **Excess equipment capacity**

Because of the long-life nature of oilfield service equipment and the lag between when a decision to build additional equipment is made and when the equipment is placed into service, the inventory of oilfield service equipment in the industry does not always correlate with the level of demand for service equipment. Periods of high demand often result in increased capital expenditures on equipment, and those capital expenditures may add capacity that exceeds actual demand. This excess capacity could cause Trican’s competitors to lower their prices and could lead to a decrease in prices in the oilfield services industry generally, which could have a material adverse effect on Trican’s operating results and cash flows.

### **Financial Institutions**

Financial institutions and insurance companies continued to face challenges during 2009 and some reported a significant deterioration in their financial condition. At this point in time, we have had no indication that our lenders, insurers and other financial institutions will be unable to fulfill their obligations under our various credit agreements, insurance policies and contracts. However if, in the future, any of our significant financial institutions were unable to perform under such arrangements, and if we were unable to find suitable replacements at a reasonable cost, our results from operations, liquidity and cash flows could be adversely impacted.

### **Availability of Credit Facility and Bank Loans**

As discussed above under “Description of the Business and Operations - Changes to Contracts”, the Company believes it will enter into the new credit agreement in the near term but there can be no assurance that the company will successfully complete such negotiations and enter into such agreement on terms acceptable to the Company or at all.

Significant liquidity issues could arise if Trican is unable to renew or replace its credit facilities and demand loans in the amount it requires or on terms acceptable to it.

### **Risks of Foreign Operations**

The Company’s areas of operations include Russia, Kazakhstan and Algeria, where the political and economic systems differ from those of North America. Operations in these countries may be subject to a variety of risks including, but not limited to: currency fluctuations, devaluations and exchange controls; inflation; uncertain political and economic conditions resulting in unfavourable government actions such as unfavourable legislation or regulation, trade restrictions, unfavourable tax enforcement or adverse tax policies; the denial of contract rights; and social unrest, acts of terrorism or armed conflict. To attempt to mitigate these risks, the Company has hired employees who have extensive experience in the international marketplace supplemented with local qualified staff.

### **Foreign Exchange Exposure**

Trican’s consolidated financial statements are presented in Canadian dollars. The reported results of our foreign subsidiary operations are affected primarily by the movement in exchange rates between the Canadian and United States dollar and Russian ruble. Trican’s Canadian operations include exchange rate exposure as purchases of some equipment and materials are from United States suppliers. When acquiring Trican U.S., we took on United States dollar denominated debt which acts as a partial hedge against this investment. Other than natural hedges that arise from day-to-day operations, the Company does not maintain an active hedge program for foreign exchange exposure.

### **Financing future growth or expansion**

Trican's growth strategy is subject to the availability of additional financing for future costs of operations or expansion that may not be available, or may not be available on favourable terms. Trican’s activities may also be financed partially or wholly with debt, which may increase its debt levels above industry standards. The level of Trican's indebtedness from time to time could impair its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise. If the Company's cash flow from operations is not sufficient to fund its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or, if available, on favourable terms.

### **Business Acquisitions**

As part of Trican’s business strategy, it will continue to consider and evaluate acquisitions of, or significant investments in, businesses and assets that are complementary to it. Any acquisition that Trican completes could have unforeseen and potentially material adverse effects on the Company’s financial position and operating results. Acquisitions involve numerous risks, including:

- unanticipated costs and liabilities;
- difficulty of integrating the operations and assets of the acquired business;
- the ability to properly access and maintain an effective internal control environment over an acquired company;
- potential loss of key employees and customers of the acquired companies; and
- an increase in expenses and working capital requirements.

Trican may incur substantial indebtedness to finance future acquisitions and also may issue equity securities in connection with any such acquisitions. Debt service requirements could represent a significant burden on the Company's results of operations and financial condition and the issuance of additional equity could be dilutive to shareholders. Trican will also be required to meet certain financial covenants in order to borrow money under its credit agreements to fund future acquisitions. Acquisitions could also divert the attention of management and other employees from Trican's day-to-day operations and the development of new business opportunities. Even if the Company is successful in integrating its recent or future acquisitions into its existing operations, it may not derive the benefits, such as operational or administrative synergies, that it expected from such acquisitions, which may result in the commitment of the Company's capital resources without the expected returns on such capital. In addition, Trican may not be able to continue to identify attractive acquisition opportunities or successfully acquire identified targets.

### **Importance of Intangible Property**

When providing services, we rely on trade secrets and know-how to maintain our competitive position and where possible, we undertake to protect our intellectual property by applying for patent protection. If we are unable to obtain patent protection, our competitive position could be compromised. Furthermore, if any of our competitors obtain patents over valuable intellectual property, we may be unable to offer certain services in certain jurisdictions, forced to use less effective or costlier alternative technology, or required to enter into costly licensing agreements.

### **Government Regulation**

Our operations, and those of our customers, are subject to a variety of federal, provincial, state and local laws, regulations and guidelines, including laws and regulations related to health and safety, the conduct of operations, the manufacture, management, transportation and disposal of certain materials used in our operations. Trican believes it is in compliance with such laws and regulations and has invested financial and managerial resources to ensure such compliance. Such expenditures historically have not been material to Trican. However, because such laws and regulations are subject to change it is impossible for Trican to predict the cost or impact of such laws and regulations on our future operations, nor their impact on our customers' activities and thereby on the demand for our services.

### **Operating Risks and Insurance**

Trican's operations are subject to hazards inherent in the oil and gas service industry, such as equipment defects, malfunctions and failures, and natural disasters which result in fires, vehicle accidents, explosions and uncontrollable flows of natural gas or well fluids that can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruptions, and damage to or destruction of property and equipment. These hazards could expose Trican to liability for personal injury, wrongful death, property damage and other environmental damages. Trican continuously monitors its activities for quality control and safety and maintains insurance coverage it believes to be adequate and customary in the industry; however, such insurance may not be adequate to cover Trican's liabilities and may not be available in the future at rates Trican considers reasonable and commercially justifiable.

### **Environmental Protection**

We and others in the well service industry are subject to various environmental laws and regulations enacted in most jurisdictions in which we operate. These laws and regulations primarily govern the manufacture, processing, importation, transportation, handling and disposal of certain materials used in our operations. We believe that we are currently in compliance with such laws and regulations. Our customers are subject to similar laws and regulations, as well as limits on emissions into the air and discharges into surface and sub-surface waters. While regulatory developments that may follow in subsequent years could have the effect of reducing industry activity, we cannot predict the nature of the restrictions that may be imposed. We may be required to increase operating expenses or capital expenditures in order to comply with any new restrictions or regulations.

Historically, environmental protection requirements have not had a significant financial or operational effect on our capital expenditures, earnings or competitive position. Environmental protection requirements are not presently anticipated to have a significant effect on such matters in 2010 or in the future.

There are currently stand-alone bills in both the United States House and the Senate for the Fracturing Responsibility and Awareness of Chemicals Acts 2009. The bills have asserted that hydraulic fracturing processes use chemicals that could affect drinking water supplies. The proposed legislation would require the energy industry to publicly disclose the chemicals it mixes with the water and sand it pumps underground in the fracturing process. This legislation, if passed could lead to operational delays and increased operating costs. The adoption of any future federal or state laws or implementing regulations in the United States, or in other jurisdictions in which the Company carries on business, which impose reporting obligations on, or otherwise limiting the hydraulic fracturing process could make it more difficult for the Company to provide fracturing services for natural gas and oil wells and could have a material adverse impact on the Company's financial position and operating results.

### **Safety**

The services provided by the Company, in some cases, involve flammable products being pumped under high pressure. To address these risks, Trican has developed and implemented safety and training programs. In addition, a comprehensive insurance and risk management program has been established to protect the Company's assets and operations.

### **Contingent Liabilities**

From time to time, Trican is subject to costs and other effects of legal and administrative proceedings, settlements, reviews, claims and actions. Trican may in the future be involved in disputes with other parties which could result in litigation or other actions, proceedings or related matters including in relation to its historical option granting practices. See "Legal Proceedings". The results of litigation or any other proceedings or related matters cannot be predicted with certainty. Amounts involved in such matters are not reasonably determinable due to uncertainty as to the final outcome. Trican's assessment of the likely outcome of these matters is based on its judgement of a number of factors including past history, precedents, relevant financial and other evidence and facts specific to the matter. Notwithstanding the uncertainty as to the final outcome, based upon the information currently available to it, Trican does not currently believe these matters in aggregate will have a material adverse effect on its consolidated financial position or results of operations.

### **Availability of Qualified Staff**

The Company's ability to provide reliable service is dependent upon attracting and retaining skilled workers. During past periods of high industry activity, Trican has experienced difficulties in attracting and retaining a full complement of skilled workers. The Company attempts to overcome this by offering an attractive compensation package and training to enhance skills and career prospects.

### **Sources, Pricing and Availability of Raw Materials and Component Parts**

We source our raw materials, such as oilfield cement, proppant, nitrogen, carbon dioxide and coiled tubing, from a variety of suppliers, most of whom are located in Canada, Russia and the United States. Alternate suppliers exist for all raw materials.

The source and supply of materials has been consistent in the past; however, in periods of high industry activity, Trican has experienced periodic shortages of certain materials. Management maintains relationships with a number of suppliers in an attempt to mitigate this risk. However, if the current suppliers are unable to provide the necessary materials, or otherwise fail to deliver products in the quantities required, any resulting delays in the provision of services to our clients could have a material adverse effect on our results of operations and our financial condition.

### **Equipment and Parts Availability**

The Company's ability to expand its operations and provide reliable service is dependent upon timely delivery of new equipment and replacement parts from fabricators and suppliers. During past periods of high industry activity, a lack of skilled labour to build equipment and high demand has placed a strain on some fabricators. If a similar strain occurs in the future, it could potentially increase the order time on new equipment and increase uncertainty surrounding final delivery dates. Significant delays in the arrival of new equipment from expected dates may constrain future growth and may have a material adverse effect on the financial performance of the Company. The Company attempts to mitigate this risk by maintaining strong relations with key fabricators and suppliers.

### **Merger and Acquisition Activity**

Merger and acquisition activity in the oil and gas exploration and production sector may constrain demand for the Company's services as customers focus on reorganizing the business prior to committing funds to exploration and development projects. Further, the acquiring company may have preferred supplier relationships with oilfield service providers other than Trican.

### **Kyoto Protocol**

In December 2002, the Government of Canada ratified the Kyoto Protocol ("Protocol"). The Protocol calls for Canada to reduce its greenhouse gas emissions to certain target levels during the period between 2008 and 2012, and to meet further targets beyond 2012. When the Government of Canada implements the Protocol, it is expected to affect the operation of all industries in Canada, including the well service industry and its customers in the oil and natural gas industry. As details of implementation of this Protocol have yet to be announced, the affect on our operations cannot be determined at this time. On February 14, 2007, a private member's bill was passed by the Canadian House of Commons requiring the Government to set out its plan to meet Kyoto targets within 60 days. On April 26, 2007, the Federal Government released its Action Plan to Reduce Greenhouse Gases and Air Pollution (the "Action Plan") also known as ecoACTION which includes the regulatory framework for air emissions. This Action Plan covers not only large industry, but regulates the fuel efficiency of vehicles and the strengthening of energy standards for a number of energy using products. The Government of Canada and the Province of Alberta released on January 31, 2008 the final report of the Canada-Alberta ecoENERGY Carbon Capture and Storage Task Force, which recommends among others: (i) incorporating carbon capture and storage into Canada's clean air regulations; (ii) allocating new funding into projects through competitive process; and targeting research to lower the cost of technology.

Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not currently possible to predict either the nature of those requirements or the impact on Trican and its operations and financial condition at this time.

## **DIVIDEND RECORD AND POLICY**

On May 3, 2006, Trican's Board of Directors resolved to commence semi-annual dividend payments to holders of Common Shares. The first dividend payment of \$0.05 per share was paid on July 15, 2006. The Company has since made dividend payments on January 12, 2007, July 13, 2007, January 14, 2008, July 14, 2008, January 14, 2009, July 14, 2009 and January 14, 2010 each of \$0.05 per share. Dividend payments are at the discretion of the Board of Directors and depend on the financial condition of the Company as well as other factors.

## **DESCRIPTION OF CAPITAL STRUCTURE**

We are authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. No preferred shares are issued and outstanding. All of the outstanding Common Shares are fully paid and non-assessable. The Common Shares rank junior to the preferred shares.

## Common Shares

Subject to the provisions of the *Business Corporations Act (Alberta)*, the holders of Common Shares are entitled to receive notice of, to attend and vote at, all meetings of holders of Common Shares and are entitled to one vote, in person or by proxy, for each Common Share held.

Subject to the preferences given to the holders of preferred shares, the holders of Common Shares are entitled to receive such dividends as may be declared by our Board of Directors.

On the liquidation, dissolution or winding-up of Trican, whether voluntary or involuntary, the holders of the Common Shares will be entitled to receive pro rata all of the assets remaining for distribution after the payment to the holders of the preferred shares, in accordance with the preference or liquidation, dissolution or winding-up accorded to the holders of preferred shares.

## Preferred Shares

The rights and privileges of each series of preferred shares would be established by our Board of Directors prior to their issuance. No preferred shares are outstanding.

In the event of the liquidation, dissolution or winding-up of Trican, whether voluntary or involuntary, the holders of each series of preferred shares would be entitled, in priority to the holders of Common Shares and any other shares of Trican ranking junior to the preferred shares on a distribution of capital, to be paid ratably with the holders of each other series of preferred shares the amount, if any, specified as being payable preferentially to the holders of such series on a distribution of capital of Trican.

The holders of each series of preferred shares would also be entitled, in priority to the holders of Common Shares and any other shares of Trican ranking junior to the preferred shares with respect to the payment of cumulative dividends, to be paid rateably with the holders of each other series of preferred shares, the amount of cumulative dividends, if any, specified as being payable preferentially to the holders of such series.

## MARKET FOR SECURITIES

Our Common Shares are listed and posted for trading on the Toronto Stock Exchange ("TSX") under the symbol "TCW". The following table sets forth the monthly price range and trading volume of the Common Shares for 2009 as reported by the TSX for the periods indicated.

<b>Period</b>	<b>High</b>	<b>Low</b>	<b>Volume</b>
January	7.59	7.03	6,747,427
February	6.49	6.09	4,518,683
March	6.71	6.16	9,161,560
April	8.50	7.92	7,517,150
May	9.62	9.01	9,323,138
June	10.56	9.98	7,581,677
July	9.28	8.83	7,968,944
August	10.67	10.19	7,251,719
September	12.68	12.15	10,532,488
October	13.96	13.35	6,178,036
November	13.14	12.65	7,622,581
December	13.61	13.15	4,142,084

## DIRECTORS AND OFFICERS

The names, municipalities of residence, positions with the Company, and principal occupation of the current<sup>(1)</sup> directors and executive officers of the Company are set out below and in the case of directors, the period each has served as a director of the Company. Our directors hold office until the next annual general meeting of our shareholders or until each director's successor is appointed or elected pursuant to the *Business Corporations Act* (Alberta).

Name and Province and Country of Residence	Position Held	Principal Occupation during the last 5 years	Director Since
Murray L. Cobbe Alberta, Canada	Executive Chairman	Retired executive. Part-time employee of the Company in a strategic advisory capacity.  Murray Cobbe has been a director of Trican since September 20, 1996 and Executive Chairman since August 1, 2009. Prior to that date he was President and Chief Executive Officer of Trican, positions that he held since September 1996.	Sept. 20, 1996
Dale M. Dusterhoft Alberta, Canada	Chief Executive Officer	Chief Executive Officer of the Company  Mr. Dusterhoft is a director and was appointed our Chief Executive Officer on August 1, 2009. From February 2008 to August 2009, Mr. Dusterhoft served as Senior Vice President. From April 1998 to February 2008, Mr. Dusterhoft served as Vice President, Technical Services. Mr. Dusterhoft joined Trican at its inception in November 1996.	Aug. 5, 2009
Donald R. Luft Alberta, Canada	President and Chief Operating Officer	President and Chief Operating Officer of the Company  Mr. Luft is a director and was appointed our President and Chief Operating Officer on August 1, 2009. Prior thereto, Mr. Luft served as our Senior Vice President, Operations and Chief Operating Officer and has been employed by the Company since August 1996.	Sept. 20, 1996
G. Allen Brooks <sup>(2)(4)(5)</sup> Texas, United States	Lead Director	President, G. Allen Brooks, LLC (an energy market and financial consulting firm)  Mr. Brooks is the President of G. Allen Brooks, LLC, an energy market and financial consulting firm since January 2005. Mr. Brooks also serves as an advisor to Parks Paton Hoepfl & Brown, a boutique oilfield service investment banking firm. Prior to forming G. Allen Brooks, L.L.C., Mr. Brooks was an executive director of research of CIBC World Markets from 1997 to 2005.	Mar. 20, 2009

<b>Name and Province and Country of Residence</b>	<b>Position Held</b>	<b>Principal Occupation during the last 5 years</b>	<b>Director Since</b>
Kenneth M. Bagan <sup>(2)(3)</sup> Alberta, Canada	Director	<p>President of and Chief Executive Officer Enerchem International Inc. (a publicly traded manufacturer of hydrocarbon based drilling and completions fluids)</p> <p>Prior to joining Enerchem International Inc. in April 2008, from December 2004 to March 2008, Mr. Bagan was President and Chief Executive Officer of Wellco Energy Services Trust. Prior to December 2004, Mr. Bagan, who is a Barrister and Solicitor, was employed with Tesco Corporation from July 1997 to July 2004, initially as its General Counsel and finally as its Senior Vice President, Wellsite Services.</p>	Sept. 20, 1996
Douglas F. Robinson <sup>(3)(4)</sup> Alberta, Canada	Director	<p>Independent Businessman</p> <p>Since April 2008, Mr. Robinson has been an independent businessman. From January 2004 to March 2008 Mr. Robinson was President of Enerchem International Inc. From July 2002 to January 2004, Mr. Robinson was an independent businessman and from April 2000 until June 2002, Mr. Robinson was Chairman and Chief Executive Officer of Integrated Production Services Ltd. (a publicly traded oilfield services company).</p>	June 3, 1997
Kevin L. Nugent <sup>(2)</sup> Alberta, Canada	Director	<p>President, Livingstone Energy Management Ltd. (privately held corporation providing capital to oil and gas companies)</p> <p>Mr. Nugent is President of Livingstone Energy Management Ltd., a privately held corporation created for the purpose of sourcing, evaluating and providing capital to companies engaged in the production of crude oil and natural gas or in the provision of services to the oil and gas industry. Mr. Nugent is a Chartered Accountant with more than 20 years of experience in the oil and gas industry including serving from 2004 to 2006 as President, Chief Executive Officer and Director of NQL Energy Services Ltd., which was a leading provider of downhole drilling tools.</p>	Mar. 7, 2008

<b>Name and Province and Country of Residence</b>	<b>Position Held</b>	<b>Principal Occupation during the last 5 years</b>	<b>Director Since</b>
Gary L. Warren <sup>(3)(4)</sup> Texas, United States	Director	Independent Businessman  Mr. Warren has been a retired businessman since 2005. From January 2001 to September 2005 Mr. Warren served as Division President and Senior Vice President of Weatherford International and as President of Weatherford's Drilling and Well Services Division. From 1980 to 1991 he worked with Petco Fishing and Rental Tools in a variety of quality, sales and operations roles including serving as Vice President, Gulf of Mexico Operations from 1987 to 1991. Prior to 1980 he held a number of quality assurance and engineering positions with oilfield equipment manufacturing companies.	May 13, 2009
Michael G. Kelly, C.A. Alberta, Canada	Senior Vice President, Corporate Development	Senior Vice President, Corporate Development of the Company  Mr. Kelly has been employed by us since May 1997. Mr Kelly has been our Senior Vice President, Corporate Development since March 2009. Prior thereto, Mr. Kelly served as our Chief Financial Officer from June 1997 to March 2009 and was appointed Vice President, Finance and Administration in April 1998.	-
David L. Charlton Alberta, Canada	Vice President, Sales and Marketing	Vice President, Sales and Marketing of the Company  Mr. Charlton is our Vice President, Sales and Marketing, positions that he has held since April 1998. Mr. Charlton has been employed with Trican since September 1996.	-
Bonita M. Croft Alberta, Canada	Vice President, Legal, General Counsel and Corporate Secretary	Vice President, Legal, General Counsel and Corporate Secretary of the Company  Ms. Croft joined Trican as General Counsel in December 2005, was appointed Corporate Secretary in 2007 and was promoted to Vice President, Legal, General Counsel and Corporate Secretary in November 2008. Ms. Croft was a business owner and independent legal consultant from 2004 to 2005; from August 2000 to January 2004 Ms. Croft was employed with Tesco Corporation, initially as Senior Legal Counsel and finally as General Counsel. Prior to joining Tesco Corporation, Ms. Croft was employed as Legal Counsel with Talisman Energy Inc.	-

<b>Name and Province and Country of Residence</b>	<b>Position Held</b>	<b>Principal Occupation during the last 5 years</b>	<b>Director Since</b>
Michael A. Baldwin, C.A. Alberta, Canada	Vice President, Finance and Chief Financial Officer	Vice President, Finance and Chief Financial Officer of the Company  Mr. Baldwin re-joined Trican as Vice President, Finance in November 2008 and was appointed Chief Financial Officer in March 2009. Prior to re-joining us, Mr. Baldwin was the Chief Financial Officer of Pure Energy Services Ltd. from June 2005 to November 2008. Prior to Mr. Baldwin's employment at Pure Energy Services Ltd., Mr. Baldwin served various positions within the Company's finance department from October 1997 to June 2005 with the most recent position being Treasurer.	-
Jeromie J. Kufflick, C.A. Alberta, Canada	Corporate Controller	Corporate Controller of the Company  Mr. Kufflick has been employed by us since February 2003 and was appointed Corporate Controller in October 2007. Prior to this appointment, Mr. Kufflick served various positions within the Company's finance department. Prior to joining us, Mr Kufflick held various positions at KPMG LLP.	-
Robert J. Cox Alberta, Canada	Vice President, Canadian Geographic Region	Vice President of the Canadian Geographic Region of the Company  Mr. Cox has been employed by us since April 2000 and was promoted to Vice President of the Canadian Geographic Region in November 2008. Prior to that date Mr. Cox held the position of Manager of the General Canadian Geographic Region.	-
Steven J. Redmond Alberta, Canada	Vice President, Human Resources and Health, Safety and Environment	Vice President, Human Resources and Health, Safety and Environment of the Company  Mr. Redmond has been employed by us since July 1999 and was promoted to Vice President, Human Resources and Health, Safety and Environment in November 2007. Prior to that date Mr. Redmond held the position of Manager, Corporate Human Resources and Health, Safety and Environment.	-

## Notes:

- (1) Gary Bugeaud was a director of Trican from August 13, 1998 until his resignation on February 21, 2010. Mr. Bugeaud is Managing Partner, Burnet, Duckworth & Palmer LLP (a Calgary-based law firm). Mr. Bugeaud became managing partner of Burnet, Duckworth & Palmer LLP in January 2008. Prior thereto he was a partner at Burnet, Duckworth & Palmer LLP.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the Corporate Governance Committee

- (5) Until February 21, 2010 Mr. Brooks was a director of Turnkey E&P Inc. ("**Turnkey**"), which is incorporated under the laws of Alberta and which trades on the NEX board of the Toronto Stock Exchange ("**TSX**"). On November 17, 2008, Turnkey's principal operating subsidiary in the United States filed for protection under Chapter 11 of the United States Bankruptcy Code. To date, the efforts of Turnkey's subsidiary to emerge from Chapter 11 have been unsuccessful and it is expected that the subsidiary will be wound up in 2010. In addition, Turnkey is the subject of a cease trade order by the Alberta Securities Commission on December 14, 2009 and by other securities commissions in Canada subsequent to that date for failing to file interim unaudited financial statements, interim management discussion and analysis and certification of interim filings for the interim period ended September 30, 2009. Such cease trade orders are still in effect as of the date hereof.

We do not have an executive committee of our Board of Directors.

As at March 17, 2010, our directors and executive officers, as a group, beneficially owned, or controlled or directed, directly or indirectly, 2,815,485 of our Common Shares, or approximately 2.2% of the issued and outstanding Common Shares. In addition, as at March 17, 2010, our directors and executive officers, as a group, have outstanding options to purchase 3,216,010 Common Shares under our stock option plan and our outside directors held 214,476 deferred share units. As at March 17, 2010, our executive officers held 182,640 performance share units.

### **Conflicts of Interest**

Circumstances may arise where members of our Board of Directors or our officers are directors or officers of corporations or other entities which are in competition to our interests. No assurances can be given that opportunities identified by such board members or officers will be provided to us. Pursuant to the *Business Corporations Act* (Alberta), a director or officer of a corporation who is a party to a material contract or proposed material contract with that corporation or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with that corporation shall disclose to the corporation the nature and extent of the director's or officer's interest. In addition, a director shall not vote on any resolution to approve a contract of the nature described except in limited circumstances.

Our management is not aware of any existing or potential material conflicts of interest between us or a subsidiary of us and one of our directors or officers or of one of our subsidiaries.

### **AUDIT COMMITTEE INFORMATION**

The Audit Committee of the Board of Directors operates under a written Mandate & Terms of Reference that sets out its responsibilities and composition requirements. A copy of the Mandate & Terms of Reference is attached as Schedule "A" to this Annual Information Form. As at the effective date of this Annual Information Form, the members of the Audit Committee were: Kevin Nugent (chair), Kenneth Bagan and G. Allen Brooks, each of whom is financially literate and independent. The following sets out the education and experience of each director relevant to the performance of his duties as a member of the Committee:

**Kevin Nugent** is chair of the Audit Committee. He is a chartered accountant and has held various senior financial positions with public companies. He has held the positions of Chief Executive Officer and Chief Financial Officer in public oil and gas service companies. Mr. Nugent is also currently a director of Norex Exploration Services Inc. (a publicly traded seismic acquisition provider to the Canadian and United States oil and gas industries), Savanna Energy Services Corp. (a publicly traded drilling and service rig provider) and Secure Energy Services Inc. (a private oilfield waste management company).

**Kenneth Bagan** is a Chief Executive Officer of a publicly traded company and has held various senior positions requiring regular review of financial statements.

**G. Allen Brooks** has had a 40-year career in the energy and investment industries as an energy securities analyst, an oilfield service company manager, a consultant to energy company managements and a member of the board of directors of several oilfield service companies. Mr. Brooks currently serves as an advisor to Parks Paton Hoepfl & Brown, a boutique oilfield service investment banking firm. Mr. Brooks also has many years of experience working

with oilfield service companies and currently serves on the board of directors of a number of publicly traded service companies in Canada and a private company the U.S.

The Audit Committee Mandate & Terms of Reference requires all members to be financially literate. Financially literate means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by our financial statements. The Board of Directors believes that all of the current members of the Audit Committee are financially literate.

In addition, the Committee charter contains independence requirements applicable to each member and each member currently meets those requirements in addition to the independence requirement set out in National Instrument 52-110 *Audit Committees*.

The Audit Committee has adopted policies and procedures with respect to the pre-approval of audit and permitted non-audit services to be provided by the auditors of Trican, currently KPMG LLP. Any such services must be permitted services and must be pre-approved by the Audit Committee pursuant to this policy. The Audit Committee must also pre-approve the audit services and the fees to be paid.

The following table discloses fees billed to us by our auditors, KPMG LLP during the past 2 years.

<b>Type of Service Provided</b>	<b>2009</b>	<b>2008</b>
Audit Fees <sup>(1)</sup>	\$468,900	\$454,000
Audit-Related Fees <sup>(2)</sup>	77,300	30,000
Tax Fees <sup>(3)</sup>	105,400	185,950
All Other Fees <sup>(4)</sup>	19,500	16,550
<b>Total</b>	<b>\$671,100</b>	<b>\$686,500</b>

Notes:

- (1) Audit fees consist of fees for the audit or review of the Company's annual and quarterly financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported as Audit Fees.
- (3) Tax fees are considered non-audit fees and consist of tax advice and review of tax returns.
- (4) All other fees consist largely of corporate finance advisory services and are considered non-audit fees.

## **LEGAL PROCEEDINGS**

There are no legal proceedings to which Trican or any of its subsidiaries is, or was during 2009, a party or that any of their property is, or was during 2009, the subject of, during 2009 that would be material to the Company, nor is the Company aware of any contemplated or pending proceedings that might be material.

On March 5, 2010, Trican announced that a review of its past practice with regard to stock option grants has determined that, between 1998 and 2007, some of the Company's stock options had been improperly priced with retroactively selected grant dates. This review was conducted by a Special Committee of the Trican Board of Directors comprised of independent directors, none of whom had received any stock option grants.

Shortly after the Special Committee was formed, it made voluntary disclosure to the TSX and the Alberta Securities Commission ("ASC") that there may have been improper pricing of stock options. The Special Committee then conducted a comprehensive review of Trican's historical stock option granting practices with the assistance of independent legal counsel and independent accounting consultants.

Based on the results of its review and the advice of independent counsel, the Special Committee concluded, among other things, that Trican's historical option granting practices were not in accordance with the requirements of Trican's Stock Option Plan or those of the TSX. In its review, the Special Committee determined that there had been some cases in which grant dates were selected retroactively, resulting in the incorrect pricing of certain stock options in a manner which was not consistent with Trican's Stock Option Plan and the requirements of the TSX.

The Special Committee further concluded that while Trican's historical option granting practice was inappropriate, it was a practice adopted for a period of time in good faith reliance upon external legal advice and was not found to have been motivated by personal gain.

Based on the results of the Special Committee's review, Trican has concluded that no adjustment to its audited consolidated financial statements for the year ended December 31, 2009 or restatement of its historical financial statements was required. The Special Committee further determined that Trican had significantly modified its option grant procedures prior to the commencement of its review. These modified option grant procedures, since implemented, have ensured the proper administration of Trican's Stock Option Plan in accordance with its terms and the TSX Policies. Subsequent to the adoption of its modified option grant procedures, no retroactive selection of grant dates has occurred.

Based upon the recommendations and report of the Special Committee, Trican's Board of Directors determined to take certain actions. All unexercised option grants that were identified as having been issued using incorrect dates will be repriced according to correct grant dates. The Company will pursue all reasonable avenues for recovery of costs related to the review and the improper pricing of options. As best practices in corporate governance and stock option administrative practices continue to evolve, Trican will continue to identify, assess and if appropriate implement further measures to enhance its overall corporate governance including in relation to stock option granting procedures.

Directors and officers who received unintended benefits totaling approximately \$1.1 million from incorrectly-dated stock options have voluntarily agreed to repay the full amount of those benefits.

Trican formed the Special Committee in 2009 after the receipt of a letter from the law firm May Jensen Shawa Solomon LLP, who, on behalf of a shareholder, alleged certain irregularities in the Company's option granting practices. See "Risk Factors – Contingent Liabilities".

#### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

None of our directors or executive officers, nor any shareholder who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, nor any known associate or affiliate of such persons, had a material interest, direct or indirect, in any transaction within the last three fiscal years nor in any proposed transaction that has materially affected or is reasonably expected to materially affect us.

#### **TRANSFER AGENT AND REGISTRAR**

Computershare Trust Company of Canada, at its principal offices in Calgary, Alberta and Toronto, Ontario is the transfer agent and registrar of our Common Shares.

#### **MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, there were no material contracts entered into by the Company within the most recently completed financial year, or before the most recently completed financial year and which are still in effect.

#### **INTERESTS OF EXPERTS**

The only person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by us during, or related to, our most recently completed financial year is KPMG LLP, our auditors. KPMG LLP has confirmed to us that it is independent of us in accordance with the relevant rules and related interpretation prescribed by the Institute of Chartered Accountants of Alberta. As at the date of this Annual Information Form, KPMG LLP and its partners did not hold any registered or beneficial interests, directly or indirectly, in our securities or the securities of any of our associates or affiliates.

**ADDITIONAL INFORMATION**

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities and securities authorized for issuance under equity compensation plans, is contained in our information circular for our most recent annual meeting of securityholders that involved the election of directors. Additional financial information is contained in our consolidated financial statements for the year ended December 31, 2009 and the Management's Discussion and Analysis dated March 4, 2010.

The aforementioned documents, as well as additional information relating to the Company, can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

**SCHEDULE A****MANDATE & TERMS OF REFERENCE OF THE AUDIT COMMITTEE****Role and Objective**

The Audit Committee (the "Committee") is a committee of the board of directors (the "Board") of Trican Well Service Ltd. (the "Corporation") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for board of director approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

1. To assist directors in meeting their responsibilities (especially for accountability) in respect of the preparation and disclosure of Trican's financial statements and related matters;
2. To provide better communication between directors and external auditors;
3. To enhance the external auditors' independence;
4. To increase the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

**Membership of Committee**

1. The Committee shall be comprised of three members or such greater number as the Board may from time to time determine, all of whom shall be independent (in accordance with the definition of "independent" set out in Multilateral Instrument 52-110 – Audit Committees).
2. The Board shall designate one of the members of the Committee, who shall be unrelated, to be the Chair of the Committee.
3. All of the members of the Committee shall be "financially literate" (in accordance with the definition of "financial literacy" set out in MI 52-110.)
4. The Secretary to the Board shall act as Secretary to the Committee.

**Mandate and Responsibilities of the Committee**

1. In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:
  - (a) overseeing the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting;
  - (b) satisfying itself on behalf of the Board that Trican's internal control systems are satisfactory for the purpose of:
    - i. identifying, monitoring and mitigating business risks; and
    - ii. ensuring compliance with legal, ethical and regulatory requirements.

- (c) reviewing Trican's annual financial statements prior to their submission to the Board for approval, including without limitation the following:
  - i. reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
  - ii. reviewing significant accruals or other estimates;
  - iii. reviewing accounting treatment of unusual or non-recurring transactions;
  - iv. ascertaining compliance with covenants under loan agreements;
  - v. reviewing disclosure requirements for commitments and contingencies;
  - vi. reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
  - vii. reviewing unresolved differences between management and the external auditors; and
  - viii. obtaining explanations of significant variances with comparative reporting periods.
- (d) reviewing, and making a recommendation to the Board with respect to their approval of, the financial statements, prospectuses, management discussion and analysis ("MD&A"), annual information forms ("AIF") and all public disclosure containing audited or unaudited financial information before release and prior to board approval;
- (e) satisfying itself that adequate procedures are in place for the review of Trican's disclosure of all other financial information and periodically assessing the accuracy of those procedures;
- (f) with respect to the appointment of external auditors by the Board:
  - i. recommending to the Board the appointment of the external auditors;
  - ii. recommending to the Board the terms of engagement of the external auditors, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
  - iii. reviewing annually with the external auditors their plan for their audit;
  - iv. reviewing and approving any non-audit services to be provided by the external auditors' firm and considering the impact on the independence of the auditors; and
  - v. when there is to be a change in auditors, reviewing the issues related to the change and the information to be included in the required notice to securities regulators of such change.
- (g) Reviewing with external auditors (and the internal auditor if one is appointed by Trican) their assessment of the internal controls of Trican, their written reports containing recommendations for improvement and management's response and follow-up to any identified weaknesses;
- (h) Upon the external auditors' completion of the audit, reviewing the external auditors' reports upon the financial statements of Trican and its subsidiaries;
- (i) reviewing and approving management's decisions relating to the need for internal auditors, and, in the event that there is an internal auditor:

- i. reviewing the mandate, budget plan, changes in plan, activities, organizational structure and qualifications of the internal audit department, as needed;
  - ii. reviewing the appointment, performance and replacement of the senior internal audit executive; and
  - iii. reviewing significant reports prepared by the internal audit department together with management's response and follow-up to these reports.
- (j) reviewing Trican's risk management policies and procedures (e.g. regarding litigation and insurance);
- (k) establishing a procedure for the handling of whistleblower complaints which procedure shall include provisions for:
- i. the receipt, retention and treatment of complaints received by Trican regarding accounting, internal accounting controls or auditing matters; and
  - ii. the confidential, anonymous submission by employees of Trican of concerns regarding questionable accounting or auditing matters.
- (l) reviewing and approving Trican's hiring policies regarding employees and former employees of the present and former external auditors of Trican;
- (m) investigating any financial activity of Trican (with which investigations all employees of Trican shall cooperate as requested by the Committee); and
- (n) retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice to assist in filling their responsibilities at the expense of Trican and without any further approval of the Board.

### **Meetings and Administrative Matters**

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for the purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least four times per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of Trican as it sees fit from time to time to attend at meetings of the Committee and to assist in the discussion and consideration of the matters being considered by the Committee.
7. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board. Minutes of the Committee will be recorded and maintained by the Secretary to

the Committee, and shall be circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.

8. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
9. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board by the Committee Chair.
10. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.