



INFORMATION CIRCULAR PROXY STATEMENT

Notice of Annual Meeting
May 9, 2013

PLEASE JOIN US AT OUR
20TH ANNUAL GENERAL MEETING

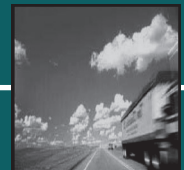
THURSDAY MAY 9TH, 2013 – 4:00PM (ET)
ST. ANDREW'S CLUB & CONFERENCE CENTRE
INVERNESS ROOM (150 King Street West, Toronto, ON)



MTL

20 Years Public
(1993 - 2013)

Our Life is the Highway™





INVITATION TO SHAREHOLDERS

March 21, 2013

Dear Shareholder:

Mullen Group will celebrate its 20th year as a public company this year. On behalf of our Board of Directors and management, we invite you to join us at our Annual General Meeting of Shareholders, which will be held on Thursday, May 9, 2013, at 4:00 p.m. (ET) in the Inverness Room at the St. Andrew's Club & Conference Centre, 150 King Street West, Toronto, Ontario.

The enclosed Information Circular - Proxy Statement describes the business to be conducted at the meeting and it provides information on executive compensation, as well as our corporate governance practices.

We encourage you to exercise your right to vote. If you are unable to attend the meeting, you can ensure your vote is recorded by returning the signed form of proxy.

If your shares are not registered in your name and are held in the name of a nominee, you may wish to consult the information beginning on page 6 of the Information Circular – Proxy Statement for information on how to vote your shares.

We hope that you will join us at this year's meeting.

Sincerely,

Signed: "Murray K. Mullen"

Murray K. Mullen,
Chairman and CEO

Signed: "Stephen H. Lockwood"

Stephen H. Lockwood,
President and Co-CEO

Our Life is the Highway™

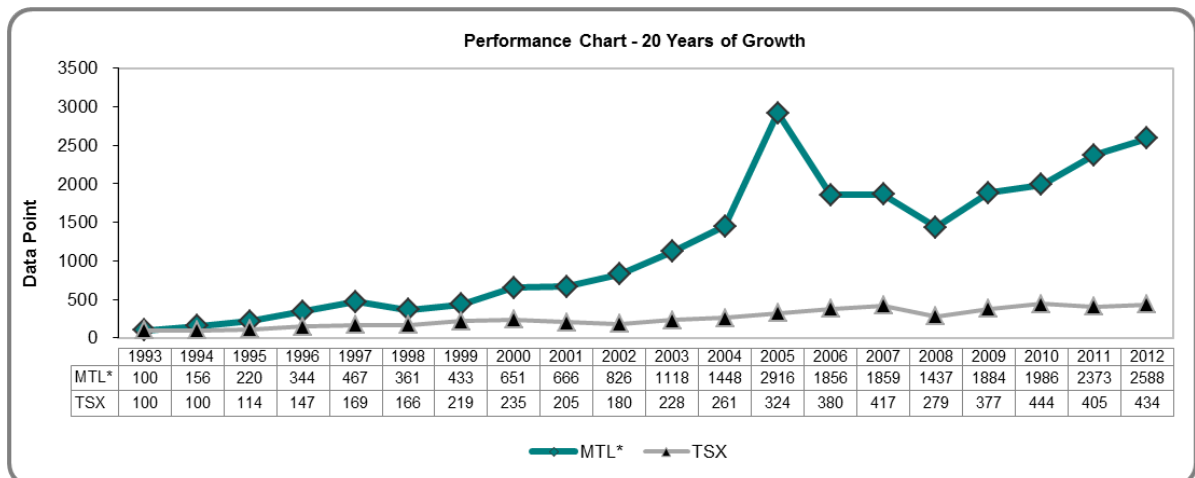


Then & Now

	1993	2013
Share Price:	\$4.50 ⁽¹⁾	\$21.91 ⁽²⁾
Shares Outstanding:	10,300,000	87,958,736
Market Capitalization:	\$46.3 million	\$1.9 billion
Annual Revenue:	\$72.6 million	\$1.4 billion ⁽³⁾
Business Units:	2	25
Employees:	400	5,500

(1) Initial Public Offering Price
 (2) Closing price on February 28, 2013
 (3) For the year ended December 31, 2012

The following table and graph illustrates the cumulative return of Mullen Group's Common Shares at the end of each financial year, assuming an initial investment of \$100 on December 31, 1993, compared to the S&P/TSX Composite Total Return Index, assuming the reinvestment of all declared dividends and distributions where applicable.



*The results include the spin-out of Moveitonline Inc. and Horizon North Logistics Inc.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of Mullen Group Ltd. ("**Mullen Group**" or the "**Corporation**") will be held on Thursday, May 9, 2013, at 4:00 p.m. (ET) in the Inverness Room at the St. Andrew's Club & Conference Centre, 150 King Street West, Toronto, Ontario, for the following purposes:

- to receive the financial statements for the year ended December 31, 2012, together with the report of the Auditors;
- to fix the number of directors of Mullen Group to be elected at the Meeting at seven (7) members;
- to elect the directors for the ensuing year;
- to appoint the Auditors for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditors; and
- to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular - Proxy Statement.

Your participation as a shareholder is very important to Mullen Group. If you are unable to attend the Meeting in person, we encourage you to exercise your right to vote by completing the enclosed Form of Proxy or Voting Instruction Form, as the case may be, and returning such form pursuant to the instructions provided therein. In order to be valid, forms of proxy must be received by Valiant Trust Company no later than 4:00 p.m. (ET) on Tuesday, May 7, 2013, or not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of any adjournment or postponement of the Meeting.

DATED at Okotoks, Alberta, this 21st day of March, 2013.

By Order of the Board of Directors

MULLEN GROUP LTD.

Signed: "*Roberta A. Wheatcroft*"

Roberta A. Wheatcroft,
Corporate Secretary



SUMMARY - 2013 INFORMATION CIRCULAR

This summary is meant as a supplemental overview of information contained elsewhere in this Information Circular - Proxy Statement. It does not contain all of the information that should be considered and shareholders are advised to read the entire document carefully prior to voting.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time and Date: 4:00 p.m. ET, May 9, 2013

Place: St. Andrew's Club & Conference Centre, Inverness Room
150 King Street West, Toronto, Ontario

Record Date: March 20, 2013

Who can vote: All holders of Common Shares as of the Record Date are entitled to vote.

BUSINESS FOR PRESENTATION AT THE MEETING

The following table summarizes the business to be presented at the meeting. If you are unable to attend the meeting, you can ensure your vote is recorded by returning the signed form of proxy / voting instruction form (for further information see "Voting" beginning on page 3).

Business of the Meeting	Vote Required	Management Vote Recommendation	Page Reference for more detail
Receive the financial statements for the year ended December 31, 2012, together with the report of the Auditors	NO	N/A	8
Fix number of directors at seven (7)	YES	FOR	8
Individual election of each proposed director	YES	FOR each individual nominee	8, 11
Appointment of KPMG LLP as Auditors and authorize directors to fix the remuneration to be paid	YES	FOR	9

BOARD NOMINEES The following table provides an overview of information about each director nominee to be considered for election to the board on an individual basis (for further information see "Director Profiles" beginning on page 11).

Name	Director Since	Independence	Occupation	Attendance	Committee Memberships
Alan D. Archibald, Lead Director	2003	Independent	CEO Northpoint Energy Ltd.	86%	Audit, CNG
Greg Bay	2005	Independent	President and CEO Cypress Capital Management Ltd.	100%	Audit, CNG
Steven C. Grant	2008	Independent	Independent Businessman	100%	Audit, CNG
Dennis J. Hoffman	2005	Independent	Independent Businessman	100%	Audit, CNG
Stephen H. Lockwood	2005	Not Independent	President and Co-CEO Mullen Group Ltd.	100%	None
David E. Mullen	2011	Not Independent	Chairman and CEO Cordy Oilfield Services Inc.	86%	None
Murray K. Mullen	1986	Not Independent	Chairman and CEO Mullen Group Ltd.	100%	None



GENERAL INFORMATION

General

This Information Circular – Proxy Statement (the "**Information Circular**") dated March 21, 2013, is furnished in connection with the solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the shareholders of Mullen Group Ltd., which will be held on Thursday, May 9, 2013, at 4:00 p.m. (ET) or at any adjournment or postponement thereof. Unless otherwise stated, the information contained in this Information Circular is given as at March 21, 2013. The use of "**we**", "**us**", "**our**", "**Corporation**" and "**Mullen Group**" in this Information Circular refers to Mullen Group Ltd. Unless otherwise stated, all dollar amounts are expressed in Canadian dollars.

Access to Documents

Any document referred to in this Information Circular and described as being filed on SEDAR at www.sedar.com (including those documents referred to as being incorporated by reference in this Information Circular) may be accessed on Mullen Group's website at www.mullen-group.com or obtained free of charge from our Corporate Investor Services group at 121A – 31 Southridge Drive, Okotoks, Alberta, T1S 2N3, telephone 403-995-5200 or ir@mullen-group.com.

Mailing

This Information Circular and other proxy materials (the "**Meeting Materials**") are being mailed to registered shareholders on April 9, 2013. The 2012 Annual Financial Review, containing Mullen Group's 2012 annual audited consolidated financial statements (the "**2012 Annual Financial Statements**") for the year ended December 31, 2012, together with management's discussion and analysis thereon (the "**2012 MD&A**") is being mailed to:

- registered shareholders; and
- non-registered (beneficial) shareholders who requested a copy.

Meeting Materials are also provided to various intermediaries by Broadridge Financial Solutions Inc. ("**Broadridge**"). Non-registered (beneficial) shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to Mullen Group are referred to as "**NOBO's**". Those non-registered (beneficial) shareholders who have objected to their intermediary disclosing ownership information about themselves to Mullen Group are referred to as "**OBO's**". In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, Mullen Group will send the Meeting Materials indirectly to the NOBO's through their intermediaries or brokers. Mullen Group herein requests of such intermediaries that the Meeting Materials be forwarded promptly to our NOBO's.

Mullen Group does not intend to pay for brokers or intermediaries to forward the Meeting Materials to OBO's. Accordingly, OBO's will not receive the Meeting Materials unless the OBO's broker or intermediary assumes the cost of delivery.

Mullen Group is not relying on the notice-and-access provisions of securities laws for the delivery of the Meeting Materials.

Shareholders

You are a registered shareholder if your common shares (the "**Common Shares**") are registered in your name and you have a share certificate. Registered shareholders will receive an "**Instrument of Proxy**" with the Information Circular and should refer to the sections entitled "Voting" (page 3) and "Voting by Registered Shareholders" (page 5) for information on how to vote their shares.



You are an employee plan shareholder if you hold shares through the Employee Share Purchase Plan (the "**ESPP**"). You will receive a "**Voting Instruction Form**" or "**VIF**" with the Information Circular and should refer to the sections entitled "Voting" (page 3) and "Voting by Employees Who Participate in the Employee Share Purchase Program" (page 6) for information on how to vote your shares.

You are a non-registered (beneficial) shareholder if your Common Shares are held by an intermediary, such as a broker, investment dealer, bank, trust company, trustee, nominee or other intermediary (collectively, an "**Intermediary**"). Non-registered (beneficial) shareholders will receive a "**Voting Instruction Form**" or "**VIF**" with the Information Circular and should refer to the sections entitled "Voting" (page 3) and "Voting by Non-Registered (Beneficial) Shareholders" (page 7) for information on how to vote their shares.

Where applicable, the Instrument of Proxy and Voting Instruction Form may be referred to collectively in this Information Circular as the "**proxy**" or "**form of proxy**".

Request for Annual and Interim Reports

Each year Mullen Group encloses a "**Mailing List Request Form**" with its Information Circular. If you wish to receive Mullen Group's annual and/or interim financial reports for the upcoming year, or if you wish to opt out of receiving the annual financial statements, please complete and return the enclosed request form in the manner indicated.

Mullen Group's annual and interim financial reports may also be accessed on SEDAR at www.sedar.com or on our website at www.mullen-group.com under the Investors Tab (Disclosure Documents).

THE MEETING

Meeting Particulars

The Meeting will be held on Thursday, May 9, 2013, at 4:00 p.m. (ET) in the Inverness Room at the St. Andrew's Club & Conference Centre located at 150 King Street West, Toronto, Ontario for the purposes set forth in the accompanying notice of meeting.

Securities Entitled to Vote at the Meeting and Record Date

Mullen Group has one class of shares that is entitled to vote at the Meeting, being its Common Shares. As at February 28, 2013, there were 87,958,736 Common Shares issued and outstanding. Each outstanding Common Share entitles the holder to one vote at the Meeting.

Mullen Group issued \$125.0 million of unsecured convertible subordinated debentures (the "**Debentures**") at a price of \$1,000 per Debenture in May 2009. Each \$1,000 Debenture is convertible into 93.2 Common Shares (based on a conversion price of \$10.73 per Common Share) at any time at the option of the holders of the Debentures. As a result, an aggregate of approximately 11.65 million additional Common Shares would be issued if all debentureholders convert their principal amount. As at February 28, 2013, a total of 8,030,749 Common Shares have been issued upon the conversion of Debentures leaving approximately 3.6 million additional Common Shares that potentially could be issued. In addition to the principal amount, as Debentures are converted, any accrued and unpaid interest is also converted into Common Shares at a conversion price of \$10.73 per Common Share.

Only holders of record of Common Shares at the close of business on March 20, 2013 (the "**Record Date**"), will be entitled to vote at the Meeting, unless that shareholder has transferred any Common Shares subsequent to the Record Date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and demands that the transferee's name be included on the list of shareholders.



Principal Holders of Voting Securities

Except as set forth below, to the knowledge of the directors and officers of Mullen Group, as at February 28, 2013, no person or company owns, controls or directs, directly or indirectly, more than ten percent (10%) of the votes attached to the Common Shares.

Name of Shareholder	Number of Common Shares	Percentage of Outstanding Shares as at February 28, 2013
Franklin Resources, Inc.	9,304,876 ⁽¹⁾	10.57%

Note:
(1) Based on Alternative Monthly Report filed by Franklin Resources, Inc. under Mullen Group's profile on SEDAR at www.sedar.com on February 8, 2013.

As at February 28, 2013, our directors and officers, as a group, beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 3,351,749 Common Shares, representing approximately 3.8% of the issued and outstanding Common Shares. The directors and officers of Mullen Group, or associates of such persons, as a group, beneficially owned, or controlled or directed, directly or indirectly, Debentures in the aggregate principal amount of \$3,000,000, which are convertible into an aggregate of 279,589 Common Shares at the option of the holder, which represent approximately 7.41% of the issued and outstanding Debentures. In addition to the principal amount, as Debentures are converted, any accrued and unpaid interest is also converted into Common Shares of Mullen Group at a conversion price of \$10.73 per Common Share.

Quorum

In accordance with the By-laws approved by our shareholders, a quorum shall be present at the Meeting if two persons holding not less than five percent (5%) of the issued and outstanding Common Shares entitled to vote at the Meeting are present either in person or by duly appointed proxy. If within 30 minutes from the time appointed for the Meeting a quorum is not present, the Meeting shall be adjourned to the same day in the next week if a business day, and if not a business day, to the next business day following one week after the day appointed for the Meeting, at the same time and place. No notice of the adjourned Meeting shall be required and, if at such adjourned meeting a quorum is not present, the shareholders present, if at least two, shall be a quorum for all purposes.

VOTING

Your vote is important - as a shareholder it is very important that you read the Information Circular carefully and then vote your Common Shares, either by proxy or in person at the Meeting.

Solicitation of Proxies

This Information Circular is delivered in connection with the solicitation of proxies by and on behalf of management of Mullen Group for use at the Meeting of Mullen Group. Valiant Trust Company ("Valiant"), the Corporation's transfer agent, must receive your completed form of proxy by 4:00 p.m. (ET) on Tuesday, May 7, 2013, or, in the case of any adjournment or postponement of the Meeting, not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of such adjourned or postponed meeting. The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by other means of communication by Mullen Group's directors, officers and employees who will not be remunerated therefore. Mullen Group will bear the costs incurred in the preparation and mailing of the form of proxy, notice of annual general meeting and this Information Circular.



General Proxy Instructions

A form of proxy is enclosed with this Information Circular. When you sign the enclosed proxy, you authorize Murray K. Mullen or Stephen H. Lockwood (the "**Management Appointees**"), who are both directors and officers of Mullen Group, as your proxyholders to vote your Common Shares for you at the Meeting in accordance with the instructions provided by you. **The Common Shares represented by your properly submitted proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for at the Meeting.**

If you submit your proxy and do not indicate how you want to vote your Common Shares your vote will be cast in accordance with the recommendations of the management of Mullen Group in the following manner:

- **FOR** setting the number of directors to be elected at seven (7);
- **FOR** the election of each individual person nominated herein as a director; and
- **FOR** the appointment of KPMG LLP as auditors and the authorization of the directors to set their remuneration as such.

You have the right to appoint another proxyholder other than the Management Appointees to represent you at the Meeting. If you wish to appoint someone else, including yourself, that person must be present at the Meeting to vote your Common Shares. To appoint someone else as your proxyholder, cross out both names of the Management Appointees and write the name of the person voting for you in the space provided. If you are completing your voting instructions on the Internet, follow the instructions on the website on how to make such appointment. **If you do not specify how you want your Common Shares voted, your proxyholder will vote your Common Shares as he or she sees fit on each item.**

A proxyholder is granted discretionary authority with respect to any amendments or variations of those matters specified in the proxy and notice of annual meeting and with respect to any other matter that may properly be brought before the Meeting or any adjournment thereof. At the time of printing this Information Circular, the management of Mullen Group knows of no such amendment, variation or other matter.

If you are an individual shareholder, you or your authorized attorney must sign the enclosed proxy. If the shareholder is a corporation or other legal entity, an authorized officer or attorney must sign the proxy. A proxy that is signed by a person acting as attorney, or in some other representative capacity, should include such person's capacity after the signature and said proxy should be accompanied by the appropriate instrument evidencing qualification and authority to act.

Revoking your Proxy: In addition to revoking your proxy in any manner permitted by law, you may revoke your proxy by sending written notice of such revocation to Valiant. Such revocation must be received by the last business day before the day of the Meeting or any adjournment thereof, or given to the Chairman of the Meeting on the day of, but prior to the commencement of the Meeting or any adjournment or postponement of the Meeting. The revocation must be provided by you or your authorized attorney.



Voting by Registered Shareholders

You are a registered shareholder if your Common Shares are held in your name and you have a physical share certificate evidencing same. For registered shareholders, all mail addressed to Valiant should be sent to:

Valiant Trust Company
310, 606 – 4th Street S.W.
Calgary, Alberta T2P 1T1
or by fax to 1-403-233-2857

Method of Voting	Directions
In person	Register at the Valiant "Shareholder Registration" table at the meeting.
By proxy:	
- <i>Mail</i>	Record your vote on the enclosed form of proxy, sign, date and return to Valiant in the enclosed envelope.
- <i>By Fax</i>	Record your vote on the enclosed form of proxy, sign, date and fax to Valiant at 403-233-2857.
- <i>Via the Internet</i>	Locate your Control Number on the enclosed proxy. Proceed to www.valianttrust.com , click on the link entitled " Internet Voting " and follow the instructions given.
By appointing another proxyholder:	Cross out the name of both Management Appointees and print the name of your appointee on the blank line provided on the enclosed form of proxy, sign, date and return to Valiant in the enclosed envelope or by fax. If voting on the internet, follow the instructions provided. Ensure your proxyholder attends the meeting, registers with Valiant at the table marked "Shareholder Registration" and votes.
Revoke proxy	Send written notice of revocation from you or your authorized attorney to Valiant. Revocation must be received by the last business day before the day of the Meeting or any adjournment thereof. or Give written notice of revocation from you or your authorized attorney to the Chairman of the Meeting on the day of, but prior to the commencement of, the Meeting or any adjournment or postponement of the Meeting.



Voting by Employees Who Participate in the Employee Share Purchase Program

During 2012 Mullen Group implemented the ESPP. The ESPP is administered by Valiant and all Common Shares purchased under the ESPP (which we refer to as the "**ESP Shares**") are beneficially held by participating employees, unless a participating employee has withdrawn his or her ESP Shares. Given that participating shareholders beneficially hold their ESP Shares, they cannot vote these shares in person unless they appoint themselves as proxy. Employees may exercise the voting rights attached to their ESP Shares by completing and returning the enclosed "**Voting Instruction Form**" or "**VIF**" to Valiant.

All mail addressed to Valiant should be sent to:

Valiant Trust Company
600, 750 Cambie Street
Vancouver, British Columbia V6B 0A2
or by fax to 1-604-681-3067.

Method of Voting	Directions
In person	Complete enclosed Voting Instruction Form/VIF appointing yourself as proxy and return as per the instructions provided on such VIF and within the timelines set forth on the VIF. Register at the Valiant "Shareholder Registration" table at the meeting.
By proxy:	
- <i>Mail</i>	Record your vote on the enclosed VIF, sign, date and return to Valiant in the enclosed envelope.
- <i>By Fax</i>	Record your vote on the enclosed VIF, sign, date and fax to Valiant at 604-681-3067.
By appointing another proxyholder:	Cross out the names of both Management Appointees and print the name of your appointee on the blank line provided on the enclosed VIF, sign, date and return to Valiant in the enclosed envelope or by fax. Ensure your proxyholder attends the meeting, registers with Valiant at the table marked "Shareholder Registration" and votes.
Revoke proxy	Send written notice of revocation from you or your authorized attorney to Valiant. Revocation must be received by the last business day before the day of the Meeting or any adjournment thereof. or Give written notice of revocation from you or your authorized attorney to the Chairman of the Meeting on the day of, but prior to the commencement of, the Meeting or any adjournment or postponement of the Meeting.



Voting by Non-Registered (Beneficial) Shareholders

You are a non-registered (beneficial) shareholder if your Common Shares are held in an Intermediary's name (such as a broker, investment dealer, bank, trust company, trustee, nominee or other intermediary). Your Intermediary is required by law to ask for your voting instructions before the Meeting. Common Shares held by an Intermediary may only be voted upon your instruction, and without your specific instructions, your Intermediary is prohibited from voting your Common Shares.

Every Intermediary has its own mailing procedures and provides its own return instructions, **which you should carefully follow in order to ensure that your Common Shares are voted at the Meeting.** The majority of Intermediaries now delegate Broadridge with the responsibility of obtaining voting instructions from beneficial shareholders. Broadridge mails a scannable Voting Instruction Form or VIF in lieu of the form of proxy and you are asked to complete and return the VIF in accordance with the instructions provided on such form. Broadridge will then tabulate the results and provide the appropriate instructions to Valiant. If you did not receive a VIF or other form of proxy in this package please contact your Intermediary.

Revoking your Proxy: You may change your voting instructions given to an Intermediary by notifying such Intermediary in accordance with their specific instructions.

Non-registered (beneficial) shareholders can exercise their vote as follows:

Method of Voting	Directions
In person	Complete enclosed Voting Instruction Form/VIF appointing yourself as Proxy and return as per the instructions provided on such VIF and within the timelines set forth on the VIF. Register at the Valiant "Shareholder Registration" table at the meeting.
By proxy:	
- <i>Mail</i>	Record your vote on the enclosed VIF, sign, date and return as per the instructions provided on such VIF.
- <i>Via the Internet</i>	Locate your Control Number on the enclosed VIF. Proceed to www.proxyvote.com and follow instructions given.
- <i>By telephone</i>	Locate your Control Number on the enclosed VIF. Call the toll-free number listed on your VIF and follow instructions given.
By appointing another proxyholder:	Cross out the names of both Management Appointees and print the name of your appointee on the blank line provided on the enclosed VIF, sign, date and return as per the instructions provided on such VIF and within the timelines set forth on the VIF. If voting on the internet, follow the instructions provided. Ensure your proxyholder attends the meeting, registers with Valiant at the table marked "Shareholder Registration" and votes.
Revoke Proxy	Send written notice of revocation from you or your attorney to your intermediary's designated representative in accordance with the instructions provided by such Intermediary.



BUSINESS OF THE MEETING

Interest of Certain Persons or Companies in Matters to be Acted Upon

Management of Mullen Group is not aware of any material interest of any director or nominee for director, or executive officer or anyone who has held office as such since the beginning of Mullen Group's last financial year, or of any associate or affiliate of any of the foregoing, in any matter to be acted upon at the Meeting other than the election of directors.

Financial Statements

The 2012 Annual Financial Statements and 2012 MD&A were mailed to those shareholders who opted to receive them. No action is required or proposed to be taken at the Meeting with respect to the financial statements. These documents are available on SEDAR at www.sedar.com, Mullen Group's website at www.mullen-group.com or on request, free of charge, from Mullen Group's Corporate Investor Services group at ir@mullen-group.com.

Fixing the Number of Directors

Directors are elected at each annual meeting of shareholders to hold office until the next annual meeting or until their successors have been duly elected or appointed. Mullen Group's articles provide for a minimum of three and a maximum of fifteen directors. The Board currently consists of seven (7) directors. The Board has determined that the number of directors to be elected at the Meeting should be set at seven (7). Management is soliciting proxies, in accordance with the accompanying form of proxy, for an ordinary resolution in favour of fixing the number of directors to be elected at seven (7) members.

Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR fixing the number of directors of Mullen Group at seven (7) for the ensuing year.**

Election of Directors

The Board follows an Individual Director Voting practice, which provides for each director to be presented for election on an individual basis as opposed to a slate basis. Accordingly, the enclosed form of proxy allows the shareholders to vote for each director on an individual basis.

Individual Director Voting: Mullen Group implemented the practice of voting for directors on an individual basis ("**Individual Director Voting**") in 2011 as a mechanism through which our shareholders could hold directors accountable for their individual performance. The Board and, in particular our Compensation, Nomination and Governance Committee (the "**CNG Committee**"), monitors the voting results for individual directors and considers such information when conducting its annual review of the Board's composition and in assessing individual director performance. Last year's voting results were such that no one director received less than 87% of the votes cast, with approximately 75% of our shareholders exercising their right to vote. The specific voting results for each director are provided in the "Director Profiles" that begin on page 11 and are also available on SEDAR at www.sedar.com.

The CNG Committee continues to monitor governance initiatives related to majority voting policies, including the new rules implemented by the Toronto Stock Exchange (the "**TSX**"). Following review of such in 2012, the CNG Committee, and the Board, determined that our current practice of Individual Director Voting remains appropriate for our circumstances, meets the requirements of the TSX, meets the requirements of corporate and securities laws and provides shareholders with an appropriate mechanism with which to hold directors accountable. The CNG Committee and the Board will continue to monitor this matter and will address individual circumstances as they arise.



The term of office of each of the present directors expires at the close of the Meeting. Pursuant to Mullen Group's Individual Director Voting practice and in accordance with the accompanying form of proxy, Management is soliciting proxies for an ordinary resolution in favour of the election of each of the seven (7) nominees listed below. The Board has concluded that each person nominated has relevant expertise and is well qualified to serve as a director of Mullen Group for the ensuing year. Each nominee is currently a director of Mullen Group. It is not contemplated that any nominee will be unable to serve as a director. Background information on each nominee is set forth in the next section entitled "Director Profiles", which begins on page 11.

Nominee

Alan D. Archibald

Greg Bay

Steven C. Grant

Dennis J. Hoffman, FCA

Stephen H. Lockwood, Q.C.

David E. Mullen

Murray K. Mullen

Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR the election of each individual nominee.**

Appointment of Auditors

Shareholders will consider an ordinary resolution to appoint the firm of KPMG LLP ("**KPMG**"), Chartered Accountants, to serve as auditors of Mullen Group, until the next annual meeting of shareholders and to authorize the directors of Mullen Group to fix their remuneration as such.

Auditor Independence

Auditor independence is essential to the integrity of our financial statements and KPMG has confirmed its status as independent within the meaning of Canadian securities laws. Our Audit Committee (the "**Audit Committee**") pre-approves all audit and non-audit services. It is also responsible for overseeing the audit work performed by KPMG. The Audit Committee reviews our external auditors' qualifications and independence on an annual basis. The review includes formal written statements that describe any relationship between the auditors, their affiliates and Mullen Group that could affect the auditors' independence and objectivity. The review also includes an evaluation of KPMG's performance.



Auditors' Fees

The Board reviews the annual audit fees and considers the issue of auditor independence in the context of all services provided to Mullen Group. KPMG has been the auditors of Mullen Group, and its predecessors, since our initial public offering in 1993. The fees billed to Mullen Group for professional services by KPMG during fiscal 2012 are included in the table below. Also included for comparative purposes are the fees billed for the 2011 year.

(\$ thousands)	2012 \$	2011 \$
Audit fees ⁽¹⁾	686	870
Audit-related fees ⁽²⁾	2	2
Tax fees ⁽³⁾	12	13
Other fees	-	-
Total	700	885

Notes:

- (1) Audit fees consist of fees for the audit of Mullen Group's annual financial statements and the review of 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 Mullen Group's financial statements and are not reported as audit fees.
- (3) Tax fees consist of fees for tax compliance services, tax advice and tax planning. During fiscal 2012 and 2011, the services provided in this category included assistance and advice in relation to the corporate tax and tax planning.

You can find information about the roles and responsibilities of the Audit Committee beginning on page 42.

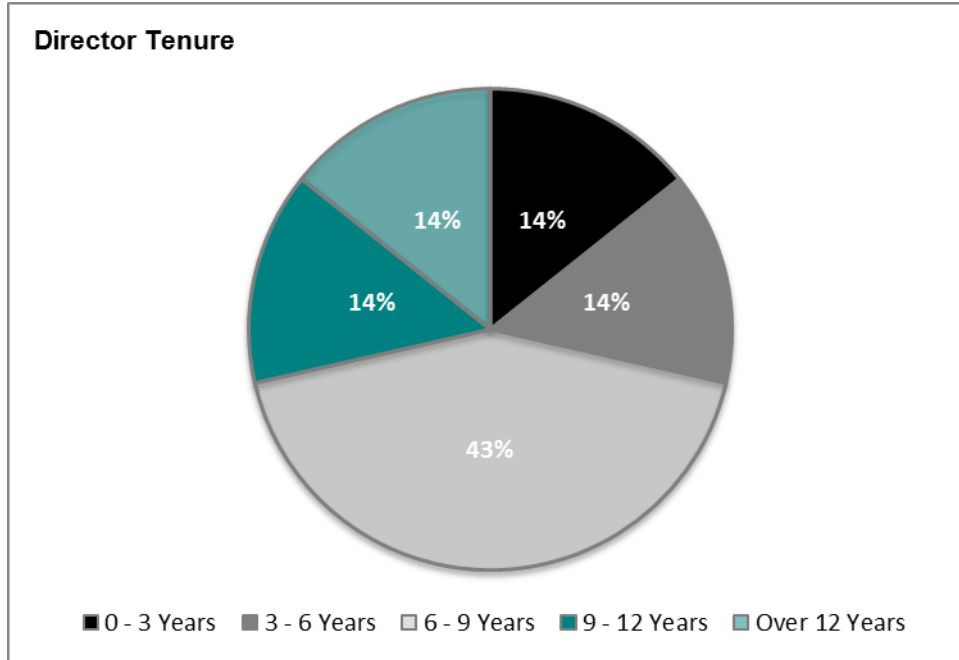
Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR the appointment of the firm of KPMG LLP, Chartered Accountants, as Mullen Group's auditors, to hold office until the next annual meeting of shareholders of Mullen Group and to authorize the directors to fix their remuneration as such.**



DIRECTOR PROFILES

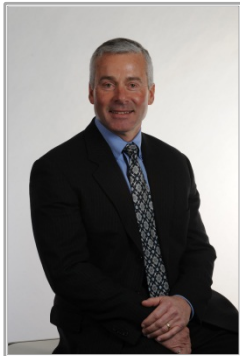
Tenure

The graph below shows our director tenure as at the date hereof.



Profiles

The following tables set forth information as at the date hereof regarding the nominees for election as directors, all of whom are currently directors of Mullen Group.



Alan D. Archibald
Independent
Lead Director
Elected: 2003

Mr. Archibald, 54, is the Chief Executive Officer of Northpoint Energy Ltd., a private oil and gas exploration and production company. Mr. Archibald received a Bachelor of Engineering (Mining) degree from the Technical University of Nova Scotia in 1982 and a Bachelor of Science (Engineering) degree from Dalhousie University in 1980. Mr. Archibald is a resident of Alberta, Canada.

Member of:	2012 Attendance:	Other Public Boards:
Board	6 of 7 (86%)	None
Compensation, Nomination and Governance Committee Committee Chairman	3 of 4 (75%)	
Audit Committee	3 of 4 (75%)	

Number of Securities Owned, Controlled or Directed		
	Common Shares	Principal Amount of Debentures
	22,893	Nil
		Share Options Held
		Nil

Voting Results from 2012 Annual General Meeting			
	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	55,320,920	4,171,717	59,492,637
Percentage of Votes	92.99%	7.01%	100%





Greg Bay
Independent
Elected: 2005

Mr. Bay, 54, is the President and Chief Executive Officer of Cypress Capital Management Ltd., an investment management firm that he founded in 1998. Mr. Bay graduated with a Bachelor of Commerce (Finance) degree, from Brigham Young University in 1980 and earned a Chartered Financial Analyst designation in 1988. Mr. Bay is a resident of Alberta, Canada.

Member of:	2012 Attendance:	Other Public Boards:
Board	7 of 7 (100%)	Hyperion Exploration Corp. Santonia Energy Inc.
Compensation, Nomination and Governance Committee	4 of 4 (100%)	Waldron Energy Corporation Marquee Energy Ltd.
Audit Committee	4 of 4 (100%)	

Number of Securities Owned, Controlled or Directed

Common Shares	Principal Amount of Debentures	Share Options Held
46,994	Nil	Nil

Voting Results from 2012 Annual General Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	51,815,651	7,676,986	59,492,637
Percentage of Votes	(87.10%)	(12.90%)	100%



Steve Grant
Independent
Elected: 2008

Mr. Grant, 70, is an independent businessman who, prior to his retirement in February 2008, was a U.S based Managing Director of Energy Investment Banking with Raymond James & Associates, a New York Stock Exchange listed investment banking and brokerage firm. Mr. Grant received his MBA (Finance) from Harvard Graduate School of Business Administration in 1966 and a Bachelor of Arts (Economics) from Yale University in 1964. Mr. Grant is a resident of Texas, USA.

Member of:	2012 Attendance:	Other Public Boards:
Board	7 of 7 (100%)	Western Energy Services Corp.
Compensation, Nomination and Governance Committee	4 of 4 (100%)	
Audit Committee	4 of 4 (100%)	

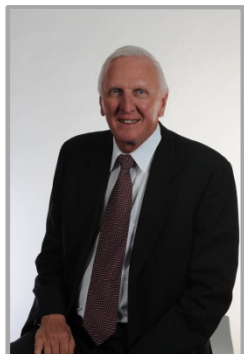
Number of Securities Owned, Controlled or Directed

Common Shares	Principal Amount of Debentures	Share Options Held
10,000	Nil	Nil

Voting Results from 2012 Annual General Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	55,266,911	4,225,726	59,492,637
Percentage of Votes	(92.90%)	(7.10%)	100%





**Dennis Hoffman, FCA
Independent**

Elected: 2005

Mr. Hoffman, 66, is an independent businessman who, prior to his retirement in 2005, was a senior partner and the City Leader of PricewaterhouseCoopers LLP's Calgary office. Mr. Hoffman obtained his Bachelor of Commerce and Bachelor of Science degrees from the University of Saskatchewan in 1970. Mr. Hoffman is a member of the Canadian and Alberta Institutes of Chartered Accountants and was awarded the Fellow of the Chartered Accountants designation by the Chartered Accountants of Alberta in 2012. Mr. Hoffman is a resident of Alberta, Canada.

Member of:	2012 Attendance:	Other Public Boards:
Board	7 of 7 (100%)	Northern Property Real Estate Investment Trust and its stapled unit, NorSerco Inc.
Compensation, Nomination and Governance Committee	4 of 4 (100%)	Rocky Mountain Dealerships Inc.
Audit Committee	4 of 4 (100%)	

Committee Chairman

Number of Securities Owned, Controlled or Directed

Common Shares	Principal Amount of Debentures	Share Options Held
7,580	Nil	Nil

Voting Results from 2012 Annual General Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	55,377,033	4,115,604	59,492,637
Percentage of Votes	(93.08%)	(6.92%)	100%



**Steve Lockwood, Q.C.
Not Independent**

Elected: 2005

Mr. Lockwood, 57, is the Co-Chief Executive Officer and President of Mullen Group, positions he has held since September 2004. Mr. Lockwood earned a Bachelor of Law degree from the University of Calgary in 1981 and a Bachelor of Commerce degree from the University of Alberta in 1978. In 2010 Mr. Lockwood was appointed as a director of the Alberta Health Services Board and became its Chairman in September of 2012. Mr. Lockwood is a resident of Alberta, Canada.

Member of:	2012 Attendance:	Other Public Boards:
Board	7 of 7 (100%)	None

Number of Securities Owned, Controlled or Directed

Common Shares	Principal Amount of Debentures	Share Options Held
470,044	\$100,000*	Nil

*These Debentures are convertible into 9,320 Common Shares at the option of Mr. Lockwood in accordance with the terms and provisions of the Debentures. In addition to Mr. Lockwood's holdings, his spouse and children own \$400,000 of Debentures, which are convertible into approximately 37,280 Common Shares.

Voting Results from 2012 Annual General Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	57,691,037	1,801,600	59,492,637
Percentage of Votes	(96.97%)	(3.03%)	100%





Mr. David Mullen, 52, is Chairman of the Board and Chief Executive Officer of Cordy Oilfield Services Inc. ("**Cordy**"), positions he has held since September 2006. Cordy is a publicly traded oilfield and construction services company. Prior to joining Cordy, Mr. Mullen spent approximately 28 years in various capacities with the Mullen Group of companies. At the time of his departure from Mullen Group he was Vice President of Mullen Trucking L.P. Mr. Mullen is a resident of Alberta, Canada.

Member of:	2012 Attendance:	Other Public Boards:
Board	6 of 7 (86%)	Cordy Oilfield Services Inc. Golconda Resources Ltd.

Number of Securities Owned, Controlled or Directed

David E. Mullen
Not Independent
Elected: 2011

Common Shares	Principal Amount of Debentures	Share Options Held
26,616	Nil	Nil

Voting Results from 2012 Annual General Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	54,146,542	5,346,095	59,492,637
Percentage of Votes	(91.01%)	(8.99%)	100%



Mr. Murray Mullen, 57, is Mullen Group's Chairman of the Board and Chief Executive Officer, positions he has held since 2001. Mr. Mullen joined the Mullen Group of companies in 1977 after graduating from the University of Calgary with a Bachelor of Arts (Economics) degree and has been a key architect of Mullen Group's overall business strategy and growth since it became public in 1993. Mr. Mullen is a resident of Alberta, Canada.

Member of:	2012 Attendance:	Other Public Boards:
Board	7 of 7 (100%)	Western Energy Services Corp. Whitecap Resources Inc.

Number of Securities Owned, Controlled or Directed

Common Shares	Principal Amount of Debentures	Share Options Held
2,745,278	\$1,750,000	Nil

Murray K. Mullen
Not Independent
Elected: 1986

*These Debentures are convertible into 163,100 Common Shares at the option of Mr. M. Mullen in accordance with the terms and provisions of the Debentures. In addition to Mr. Mullen's holdings, his spouse and children own \$750,000 of Debentures, which are convertible into approximately 69,900 Common Shares.

Voting Results from 2012 Annual General Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	56,885,764	2,606,873	59,492,637
Percentage of Votes	(95.62%)	(4.38%)	100%



Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of Mullen Group's knowledge, no director or executive officer of Mullen Group is, as of the date of this Information Circular, or was within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the best of Mullen Group's knowledge, no director or executive officer of Mullen Group, or shareholder holding a sufficient number of securities of Mullen Group to materially affect the control of Mullen Group is, as of the date of this Information Circular, or has been within ten years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets. In addition, none of our directors (nor any personal holding company) or any such person has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the best of Mullen Group's knowledge, no director or executive officer of Mullen Group, or shareholder holding a sufficient number of securities of Mullen Group to materially affect the control of Mullen Group, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Penalties or Sanctions

No proposed director or any personal holding companies of a proposed director of Mullen Group have been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.



COMPENSATION DISCLOSURE AND ANALYSIS

Overview

Our compensation programs and philosophy were developed many years ago as a means to support the growth, diversification and long term success of a public organization. The compensation framework emphasizes the retention of executives and senior management as a key element in the performance of Mullen Group along with the strategy of maintaining a decentralized business model whereby the indirectly wholly-owned companies and limited partnerships of Mullen Group (the "**Operating Entities**") are incented to generate superior profitability and returns on capital employed while simultaneously ensuring the businesses operate safely.

Generally speaking - *we believe in pay for performance* - it's a fundamental component of our compensation program for executives and senior management. To assist shareholders in understanding our approach to compensation at the senior level, a discussion follows addressing our compensation philosophy and program, together with the underlying principles and practices associated with such. Specific information relating to compensation paid to our named executive officers for 2012 can be found in the "Named Executive Summary Compensation Table" on page 25 and under the "Discussion of Named Executive Officers 2012 Compensation" on page 26.

Compensation Philosophy

Our compensation programs are designed to attract and retain high-quality, experienced individuals at all levels of the organization, maintain an entrepreneurial spirit by linking incentives to performance results and align the interests of senior management and executives with those of shareholders. Generally speaking, these programs offer compensation that is competitive with companies that are of similar size and operate in similar industries. However, the primary principle for all Mullen Group's compensation programs is based upon the philosophy of pay for performance and as such, the attainment of superior results, both financial and safety, is the ultimate objective.

Compensation is based upon an individual's role and responsibilities within our organization, the overall operating profitability of the Operating Entities and the long term performance of Mullen Group. The compensation framework encompasses the following components:

- competitive base salaries and benefits;
- annual cash incentives that focus on the financial performance of the Operating Entities and Mullen Group, including annual return on invested capital thresholds; and
- an equity-based award that focuses on the long term growth in shareholder value consisting of share options for senior management.

Our approach to compensation is unique and is designed to work for Mullen Group by ensuring that the total compensation available to employees, senior management and executives is aligned with the goals of the Corporation.



Comparative Companies

Mullen Group annually reviews the compensation practices of a wide range of organizations (the "**Peer Group**") to ensure that our approach to compensation is current with industry trends and practices. The companies in the Peer Group are similar in size, scope and nature in the two sectors of the Canadian economy in which Mullen Group operates – the oil and natural gas service industry and the transportation and logistics sector. The companies within the Peer Group have a range of lower, similar and higher financial returns as compared to Mullen Group. The Peer Group is reviewed on an annual basis and may be modified from time to time to reflect changes in similar companies, industry mergers and acquisitions and other appropriate considerations.

For 2012 the Peer Group consisted of the following entities:

Transportation/Logistics	Oilfield Services
Contrans Group Inc.	Ensign Energy Services Inc.
TransForce Inc.	Shawcor Ltd.
Vitran Corporation Inc.	Toromont Industries Ltd.
	Trican Well Service Ltd.

Compensation Governance

The CNG Committee oversees the compensation program for Mullen Group's executives and senior management. In accordance with the CNG Committee's written mandate, it is comprised solely of Independent Directors. During 2012 this committee's members were Messrs. Archibald, Bay, Grant and Hoffman. Each of these individuals currently perform, or have performed, at the senior executive level within their respective professions and, as such, are capable of assessing the suitability of Mullen Group's compensation practices and its succession plans.

Following the compensation review and approval process outlined on page 18, the CNG Committee reviews Mullen Group's annual compensation program and recommends it to the Board for approval. The annual compensation program is benchmarked against the Peer Group to ensure Mullen Group remains competitive in the marketplace, taking into consideration the following Peer Group characteristics compared to those of Mullen Group:

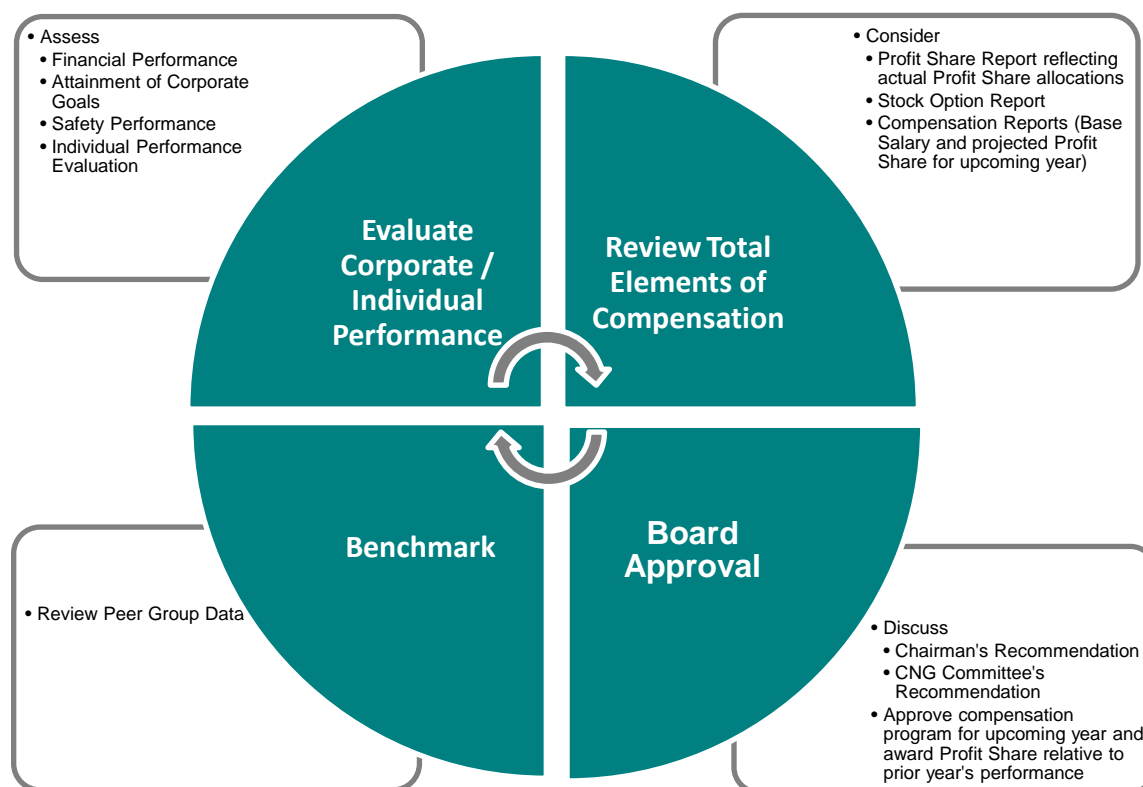
- structure of the companies;
- number of employees;
- annual revenues;
- overall financial performance measured by profitability;
- return on capital employed; and
- geographic coverage.

In reviewing these factors in 2012, the CNG Committee determined the Peer Group compensation report was sufficient for comparative purposes given that the Peer Group was comprised of companies of similar scope and nature that generated a range of lower, similar and higher financial returns than Mullen Group. While the CNG Committee and the Chairman have the authority to engage the services of an independent consulting firm to aid in reviewing executive compensation practices, neither the CNG Committee nor the Chairman felt value would be added to the review process by retaining the services of an independent human resources consulting firm.



Compensation Review and Approval Process

The CNG Committee recognizes its role in managing compensation risk and uses a formalized process to review our compensation program prior to making a recommendation to the Board. The compensation program for the executives and senior management is reviewed and ultimately approved by the Board through the process set forth below.



The CNG Committee believes that a compensation program comprised of salary, annual cash incentives and/or the periodic granting of equity-based compensation provides appropriate incentives for the executives and senior management to deliver superior business performance and long-term shareholder returns. This program provides a total compensation package that is, generally speaking, competitive with our Peer Group and is designed to complement Mullen Group's corporate goals of achieving long term superior performance in two specific areas: **Profitability** and **Safety**. As such, a significant component of the total compensation for executives and senior management is determined by the overall performance of Mullen Group. Working closely with the Chairman, the CNG Committee oversees our compensation programs through the review and approval process to ensure that senior level compensation is aligned with our corporate goals. The program is based upon four primary objectives:

- attract and retain the best qualified people;
- provide annual incentives that reward the attainment of annual profit objectives by the Operating Entities;
- maximize the return on capital employed in the organization without taking undue balance sheet risk or other risks; and
- strive for best-in-class safety performance using total claims to revenue, lost-time injuries and significant incidents as the primary benchmarks.

Both the CNG Committee and the Board remain satisfied that our compensation review and approval practices are appropriate and effective for the purposes of carrying out Mullen Group's compensation review. The CNG Committee will continue to monitor Mullen Group's compensation programs in recognition of the dynamic and changing nature of the market to ensure total compensation of the executives and senior management remains in the best interest of shareholders.



Compensation Program

Total Elements of Compensation

The overall compensation program for the executives and senior management is comprised of three primary components -- base salaries and benefits, annual profit share and the periodic granting of stock options (long-term incentive).

Component	Base Salaries	Annual Profit Share	Long-term Incentive
Form	Fixed	Variable	Variable
Performance Period	Annual	Annual	3 - 10 years
Objectives	<ul style="list-style-type: none"> • Basic compensation • Competitive benefits package 	<ul style="list-style-type: none"> • Rewards strategic, financial, safety and operational performance over a one year period • Retention incentive 	<ul style="list-style-type: none"> • Aligns interests with shareholders • Links compensation to Mullen Group's long term success • Retention incentive

Our approach is designed to provide executives and senior management with an overall compensation package that rewards superior performance. To achieve this goal a significant portion of total compensation is weighted to the profitability of Mullen Group, which is based on the annual profits generated by the Operating Entities in the Mullen Group, and to the long term performance of Mullen Group as determined by share price appreciation through the issuance of options. The annual profit share component of our compensation program remains an integral part of Mullen Group's approach to compensating executives and senior management. The profit share plan is described below under the heading "Annual Profit Share".

Base Salaries and Benefits

In general, Mullen Group strives to set executives' and senior management's annual base salaries in the lower to mid-range of comparable roles within the Peer Group. This is primarily due to Mullen Group's objective of pay for performance. In setting base salaries the CNG Committee considers the specific role of the individual and exercises discretion in determining the overall compensation to ensure Mullen Group attracts and retains qualified individuals. In addition to base salary, certain executives and senior management are eligible for an annual employment bonus in the amount of \$2,500 on the same basis as all other employees, provided they are employed by Mullen Group for the entire year. As well, health benefits are provided for senior level personnel on the same basis as other employees.

Annual Profit Share

The profit share plan (the "**Profit Share Plan**"), is based upon profitability and return on invested capital in the organization. We define invested capital as the net book value of property, plant and equipment as determined by the balance sheet of each Operating Entity. Generally speaking, profit share accrues to the extent that an Operating Entity's return on invested capital exceeds the minimum threshold of 15% (the "**ROIC Criteria**"). While most Operating Entities accrue benefits under the ROIC Criteria, there are occasions where "**invested capital**" is not the appropriate method for determining how the profit share for an Operating Entity should be calculated. In those instances, profit share accrues based on a percentage of earnings before interest, taxes, depreciation and amortization ("**EBITDA**"). Through this methodology, five percent (5%) of an Operating Entity's EBITDA (the "**EBITDA Criteria**") is placed in the profit share pool. The accrued benefits from the profit share pool are then allocated on an annual basis to:

- eligible employees at each Operating Entity based upon the profitability of such entity;
- eligible employees at Mullen Group's Corporate Office based upon the collective performance of all Operating Entities; and
- Mullen Group's senior executive officers, being Messrs. Murray Mullen and Stephen Lockwood (the "**Senior Executive Officers**") based upon the performance of only those Operating Entities



that generate profit share under the ROIC Criteria. Specific information relating to the 2012 profit share allocations authorized for the Senior Executive Officers under the Profit Share Plan can be found in the "Named Executive Summary Compensation Table" on page 25 and under the "Discussion of Named Executive Officers 2012 Compensation" on page 26.

Discretionary Adjustments: At the CNG Committee's discretion, the aggregate amount of the profit share pool can be reduced based upon the overall performance of Mullen Group. In addition, an Operating Entity's allocation may be reduced upon the recommendation of the Senior Executive Officers or the CNG Committee if safety, operational or financial concerns are identified, thereby ensuring individuals do not take undue risks.

Allocation Approvals: Each year the CNG Committee:

- reviews the Profit Share Plan;
- reviews the annual profit share allocations to the senior management and executives;
- reviews the annual profit share allocations to the senior management at the Operating Entities; and
- recommends to the Board the amount to be set as the profit share pool for the purpose of calculating the Senior Executive Officers' profit share entitlement.

Option-Based Awards – Long-term Incentives

Mullen Group currently has one form of long-term incentive plan, being option based awards (the "Share Options") granted under its stock option plan (the "Stock Option Plan"). The Stock Option Plan was established to:

- provide an incentive for eligible personnel to achieve the long-term objectives of Mullen Group;
- give suitable recognition to the ability and efforts of those individuals who contribute materially to our success; and
- attract and retain individuals of experience and ability in the employ of Mullen Group;

by providing them with the opportunity to acquire a proprietary interest in Mullen Group -- thereby aligning the long-term interests of those individuals with our shareholders.

During 2012, a more structured Share Option component was established under the Compensation Program, which generally provides for eligible personnel to be granted up to a set number of Share Options over a five year period based upon their role within Mullen Group. The granting of Share Options is approved by the Board, following recommendation from the Senior Executive Officers and the CNG Committee, with the pricing established by using the five day weighted average price of Mullen Group's Common Shares, as recorded by the TSX, for the five day period immediately preceding the date of grant. Unless otherwise determined by the Board, Share Options vest after a three year period and any unexercised Share Options expire at the end of ten years.

Share Options: Long-Term Incentive		
Features	Vesting	Expiry Term
Can be exercised for Common Shares or cash	Set by the Board <i>(primarily three years after date of grant)</i>	10 years from date of grant

Each Share Option is exercisable for one Common Share. Mullen Group has engaged Valiant to act as the administrator of its Stock Option Plan thereby facilitating the exercise of Share Options for employees. This provides a mechanism through which the optionees can exercise their Share Options to acquire and



hold Common Shares or to conduct a cashless exercise, which allows the optionee to receive in cash the difference between the strike price of the Share Option and the market price of the Common Shares on the date of exercise, less withholdings required by law and other related expenses.

Details of the Stock Option Plan

The Stock Option Plan was approved by our shareholders in May 2009 on the following basis:

Plan Restrictions	
Number of Common Shares reserved for issuance under the Stock Option Plan	<ul style="list-style-type: none"> ➤ 4,000,000 in the aggregate, which was approximately 5% of the issued and outstanding Common Shares at the time the plan was approved by the shareholders (<i>i.e., May 2009</i>). ➤ For an insider (excluding non-management directors), no more than 10% of the total Common Shares issued and outstanding. ➤ For non-management directors as a group, no more than 1% of the issued and outstanding Common Shares.
Number of Common Shares that can be issued in a one-year period	<ul style="list-style-type: none"> ➤ No more than 10% of the total Common Shares issued and outstanding may be issued to insiders collectively. ➤ No more than 5% of the total Common Shares issued and outstanding may be issued to any one insider.
Assignable	<ul style="list-style-type: none"> ➤ Not assignable.

Pricing of Share Options	
	<ul style="list-style-type: none"> ➤ Fixed by the Board, subject to pricing and other restrictions imposed by the relevant regulatory authorities and, accordingly not for less than market price. ➤ "market price" is the volume weighted average trading price of the Common Shares on the TSX for the five consecutive trading days immediately preceding the date of grant of a Share Option.

Termination	
Resignation, Retirement or Termination	<ul style="list-style-type: none"> ➤ Can exercise vested Share Options up to 30 days from the effective date of resignation, retirement or termination (unless otherwise determined by the directors and, in any event, not to exceed a six month period); or until such option term expires (whichever is sooner).
Death	<ul style="list-style-type: none"> ➤ Vested Share Options can be exercised up to six months following the date of death or until such option expires (whichever is sooner).
Change of Control	<ul style="list-style-type: none"> ➤ The Board is permitted to amend the option agreement to permit the exercise of any or all of the remaining Share Options prior to the completion of any such transaction.



Historic Long-term Incentive Plans

At December 31, 2012, Mullen Group had two historical plans under which options could be exercised for our Common Shares on substantially the same terms as under our Stock Option Plan.

- First, Mullen Group's predecessor, Mullen Group Income Fund (the "**Fund**"), had established a Trust Unit option plan providing for the grant of options to acquire Trust Units (the "**Trust Options**").
- Second, on June 1, 2006, the Fund issued Trust Options to certain employees of Producers Oilfield Services Inc. as part of the acquisition arrangement (the "**POS Rollover Options**").

Equity Compensation Plan Information as at December 31, 2012

Plan Category		Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
		(a)	(b)	(c)
Equity compensation plans approved by securityholders	Stock Option Plan	2,267,500	18.57	1,615,000
	Trust Options*	10,000	16.91	Nil
	POS Rollover Options	111,985	18.05	Nil
Equity compensation plans not approved by securityholders		N/A	N/A	N/A
Total		2,389,485	18.54	1,615,000

*As at the date hereof, all Trust Options have been exercised.



COMPENSATION OF NAMED EXECUTIVE OFFICERS

Our overall compensation program is based upon an individual's role, areas of responsibility, individual performance, as well as Mullen Group's overall operating profitability and safety performance. Our financial and operating performance is closely monitored by and influenced through the direction of Mullen Group's Corporate Office and, in particular, the executive team comprised of Murray K. Mullen, Stephen H. Lockwood, P. Stephen Clark and Richard J. Maloney (collectively, the "**Executive Team**").

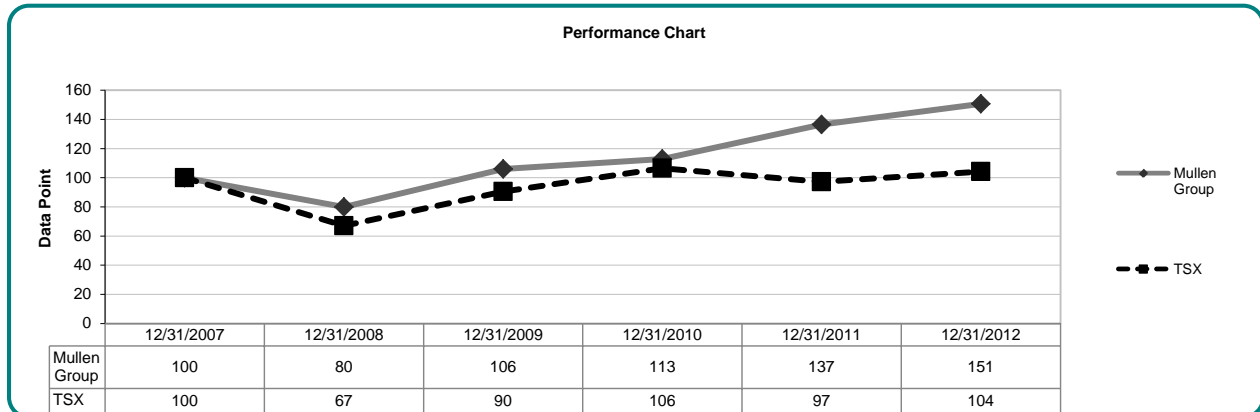
2012 Financial and Operating Performance

Mullen Group had another successful year in 2012 generating revenue in excess of \$1.4 billion with increases in cash flow, earnings per share, as well as share price. These accomplishments were achieved despite challenges in certain segments of the economy, particularly within the Oilfield Services segment in the second half of the year.

In addition, significant year over year improvements were achieved in nearly all safety metrics with total claims to revenue being reduced from 0.87 percent to 0.60 percent; a reduction in lost-time injuries from 0.93 to 0.66 (such being measured as to the number of incidents per 200,000 work-hours); and a reduction in recordable injuries from 4.09 to 3.54.

Share Performance Graph

The following table and graph illustrate the five year cumulative return of our Common Shares at the end of each financial year, assuming an initial investment of \$100 on December 31, 2007, compared to the S&P/TSX Composite Total Return Index, assuming the reinvestment of all declared dividends and distributions where applicable.



Assuming an initial investment of \$100 on December 31, 2007, the total cumulative shareholder's return generated by Mullen Group over the five most recently completed financial years is approximately \$51 or 51.0 percent, as compared to a total cumulative return of approximately \$4 or 4.1 percent generated by the S&P/TSX Composite Total Return Index. We do not base our compensation strategy on the premise that there is an inherent connection between base salary levels and our share performance, rather salary determination is based upon market competitiveness, overall economic conditions and individual performance. However, there is a level of correlation between the profit share component of Mullen Group's compensation and share performance, as the overall profitability of Mullen Group is a key determining factor of the profit share pool and is reflected in Mullen Group's share price. Similarly, there is a level of correlation between the Share Option component of Mullen Group's compensation and share performance as the determination of the Share Options' value is based upon, among other things, share performance and volatility.



Named Executive Officers for 2012

The named executive officers (collectively, the "Named Executives") for 2012 are:

Name	Position	Service Date
Murray K. Mullen	Chairman of the Board and Chief Executive Officer	May 1, 1975
Stephen H. Lockwood	President and Co-Chief Executive Officer	September 1, 2004
P. Stephen Clark	Chief Financial Officer	December 1, 1997
Richard J. Maloney	Senior Vice President	April 11, 2000
Norman Shupe	Vice President, Operations	July 1, 1976
Darrick Evong	Director, Financial Projects	August 18, 2008

In general, Mullen Group provides Named Executives with an overall compensation package that rewards superior performance. To achieve this goal a significant portion of total compensation is weighted to the profitability of Mullen Group, which is based on the annual profits generated by the Operating Entities as well as the long-term performance of Mullen Group as determined by share price appreciation.

The Named Executive's pay mix for the 2012 year is set forth below identifying the percentage of compensation that is dependent upon the profitability of Mullen Group. As reflected in this table, our Named Executives derive a substantial percentage of their overall compensation from performance based, or "**at risk**", elements.

Named Executive	Base Salary/Benefits (%)	Performance Based Compensation	
		Annual Cash Incentive Awarded (i.e., Profit Share) (%)	Long-Term Incentive ⁽¹⁾ (%)
Murray K. Mullen	0%	100%	0%
Stephen H. Lockwood	51%	49%	0%
P. Stephen Clark	29%	55%	16%
Richard J. Maloney	24%	59%	17%
Norman Shupe	47%	53%	0%
Darrick Evong	51%	31%	18%

Note:

(1) The percentage set forth is based upon the accounting fair value calculated by Mullen Group as at the date of grant in accordance with the Black-Scholes methodology set forth in the Canadian Institute of Chartered Accountant's Handbook (the "**Handbook**"). The actual value realized by a Named Executive, if any, will vary based upon the share price of Mullen Group's Common Shares on the day of exercise. The securities underlying this long-term incentive are not realizable for a three year period as the Share Options granted in 2012 do not vest until 2015.



Set forth below is the summary of the compensation paid to the Named Executives for the past three years, followed by a brief discussion of such compensation on page 26.

Named Executive Summary Compensation Table

Name and Principal Position	Year	Non-equity incentive plan compensation							Total Compensation (\$)
		Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Annual incentive plans (\$)	Long-term incentive plans (\$)	Pension value (\$)	All other Compensation (\$)	
Murray K. Mullen, Chairman of the Board and Chief Executive Officer	2012	Nil ⁽¹⁾	N/A	Nil	1,000,000 ⁽²⁾	N/A	N/A	Nil	1,000,000
	2011	Nil ⁽¹⁾	N/A	Nil	1,025,000 ⁽²⁾	N/A	N/A	Nil	1,025,000
	2010	1.00 ⁽¹⁾	N/A	Nil	Nil ⁽³⁾	N/A	N/A	Nil	1.00 ⁽⁴⁾
Stephen H. Lockwood, President and Co-Chief Executive Officer	2012	840,000	N/A	Nil	800,000 ⁽²⁾	N/A	N/A	Nil	1,640,000
	2011	840,000	N/A	Nil	820,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	1,662,500
	2010	840,000	N/A	Nil	436,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	1,278,500
P. Stephen Clark, Chief Financial Officer	2012	200,000	N/A	108,946 ⁽⁶⁾	375,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	686,446
	2011	200,000	N/A	150,521 ⁽⁷⁾	300,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	653,021
	2010	170,961 ⁽⁸⁾	N/A	196,742 ⁽⁹⁾	200,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	570,203
Richard J. Maloney, Senior Vice President	2012	150,000	N/A	108,946 ⁽⁶⁾	375,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	636,446
	2011	150,000	N/A	150,521 ⁽⁷⁾	300,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	603,021
	2010	150,000	N/A	196,742 ⁽⁹⁾	200,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	549,242
Norman Shupe, Vice President, Operations	2012	150,000	N/A	Nil	175,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	327,500
	2011	120,000	N/A	75,261 ⁽⁷⁾	175,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	372,761
	2010	120,000	N/A	157,949 ⁽⁹⁾	120,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	400,449
Darrick Evong, Director, Financial Projects	2012	120,000	N/A	43,579 ⁽⁶⁾	75,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	241,079
	2011	120,000	N/A	75,261 ⁽⁷⁾	75,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	272,761
	2010	120,000	N/A	78,974 ⁽⁹⁾	60,000 ⁽²⁾ 2,500 ⁽⁵⁾	N/A	N/A	Nil	261,474

Notes:

- (1) At Mr. Murray Mullen's request his base salary has been adjusted to a nominal amount, with his compensation being derived solely from the profit share component of Mullen Group's Compensation Plan.
- (2) Profit share entitlement.
- (3) Mr. Murray Mullen declined to accept his 2010 Profit Share entitlement of \$545,000 and his \$2,500 employment bonus.
- (4) The total compensation paid was reduced significantly as a result of Mr. Mullen declining to accept a base salary and his profit share entitlement.
- (5) Employment bonus earned. (Most Mullen Group Corporate Office employees are eligible for an annual \$2,500 employment bonus, provided the parameters of the bonus program are met).
- (6) In May 2012, the directors granted option-based awards to these individuals at a strike price equal to the five-day weighted average of the Common Shares for the five days immediately preceding the date of grant. The dollar value set forth represents the accounting fair value calculated by Mullen Group as at the date of grant in accordance with the Black-Scholes methodology set forth in the Handbook.
- (7) In January 2011, the directors granted option-based awards to these individuals at a strike price equal to the five-day weighted average of the Common Shares for the five trading days immediately preceding the date of grant. The dollar value set forth represents the accounting fair value calculated by Mullen Group as at the date of grant in accordance with the Black-Scholes methodology set forth in the Handbook.
- (8) Mr. Clark was appointed Chief Financial Officer of Mullen Group on August 1, 2010. Prior to his appointment, Mr. Clark served as Vice President. This amount represents Mr. Clark's base salary for twelve month's service in his capacity as both CFO and Vice President.
- (9) In January 2010, the directors granted option-based awards to these individuals at a strike price equal to the five-day weighted average of the Common Shares for the five trading days immediately preceding the date of grant.



Discussion of Named Executive Officers 2012 Compensation

During 2012 the CNG Committee reviewed the compensation reports, considered the attainment of corporate goals and reviewed the Corporation's financial and safety results. The CNG Committee also benchmarked Mullen Group's 2012 compensation program with the Peer Group compensation report, determining such was an appropriate comparative tool for reviewing the Named Executives' compensation since the Peer Group encompassed entities having a range of lower, similar and higher financial returns than that of Mullen Group.

Named Executive Officers (other than the Senior Executive Officers): In determining compensation for these individuals, the CNG Committee reviewed the referenced reports in consultation with the Chairman, Mr. Murray Mullen. Following review of the data and giving consideration to evolving roles, responsibilities and job requirements of these Named Executives, as well as Mullen Group's overall compensation philosophy, the three primary components of the 2012 compensation program (as described on page 19) were established upon the following bases:

- It was appropriate to increase Mr. Shupe's base salary based upon his role and responsibilities within Mullen Group, thereby ensuring his salary remained competitive.
- No other adjustments were required in relation to base salaries.
- The economic outlook for 2012 was such that cash awards would be generated from the Profit Share Plan. As expected, these executives were able to earn cash awards from the Profit Share Plan during 2012 as Mullen Group generated strong results with increases in both revenue and operating profits along with a very good safety performance. As a result of this performance, the Operating Entities generated a total profit share pool of approximately \$21.1 million. Based upon the recommendations of the Chairman and the CNG Committee, the Board approved a total of \$1,000,000 being allocated to the Named Executives, excluding the Senior Executive Officers.
- It was appropriate to grant Share Options to certain Named Executives as a long-term incentive to remain with Mullen Group, the details of which are set forth in the following section entitled "Named Executives' Outstanding Share-Based Awards and Option-Based Awards". The Board believes that this stock-based compensation compliments both the base salary and the cash awards allocated from the Profit Share Plan to provide both long and short-term incentives to these executives to remain with and ensure the continued profitability of Mullen Group.

Senior Executive Officers: In determining compensation for the Senior Executive Officers, the CNG Committee reviewed the compensation reports in consultation with Mr. Murray Mullen. At Mr. Mullen's request, his base salary continues to be set at a nominal amount. Mr. Mullen, a key architect of our overall business strategy and growth since we became public, initially made this request in mid-2009 in response to the economic downturn and cost cutting measures implemented by Mullen Group at that time. While the economy has strengthened, Mr. Mullen continues to request that his compensation be derived solely from the Profit Share Plan component of our compensation program. Under the Profit Share Plan, Mr. Mullen is entitled to receive five percent (5%) of the profit share pool generated under the ROIC Criteria (as more fully described beginning on page 19). During 2012, a total of approximately \$20.0 million of profit share was generated under the ROIC Criteria and, as such, Mr. Mullen received five percent of this amount, or \$1.0 million.

Under the Profit Share Plan, Mr. Lockwood is entitled to receive four percent (4%) of the profit share pool generated under the ROIC Criteria and, as such, Mr. Lockwood received \$800,000 under the Profit Share Plan.

Compensation Changes for 2013

- In 2012 the Board reviewed and approved a request from Mr. Lockwood to increase the public service role he provides to Alberta Health Services ("**AHS**") by accepting an appointment as AHS Board Chairman. While Mr. Lockwood's role with Mullen Group has not changed, he requested that the Board reduce his salary by \$360,000 for the 2013 year in light of his role with AHS. The Board accepted such request. As such, Mr. Lockwood's salary was reduced from \$840,000 per annum to \$480,000 per annum for the 2013 year. This reduction will result in approximately two-



thirds of Mr. Lockwood's compensation being derived from the Profit Share Plan component of our overall compensation program.

- Taking into consideration the evolving roles and responsibilities of the Executive Team members, and acting upon a recommendation from the CNG Committee, the Board has determined that the manner in which Messrs. Clark and Maloney are awarded profit share allocations will be adjusted to be consistent with the allocation process followed for Messrs. Mullen and Lockwood. Specifically, Messrs. Clark and Maloney will each be entitled to receive two percent of the profit share pool generated under the ROIC Criteria for the 2013 year.

Named Executives' Outstanding Share-Based Awards and Option-Based Awards

On May 7, 2012, and August 7, 2012, Mullen Group's Board determined that it would be appropriate to grant Share Options to certain management employees as a long-term incentive. A total of 490,000 Share Options were granted to certain management employees of Mullen Group and its Operating Entities. Of those, 60,000, or approximately twelve percent (12%) were granted to Messrs. Clark, Maloney, and Evong. The Share Options granted to those individuals vest on May 7, 2015, and were granted at a strike price of \$21.36, which was equal to the five-day weighted average of the Common Shares for the five trading days immediately preceding the date of grant. In granting these option-based awards, the Board considered the previous grants of options.

The following sets forth all option-based awards outstanding at the end of the year ended December 31, 2012 for each Named Executive.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out of distributed (\$)
Murray K. Mullen, Chairman of the Board and Chief Executive Officer	Nil ⁽¹⁾	N/A	N/A	N/A	N/A	N/A	N/A
Stephen H. Lockwood, President and Co-Chief Executive Officer	Nil ⁽¹⁾	N/A	N/A	N/A	N/A	N/A	N/A
P. Stephen Clark, Chief Financial Officer	30,000 20,000 40,000 25,000	16.33 16.33 19.20 21.36	January 12, 2015 January 12, 2020 January 24, 2021 May 6, 2022	137,100 ⁽²⁾ 91,400 ⁽²⁾ 68,000 ⁽²⁾ N/A	N/A	N/A	N/A
Richard J. Maloney, Senior Vice President	7,500 20,000 40,000 25,000	16.33 16.33 19.20 21.36	January 12, 2015 January 12, 2020 January 24, 2021 May 6, 2022	34,275 ⁽²⁾ 91,400 ⁽²⁾ 68,000 ⁽²⁾ N/A	N/A	N/A	N/A
Norman Shupe, Vice President, Operations	20,000 20,000	16.33 19.20	January 12, 2020 January 24, 2021	91,400 ⁽²⁾ 34,000 ⁽²⁾	N/A	N/A	N/A
Darrick Evong, Director, Financial Projects	10,000 20,000 10,000	16.33 19.20 21.36	January 12, 2020 January 24, 2021 May 6, 2022	45,700 ⁽²⁾ 34,000 ⁽²⁾ N/A	N/A	N/A	N/A

Notes:

(1) As reported in last year's information circular dated March 13, 2012, Messrs. Mullen and Lockwood had 250,000 and 50,000 Trust Options respectively outstanding with an exercise price of \$16.91. Such options had an expiration date of March 10, 2013. During 2012 both Messrs. Mullen and Lockwood exercised their Trust Options by acquiring the Common Shares underlying such options.

(2) Calculated based on the difference between the market price of the Common Shares (\$20.90) at December 31, 2012 and the exercise price of the Share Options.



Incentive Plan Awards

Under National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") Mullen Group is required to disclose information relating to long-term incentives provided to Named Executives in the form of share-based awards and option-based awards. Mullen Group does not have share-based awards as such is defined within NI 51-102¹. Rather, as previously discussed, we provide long-term incentives to our Named Executives through the issuance of Share Options under the Stock Option Plan. Information on the option-based awards issued to the Named Executives follows.

Named Executives' Incentive Plan Awards – Value Vested or Earned During the Year

The only equity-based incentive plan award provided to the Named Executives are Share Options. The following table sets forth the value of each Named Executive's option-based awards that vested during the year ended December 31, 2012, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2012.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Murray K. Mullen, Chairman of the Board and Chief Executive Officer	N/A	N/A	\$1,000,000 ⁽¹⁾
Stephen H. Lockwood, President and Co-Chief Executive Officer	N/A	N/A	\$800,000 ⁽¹⁾
P. Stephen Clark, Chief Financial Officer	None vested in 2012	N/A	\$375,000 ⁽¹⁾ 2,500 ⁽²⁾
Richard J. Maloney, Senior Vice President	None vested in 2012	N/A	\$375,000 ⁽¹⁾ 2,500 ⁽²⁾
Norman Shupe, Vice President, Operations	None vested in 2012	N/A	\$175,000 ⁽¹⁾ 2,500 ⁽²⁾
Darrick Evong, Director, Special Projects	None vested in 2012	N/A	\$75,000 ⁽¹⁾ 2,500 ⁽²⁾

Notes:
(1) Profit Share entitlement.
(2) Employment bonus earned. (Most Mullen Group employees are eligible for an annual \$2,500 employment bonus, provided the parameters of the bonus program are met).

Option Repricing

Mullen Group did not reprice any Share Options during the 2012 fiscal year.

Hedging Policy

Mullen Group has a Trading in Securities Policy that, among other things, prohibits the Named Executive Officers from engaging in any form of hedging activity in relation to our securities.

Named Executives' Pension Plan Benefits

Mullen Group does not have a defined benefit or actuarial plan.

Deferred Compensation Plans

Mullen Group does not have any deferred compensation plans relating to its Named Executives.

¹ Refer to Form 51-102F6, Statement of Executive Compensation.



Other Benefits

During 2012 Mullen Group implemented the ESPP to encourage our employee's ownership in Mullen Group. All eligible employees, including the Named Executives, may participate in such plan. Under the plan, employees may contribute up to ten (10%) percent of their salary through regular payroll deductions to acquire Common Shares of Mullen Group. Mullen Group pays the brokers fees and other expenses related to the acquisition of the Common Shares. The employees are responsible for any costs associated with the sale of shares.

Employment Agreements and Named Executives' Termination and/or Change of Control Benefits

Mullen Group does not have any formal employment contracts with our Named Executives. Similar to the employment processes established for all our employees, each Named Executive's personnel file contains a memorandum outlining the basic terms of his employment with Mullen Group. We do not have any agreement or arrangement with a Named Executive relating to the payment of compensation in the event of resignation, retirement or termination of employment, a change of control of Mullen Group or its Operating Entities or a change in a Named Executive's responsibilities following a change of control.

Named Executives do not have any agreements, or arrangements, that provide for the payment of compensation in the event of termination or change of control.

Loans to Directors and Named Executives

None of our directors, Named Executives or former directors or officers, nor any of their associates or affiliates, is now or has been indebted to Mullen Group or any of its subsidiaries since the commencement of the last completed fiscal year, nor is, or at any time since the beginning of the most recently completed financial year of Mullen Group has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Mullen Group or any of its subsidiaries.

Directors and Officers Liability Insurance

We have liability insurance for our directors and officers to protect them against liabilities they may incur in their capacity as directors and officers. We maintain annual primary coverage of \$15.0 million, with excess coverage of \$15.0 million. We paid premiums for the current coverage year of approximately \$81,000. The insurance carries a deductible of \$100,000 (except for securities claims, which carries a \$250,000 deductible). This coverage is reviewed annually.



DIRECTORS' COMPENSATION

Compensation Philosophy

The CNG Committee oversees the remuneration program for our directors, the primary objectives of which are intended to:

- attract and retain high-quality, experienced individuals with a diverse background of experience and interests;
- compensate our directors at a level reflecting the oversight risks and responsibilities they assume while serving on our Board; and
- similar to the Named Executives, offer a total remuneration package that is comparable to our Peer Group.

While our compensation program for executives and senior management is based upon pay for performance, non-management directors of Mullen Group are remunerated for services rendered in their capacity as directors by way of a combination of retainer fees and meeting attendance fees (the "**Directors' Remuneration**"). Mullen Group believes this ensures the primary remuneration objectives are met, while ensuring our directors are unbiased when making decisions and carrying out their oversight duties while serving on our Board.

While our Senior Executive Officers are also directors of Mullen Group, they do not receive the Directors' Remuneration for their respective roles as directors.

The Directors' Remuneration is reviewed annually by the CNG Committee and recommendations are made to the Board following a review of market data from the Peer Group. The Directors' Remuneration did not increase during 2011. Following review of the Peer Group compensation report in 2012, the Board determined increases were warranted in relation to Directors' Retainer Fees and Retainer Fees for each of the Audit Committee Chairman and the CNG Committee Chairman to ensure such remuneration remained competitive with our peers and provided appropriate incentives to the directors in performing their oversight duties and responsibilities.

Directors' Remuneration				
	2011		2012	
Annual Board Retainer⁽¹⁾	\$	40,000	\$	50,000 ⁽²⁾
Director Meeting Fees:				
In person	\$	1,200	\$	1,200
By telephone	\$	900	\$	900
Annual Audit Committee Retainer:				
Chairman	\$	5,000	\$	15,000 ⁽²⁾
Member	\$	3,000	\$	3,000
Annual CNG Committee Retainer:				
Chairman	\$	5,000	\$	10,000 ⁽²⁾
Member	\$	3,000	\$	3,000
Committee Meeting Fees:				
Chairman	\$	1,200	\$	1,200
Member	\$	1,000	\$	1,000

Notes:

(1) The Annual Board Retainer fee includes short board meetings held by telephone and this fee is paid semi-annually (*i.e.*, January and May).

(2) The increase became effective on April 26, 2012, and, as such, was applied to the semi-annual retainer fees paid in May.

Directors are entitled to be reimbursed for all reasonable out-of-pocket expenses incurred incidental to attending a Board or committee meeting or attending our company conferences. In addition, any director who travels longer than three hours to attend a directors' meeting is entitled to a \$1,000 travel fee.



Directors' Summary Compensation Table

The following table sets forth the Directors' Remuneration for the year ended December 31, 2012.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Alan Archibald ^{(1), (4)}	66,600	N/A	N/A	N/A	N/A	Nil	66,600
Greg Bay ^{(3), (4)}	64,700	N/A	N/A	N/A	N/A	Nil	64,700
Dennis Hoffman ^{(2), (3)}	72,500	N/A	N/A	N/A	N/A	Nil	72,500
David Mullen	49,800	N/A	N/A	N/A	N/A	Nil	49,800
Steve Grant ^{(3), (4)}	68,700 (US)	N/A	N/A	N/A	N/A	Nil	68,700 (US)

Notes:

(1) CNG Committee Chairman and Lead Director.

(2) Audit Committee Chairman.

(3) CNG Committee Member.

(4) Audit Committee Member.

Directors' Outstanding Option-Based Awards and Share-Based Awards; and Incentive Plan Awards – Value Vested or Earned During the Year

Mullen Group does not have share-based awards as such is defined within NI 51-102. Rather, as previously discussed, we have a Stock Option Plan that provides long-term incentives to executives and senior management through the issuance of Share Options. Prior to 2008, non-management directors were entitled to receive Share Options as part of their remuneration. In 2008, the Board determined that option grants would no longer form part of the non-management Directors' Remuneration. As such, the non-management directors do not participate in our Stock Option Plan. We will continue to monitor the remuneration practices of the Peer Group for evolving practices in this regard.

**Non-Management Directors
do not receive
any form of Share Option
or Share Based Benefit
from Mullen Group.**

Share Ownership

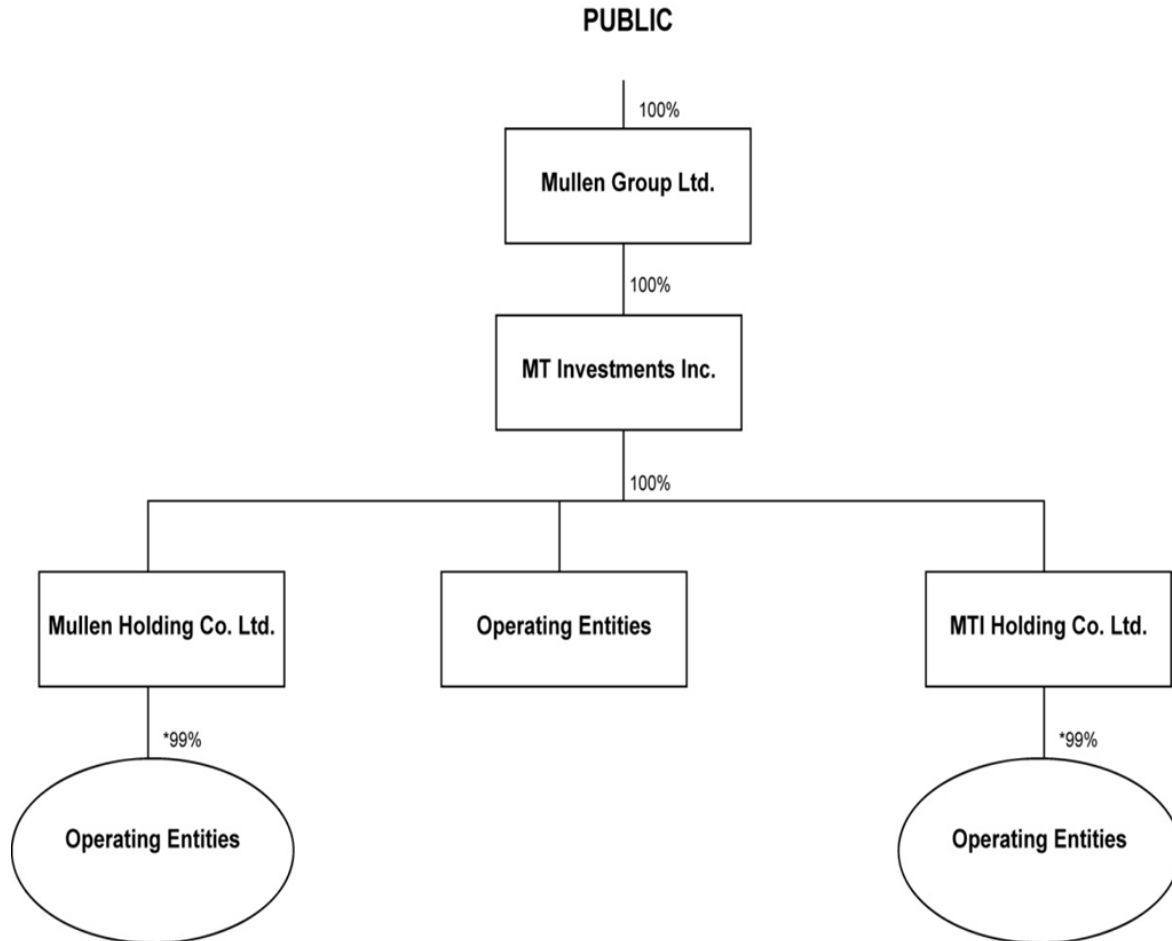
While Mullen Group does not impose a mandatory share ownership threshold on its directors, each of its non-management directors have individually chosen to acquire Common Shares of Mullen Group such that no one director has invested less than three times his annual Board Retainer (*i.e.*, *not less than \$150,000*) in Mullen Group.



CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires reporting issuers to disclose their corporate governance practices with reference to a series of guidelines for effective corporate governance (the "**Guidelines**") set forth in National Policy 58-201 – *Corporate Governance Guidelines*.

Mullen Group's business is operated through our various Operating Entities, each of which operates as a separate business accountable for its performance and profitability.



*the remaining one percent interest of each limited partnership Operating Entity is owned by the general partner of such limited partnership. All such general partners are wholly-owned, indirectly, by Mullen Group.

While the day-to-day management of the Operating Entities is conducted at the subsidiary level, the capital and financial expertise, technology and systems support and strategic planning for the Operating Entities is provided by Mullen Group's Corporate Office. The Board is responsible for the management of Mullen Group's business and affairs.



How We Govern

The Board's primary responsibility is to foster the long term success of Mullen Group consistent with its fiduciary responsibility to the shareholders to maximize shareholder value. Taking into consideration the size of Mullen Group and the nature and geographic scope of our business, the Board established two committees to assist with its duties and responsibilities in meeting the Guidelines, being the Audit Committee and the CNG Committee. In addition to monitoring nomination and compensation practices, the CNG Committee oversees our governance policies and practices.

2012 Report from the CNG Committee: The CNG Committee oversees Mullen Group's corporate governance practices to ensure those practices effectively meet the intention of the Guidelines. In doing so the CNG Committee monitors emerging best governance practices and implements changes where necessary -- and practical -- to enhance Mullen Group's governance processes while remaining cognizant of its decentralized operating structure. We establish a work plan each year to ensure we effectively monitor all areas that fall within our written mandate in a timely manner. During 2012 we met four times, successfully addressing all areas within our work plan, with our substantive accomplishments including:

- **Adopting** amendments to the Board Manual and underlying mandates following a comprehensive review process.
- **Increasing** directors' awareness regarding suggested best governance practices related to the number of outside public board directorships that should be held, as well as suggested minimum share ownership standards.
- **Initiating** a comprehensive review of the code of conduct and other corporate policies.
- **Finalizing** the directors' skills matrix for use in assessing the Board's expertise in relation to those attributes important to the success of Mullen Group's Board as a whole. The skills matrix is outlined for your reference on page 41.
- **Assessing** the Board's composition.
- **Benchmarking** against the Peer Group in relation to the various components of remuneration utilized to remunerate directors, recommending appropriate adjustments to the fee retainers paid to the non-management directors, as well as the committee chairman.
- **Monitoring** Mullen Group's management development process and succession plans.
- **Enhancing** the reporting process related to the results of the Board and individual director/peer evaluations.
- **Considering** regulatory changes related to individual director election practices and majority voting policies.
- **Approving** the 2011 Profit Share Program, the 2012 Compensation Program, a more formalized Stock Option Program and Share Option grants for the 2012 year.

During 2013 we will continue to monitor regulatory developments and governance best practices as they evolve.

As a committee, we believe Mullen Group's corporate governance practices meet the underlying responsibilities of the Guidelines while remaining appropriate to Mullen Group's circumstances. We have included a more detailed discussion of our overall governance practices on the pages that follow.

Submitted on
behalf of the CNG Committee by:
Alan Archibald, Lead Director and CNG Committee Chairman



Board of Directors

We review the size of our Board on an annual basis with a view to ensuring it is large enough to provide a diversity of expertise and opinion, yet small enough to allow for efficient operation and decision-making. Each year we strive to have a Board that is comprised of a majority of independent directors.

Independence

In determining a director's independence we refer to the National Instruments and, in particular, the "**Meaning of Independence**" set forth in National Instrument 52-110 – *Audit Committees ("NI 52-110")*, which indicates, among other things, that a director is considered independent only where the Board determines that the director has no direct or indirect material relationship with Mullen Group or its Operating Entities. Based on a review of NI 52-110, we have determined that:

- the Board is majority independent with four of seven directors classified as independent, namely, Messrs. Archibald, Bay, Grant and Hoffman (the "**Independent Directors**");
- Messrs. M. Mullen and S. Lockwood are not independent as each is an executive officer of Mullen Group;
- Mr. D. Mullen is not independent as he is related to Mr. M. Mullen; and
- the Board will remain majority independent following the election of directors at the Meeting with four of seven directors being Independent Directors.

For your information, the table below sets forth the relationship between Mullen Group and its directors:

Director	Independent	Not Independent	Reason for Status
Alan Archibald	√		No direct or indirect material relationship
Greg Bay	√		No direct or indirect material relationship
Steve Grant	√		No direct or indirect material relationship
Dennis Hoffman	√		No direct or indirect material relationship
Stephen Lockwood		√	President and Co-Chief Executive Officer
David Mullen		√	Related to Mr. M. Mullen
Murray Mullen		√	Chairman of the Board and Chief Executive Officer

Majority Independent

Board Chairman

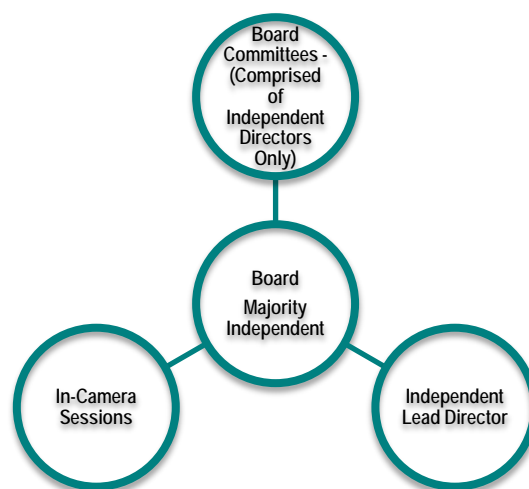
We have written Terms of Reference for this position. In accordance with those terms, our Board Chairman directs the operations of the Board and ensures effective relations with shareholders, other stakeholders and the public. Mr. Murray K. Mullen was appointed as the Chairman of our Board in 2001. While Mr. Mullen is not an Independent Director, the Board believes it has established mechanisms that enable it to function independently from management if necessary.



Lead Director

In 2011 the Board implemented changes to the CNG Committee's written mandate that effectively appointed the CNG Committee Chairman as the Lead Director of Mullen Group, as well as establishing the responsibilities associated with such role. Mr. Alan Archibald is currently the Lead Director of our Board. Since the CNG Committee's mandate provides that such committee must be comprised solely of independent directors, the role of Lead Director will always be fulfilled by an Independent Director.

In acting as Lead Director, among other things, the CNG Chairman chairs all in-camera meetings of the Board without management or related directors present; facilitates responses to shareholder or other stakeholder questions and comments directed to the Independent Directors as a group; ensures personal availability for consultation and communication with Independent Directors and with the Chairman as appropriate; reviews and responds to any comments made by Independent Directors and raises issues with the Chairman and senior management as deemed necessary. In addition to the appointment of a Lead Director, our Board has put in place other mechanisms to ensure the Board functions independently from management. These mechanisms are discussed below.



Committees Comprised of Independent Directors

We have written committee mandates that provide for the committees to be comprised solely of independent directors, thereby formalizing the independence of our committees. This ensures that the comprehensive information, reports and presentations delivered at the committee level are reviewed and considered by those directors that are independent from management. In addition, individual directors may, with the approval of the Lead Director, retain an outside advisor at Mullen Group's expense.

In-Camera Sessions

Our Independent Directors utilize a number of in-camera sessions to ensure the Board can function independently from management.

As an integral part of our governance practices the Independent Directors hold in-camera sessions on a quarterly basis.

Board: The Independent Directors hold an in-camera session following each regularly scheduled, in-person board meeting. During 2012, four such in-camera sessions were held. These sessions were led by the independent Lead Director, or his designate, with the duration and agenda topics being determined by the Independent Directors as required to ensure that all necessary issues were addressed. These in-camera sessions provided an effective forum for open and candid discussions with respect to the management and business of Mullen Group.



Audit Committee: The Audit Committee, which is comprised solely of Independent Directors, holds a number of in-camera sessions at each regularly scheduled Audit Committee Meeting. As standard practice, committee members conduct an in-camera session at each meeting with the external auditors. The committee members also conduct individual in-camera sessions with each of the Chairman of the Board and Chief Executive Officer, the President and Co-Chief Executive Officer, and the Chief Financial Officer. All of these sessions were led by the Audit Committee Chairman and provided an opportunity for the committee members to review the audit process on an individual basis with the referenced executives, as well as the external auditors, and to discuss any matters that the Audit Committee considered appropriate. These in-camera sessions occurred at all Audit Committee meetings held during 2012. In addition, in receiving the annual report on Effectiveness of Disclosure Controls and Internal Controls over Financial Reporting from PricewaterhouseCoopers, the Audit Committee conducted an in-camera session with such firm.

CNG Committee: The CNG Committee, comprised solely of Independent Directors, conducts an in-camera session following each regularly scheduled committee meeting. As standard practice, the committee members also receive an in-camera report from the Chairman of the Board at each meeting. All of these sessions were led by the Lead Director, or his designate, and provided an opportunity for open and candid discussions with respect to management, succession plans, executive compensation and governance related matters.

Other: At each meeting held by teleconference for special business, Independent Directors determine whether or not there is reason to hold an in-camera session without management present. While the Independent Directors have the ability to hold additional in-camera sessions if required, no such meetings were held during 2012.

Meeting Attendance

Mullen Group expects that all directors will maintain an excellent attendance record. While our directors strive for perfect attendance, there are those instances when a director misses a meeting for "**good reason**", such as a family or medical emergency, or a previously scheduled commitment that cannot be changed.

We have adopted an electronic board portal for use by the directors in relation to meeting materials. This ensures that, to the extent possible, directors have access to meeting materials wherever they are located. Comprehensive meeting materials addressing the business to be covered at a meeting are posted prior to the meeting date. Directors who are unable to attend a meeting are responsible for reviewing the meeting materials and communicating their views to the appropriate chairman or the Lead Director.

During 2012, the Board held four regularly scheduled, in-person meetings, two regularly scheduled teleconference meetings and one teleconference meeting called for specific business. The following table summarizes the number of meetings held by the Board and its committees during 2012 and the attendance of the individual directors or committee members at such meetings.

Director	Board	CNG Committee	Audit Committee
Alan Archibald	6 of 7	3 of 4	3 of 4
Greg Bay	7 of 7	4 of 4	4 of 4
Steve Grant	7 of 7	4 of 4	4 of 4
Dennis Hoffman	7 of 7	4 of 4	4 of 4
Stephen Lockwood ⁽¹⁾	7 of 7	N/A	N/A
David Mullen ⁽¹⁾	6 of 7	N/A	N/A
Murray Mullen ⁽¹⁾	7 of 7	N/A	N/A

Note:

(1) These individuals were not members of either Board committee.



Other Directorships

Our Board has not adopted a formal policy limiting the number of outside directorships that can be held by its directors.

Rather, we make our directors aware that certain parties suggest best governance practices should limit the number of outside public directorships that should be held. While these parties suggest that directors who are also CEOs should hold no more than two directorships, we believe that the directors themselves are best able to determine whether their external roles will impact their ability to serve on Mullen Group's Board.

Each year through the Board's annual assessment process, directors are asked to confirm that they have adequate time and resources to commit to Mullen Group and, in particular, that holding additional outside directorships does not interfere with their ability to devote the expected time and resources to fulfill their duties and responsibilities to Mullen Group. Individual directors are required to consult with the Board Chairman and/or the Lead Director when considering an appointment to the board of another reporting issuer. Additionally, individual directors whose professional responsibilities outside Mullen Group have changed since they were elected to the Board, are required to notify the Board Chairman and/or Lead Director.

The table below identifies those directors who currently act as directors of other reporting issuers.

Director	Names of Other Reporting Issuers	Exchange
Greg Bay	Santonia Energy Inc. Hyperion Exploration Corp. Marquee Energy Ltd. Waldron Energy Corp.	TSX TSX-V TSX-V TSX
Steve Grant	Western Energy Services Corp.	TSX
Dennis Hoffman	Northern Property Real Estate Investment Trust NorSerCo Inc. ⁽¹⁾ Rocky Mountain Dealerships Inc.	TSX TSX TSX
Stephen Lockwood	Alberta Health Services ⁽²⁾	N/A
David Mullen	Cordy Oilfield Services Inc. Golconda Resources Ltd.	TSX-V TSX-V
Murray Mullen	Western Energy Services Corp. Whitecap Resources Inc.	TSX TSX

Notes:

(1) NorSerCo Inc. is a stapled security of Northern Property Real Estate Investment Trust.

(2) Although Alberta Health Services is not a reporting issuer, Mr. Lockwood does provide a public service in this role that requires a similar amount of time as that of an external directorship for a reporting issuer and, as such, Mullen Group has determined such involvement should be included in this disclosure.

Interlocking Board Relationships: Murray Mullen/Steve Grant

Murray Mullen and Steve Grant both sit as directors of Western Energy Services Corp. The Board does not believe that such interlocking board relationship has any impact on the ability of those directors to act independently and in the best interests of Mullen Group.

Board Manual - Mandates and Position Descriptions

Mullen Group's Board has established a manual (the "**Board Manual**") outlining, among other things, the key guidelines governing the Board's operation, as well as providing written mandates, or terms of reference, for the Board and its committees, individual directors and senior executive officers. This manual acts as a resource and guide for directors by documenting board processes as such evolve over time and acts as a foundational guide when questions or areas of confusion arise. The Board Manual



How We Govern

includes our history and structure, the role of the Board, the role of its committees and individual directors, including, in particular, the expectation that directors will be able to commit a reasonable amount of time and resources to carrying out their duties.

Board Mandate

Our Board Manual includes a written **Mandate** for the Board outlining its principal duties and responsibilities underlying such. The full text of such mandate is attached to this Information Circular as Schedule A. The Board Manual also includes written mandates for each of the Audit Committee and the CNG Committee.

Position Descriptions

The Board Manual also includes written **Terms of Reference** (or position descriptions) delineating the roles and responsibilities for the Chairman of the Board and Chief Executive Officer, as well as the Co-Chief Executive Officer. In addition, the CNG Committee Mandate sets forth the specific responsibilities of the CNG Committee Chairman acting in his capacity as Lead Director.

Review Process

As part of the CNG Committee's standard work plan, the Board Manual is reviewed on an annual basis to ensure that such remains current and in the best interests of Mullen Group, our shareholders and other stakeholders taking into consideration evolving regulatory developments and governance best practices while remaining appropriate to our circumstances. During 2012 the CNG Committee undertook a comprehensive review of each component of the Board Manual, resulting in a number of amendments being incorporated.

Orientation and Continuing Education

Orientation

Mullen Group is committed to ensuring both new and continuing directors have insight into the nature and operation of our business, as well understanding the roles and responsibilities of the Board, its committees and individual directors.

New Directors: The Board looks at new director orientation on an individual basis. No new members were added during 2012. Historically, however, we orient newly elected directors through meetings with existing directors, an invitation to attend meetings in advance of election, and by providing them with a comprehensive package of materials, compiled specifically to orient such director to the Board based upon that director's specific needs and areas of interest. The package would typically include the Board Manual, relevant materials relating to topical matters relevant to Mullen Group and past meeting minutes. The Board Manual, among other things, sets forth our history and structure, the role of the Board, the role of its committees and the contribution individual directors are expected to make, including, in particular, the expectation that a reasonable amount of time and resources will be committed to carrying out their duties. The Board Manual also contains our corporate policies, including detailed information related to blackout periods and insider trading practices.

Existing Directors: Implementing the online board portal in 2012 has changed how we communicate with our directors. The implementation of the online board portal ensures the Board is kept up-to-date and current with respect to the nature and operation of our business through the posting of monthly performance reports from our Chief Financial Officer and quarterly business reviews from each of our Operating Entities. The quarterly reports provide financial data, safety results and qualitative information in relation to economic factors impacting each Operating Entity. In addition, the electronic portal provides easy access to past meeting materials, corporate policies and our Board Manual. We anticipate using the board portal in the future to assist with new director orientation.



How We Govern

Both new and continuing directors also gain insight into the nature and operation of Mullen Group's business through in-house presentations by management and business unit leaders, participation in the annual budget process and attendance at Mullen Group hosted conferences.

In-house presentations: Directors gain exposure to our individual Operating Entities when senior management from individual Operating Entities present information to the Board relative to major or strategic projects. For instance, Canadian Dewatering L.P. provided an in-depth briefing to the Board in relation to its thin fine tailings barge system project that was completed in the second quarter of 2012. As well, in awarding Mullen Group's annual Grand Prize Safety Award in 2012, the three Operating Entities that qualified as finalists for such award provided a safety and operational presentation to the Board. Senior members of the IT Department presented the results of several measures carried out to assess threats and risk factors to electronic infrastructure, which involved reporting on the latest developments in risk management and mitigation technology.

These types of presentations provide an effective forum for open discussions through which the directors and an Operating Entity's management team can review operational and financial expectations relative to specific projects, safety performance, specific training requirements and human resource initiatives while simultaneously providing the directors with insight into the operations of specific Operating Entities.

On Site Visits: In 2012, the IT Department provided our Audit Committee Chairman with a tour of the Production Data Centre for the purposes of completing a risk assessment.

Annual Budget Presentations: Each year the senior management of Mullen Group conducts individual budgeting and business review meetings with each Operating Entity. These presentations provide an effective forum for open discussions through which Mullen Group and an Operating Entity's management team can review operational and financial performance, as well as the outlook for the upcoming year. The directors are encouraged to participate in these meetings and to the extent possible, the Independent Directors coordinate their schedules such that the Independent Directors have representation at each presentation.

Conferences: Mullen Group periodically schedules company-wide conferences that provide the directors with an opportunity to connect with senior management from the Corporate Office as well as the Operating Entities. This provides a forum where directors gain an increased understanding of the scope and particulars of Mullen Group's business. During 2012 the directors had the opportunity to participate in Mullen Group's Leadership Conference, which involved senior management from the Corporate Office, together with senior personnel from all Operating Entities. In addition to presentations provided by the Executive Team and the Accounting Department, the Human Resources Department reviewed emerging practices in human resources and addressed the latest tools and resources developed by the Corporate Office to assist its Operating Entities with quantitative measures used for evaluative purposes. This was useful in providing the latest resources on assessing industry workforces for strategic planning and oversight purposes.

Education

External Continuing Education: The directors are encouraged to participate in courses and/or seminars dealing with financial literacy, corporate governance and related matters. Several of our directors participate in additional seminars either by virtue of their professional designations or through their voluntary election to take part in continuing education. Seminars attended in 2012 ranged from seminars put on by the Institute of Corporate Directors, the Canadian Public Accountability Board, webcasts put on by KPMG and PricewaterhouseCoopers LLP, to industry technical seminars related to engineering and accounting, and energy industry symposiums.

Mullen Group-Specific Education: Mullen Group's senior management arranges for directors to have access to education and information on an ongoing basis pertaining to matters such as emerging trends in corporate governance, key accounting considerations, and emerging issues in information technology and in human resources metrics. Comprehensive meeting materials are posted to the board portal in advance of each board or committee meeting, together with supplementary materials as required.



Ethical Business Conduct - Policies and Standards

Mullen Group is committed to quality and has a strong culture of integrity. Honesty, Trust, Respect and Integrity are the most fundamental ethical values and principles upon which we operate. Our policies are meant to reinforce our workplace culture by providing a common framework and guide for establishing standards, identifying issues and addressing concerns. We have four policies that are overseen by the Board, being our Code of Ethics, Whistleblower Policy, External Communications and Disclosure Policy, as well as our Trading in Securities Policy. Our policies take into consideration our decentralized operating structure and are developed so as to be appropriate to our specific circumstances. The CNG Committee, together with the Audit Committee as required, reviews our policies annually, implementing changes when required.

Code of Ethics and Conduct: The Board first adopted a code of ethics and conduct (the "**Code**") for directors, officers and employees in 2004. As part of its standard work plan, the CNG Committee reviews the code on an annual basis to ensure such remains current. During 2012's review, it was determined the timing was right to rework the Code to ensure its tone and content aligned with Mullen Group's culture and core objectives. As a result of such review, a comprehensive rewrite was undertaken and the Board authorized and approved a revised Code during the first part of 2013. A copy of the revised Code will be posted on SEDAR and is available at www.sedar.com or by request to our Corporate Investor Services group at ir@mullen-group.com.

All employees, including the directors, are provided with a copy of the Code and are expected to conduct their business affairs in a manner that ensures their private or personal interests do not interfere with the interests of Mullen Group and are compliant with the provisions of the Code. We require our directors to acknowledge in writing on an annual basis that they have received and read the Code as well as certify that their conduct is consistent with the Code. Under the Code, Mullen Group's Executive Team advocates an open door policy for our employees and are available to discuss any issues or potential issues, conflicts, or potential conflicts, among other things. During 2012 there were no material change reports filed that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Whistleblower Policy: In addition to the Code, Mullen Group has a whistleblower policy (the "**Whistleblower Policy**") under which a confidential, anonymous hotline has been established so that individuals can identify concerns. This hotline can be accessed through the Internet at "<http://www.openboardinfo/mtl/>", by e-mail sent to "MTL@openboard.info" or toll-free to **1-866-270-3886**. The Audit Committee Chair monitors the hotline and reports on any matters to the Audit Committee and the Board at each quarterly meeting. The Audit Committee Chair receives reports of all financial, accounting or other appropriate issues raised through Mullen Group's whistleblower hotline. There were no material issues identified during 2012.

External Communication and Disclosure Policy: Under this policy, we provide timely, fair and accurate disclosure of all material information relating to Mullen Group to ensure our shareholders and other stakeholders are publicly informed about our affairs.

Trading in Securities Policy: We have established a trading policy that, among other things, prohibits insider trading, addresses regular black-out periods, prohibits speculative or hedging transactions and meets the requirements of the securities regulators.

Conflicts of Interest: We ensure directors exercise independent judgment in considering transactions being considered by the Board by requiring any director with a material interest in a transaction to declare the conflict, excuse themselves from the directors' meeting when the transaction is being considered and abstain from voting with respect to such transaction. The Executive Team members are required to disclose any material interest in a transaction or agreement being considered by the Board. Should a material interest arise, then such executive would not be present during the directors' meeting at which such transaction is being considered.



Nomination of Directors

The CNG Committee develops and reviews the long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of Mullen Group. The CNG Committee is responsible for identifying and recruiting new candidates for nomination to the Board, in consultation with the Board Chairman. The CNG Committee recommends potential candidates to the Board for approval. In making such a recommendation, the CNG Committee considers the competencies and skills necessary for the Board as a whole. In 2012 the CNG Committee finalized a skills matrix identifying: (a) the individual skills and qualification that each director is expected to possess, which add value to Mullen Group's business functions, as well as being personal attributes associated with effective boardroom dynamics and decision making processes; and (b) various skills and areas of expertise that it believes are important for the Board, as a whole, to ensure the Board continues to foster the long-term success of Mullen Group by providing the strategic resources that are required to carry out the Board's oversight function. The matrix will be used by the CNG Committee to monitor the Board's composition and its underlying areas of expertise.

Attributes Expected of all Board Members:

Integrity/Accountability	Demonstrates high ethical standards, avoids conflicts of interest, acts in the best interests of Mullen Group, and maintains the public confidence and goodwill of all Mullen Group stakeholders.
Team Oriented	Demonstrates the ability to function in a team environment by working effectively and collaboratively with peers. Maintains a positive attitude towards resolving conflict and developing and maintaining healthy relationships.
Independence	Ability to formulate or maintain one's own opinion, while remaining objective in considering other perspectives.
Business Judgement/Analytical	Ability to leverage one's own experience and wisdom in making sound strategic and operational business decisions. Demonstrates business acumen and a mindset for risk oversight.
Commitment	Availability and willingness to attend and contribute to board meetings and/or functions, travel as necessary and take leadership roles as required.
Diversity	Contributes to the Board in a way that enhances board perspective through one's own differences in culture, geographic origin, age, personality, gender, skill, training, educational background and/or life experience.

Attributes Required by the Board as a Whole:

Financial Experience	Senior executive or consulting experience in financial accounting and reporting and corporate finance, especially with respect to debt and equity markets. Comprehensive knowledge of internal financial controls and generally accepted accounting principles. Experience in auditing, evaluating or analyzing financial statements. May have formal education in this regard.
Trucking/Logistics Industry	Knowledge and experience in the trucking/logistics industry throughout North America.
Oil and Natural Gas Industry	Knowledge and experience in or one or more areas in which the Operating Entities within Mullen Group's oilfield services segment operate.
Leadership (Senior Level Management Experience)	Experience as a senior executive officer responsible for driving strategic insight and providing direction to encourage innovation and growth.
Mergers & Acquisitions Experience	Experience as a senior executive officer and/or legal or financial experience in merger & acquisition activity. Includes consulting roles and may include formal education in this regard.
Corporate Governance Experience	Senior executive experience relating to corporate governance matters (such experience includes serving in a senior role as General Counsel or Corporate Secretary and includes expertise in this regard as a result of a role in a legal or accounting firm). May include formal education or other academic training relating to the corporate governance profession (including ICD.D or other specific director's designations)
Human Resources Experience	Senior executive experience relating to human resources matters such as broad knowledge of employment law, compensation, organizational planning, organizational development and employee relations.
International Business Experience	Experience working in an organization with international operations and understanding of different political and regulatory requirements.
Health and Safety	An understanding of industry regulations and public policy related to workplace health and safety.



Compensation

A description of our compensation practices are discussed under the heading "Compensation Disclosure and Analysis" beginning on page 16 and in the section entitled "Directors' Compensation" beginning on page 30.

Board Committees

Written Committee Mandates Require Members to be Independent

Committees Establish Written Work Plans on an Annual Basis

The Board has two committees, being the Audit Committee and the CNG Committee. In accordance with each committee's written mandate, all committee members must qualify as an "**Independent Director**" under the applicable regulatory rules and legislation. This is another mechanism we use to ensure Board independence.

CNG Committee:

Our CNG Committee's primary functions are to assist the Board in fulfilling certain of its oversight responsibilities by reviewing and making recommendations regarding Mullen Group's (i) compensation policies and practices; (ii) governance policies and practices; and (iii) senior executive succession plans. Over the last few years, our CNG Committee has made significant advances in relation to addressing compensation programs, emerging governance practices and policies, as well as monitoring the overall succession plans for Mullen Group. In addition, the CNG Committee is responsible for conducting the annual assessments described on page 44, as well as the nomination process identified under the heading entitled "Nomination of Directors" on page 41.

By virtue of the committee's written mandate, the CNG Committee Chairman is the Board's "**Lead Director**". The CNG Committee meets at least four times a year and works from a written work plan setting forth its focus for the year to ensure it meets all of its underlying responsibilities. During 2012 the CNG Committee addressed all items required under its mandate and included in its annual work plan, including the significant matters outlined in the CNG Committee Report on page 33.

Audit Committee:

The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to: (i) the integrity of the financial information provided to Mullen Group's shareholders, regulatory bodies and other interested parties; (ii) compliance with accounting and finance based regulatory requirements; (iii) the internal financial control systems established by management; (iv) the work of the external auditors, including their qualifications and independence from Mullen Group; and (v) the audit process. The written mandate for the Audit Committee requires that all members must be "**financially literate**", in addition to qualifying as an "**Independent Director**" under the applicable regulatory rules and legislation. We consider an individual as being financially literate if he or she can read and understand financial statements that are generally comparable to ours in breadth and complexity of issues.



How We Govern

We are confident that our Audit Committee is comprised of members with the expertise necessary to fulfill its mandate. The Audit Committee is currently chaired by Mr. Dennis Hoffman who, prior to his retirement from practice in 2005, was a senior partner of a large accounting firm. Mr. Hoffman continues to be a member of the Canadian and Alberta Institutes of Chartered Accountants and he was awarded the Fellow of the Chartered Accountants designation by the Chartered Accountants of Alberta on March 1, 2012. A report from the Audit Committee outlining the substantive matters they addressed during 2012 follows.

2012 Report from the Audit Committee: The Audit Committee's primary function is to assist the Board in fulfilling its oversight responsibilities in relation to the accounting, internal controls, financial reporting and regulatory processes and the auditing of Mullen Group's financial statements. In doing so, we establish a structured work plan on an annual basis to ensure that all relevant matters are monitored and considered appropriately. In addition to the standard practices and approvals undertaken in relation to reviewing Mullen Group's financial results and internal control practices on a quarterly basis, as well as annually, we addressed the following substantive matters:

- **Studied** Management's annual comprehensive report assessing enterprise risk, and discussed the processes used by management in relation to assessing such risks, including the steps undertaken by management to monitor and manage risks.
- **Participated** in the comprehensive review of corporate policies undertaken by the CNG Committee as such related to accounting and disclosure related practices.
- **Updated** the committee's Mandate, implementing changes as required. Our mandate is included as a schedule to Mullen Group's 2012 Annual Information Form, which was filed on SEDAR on February 20, 2013.
- **Developed** a written evaluation process for the external auditor providing a mechanism for the committee to assess the output quality and cost effectiveness of the external auditor, as well as consider the external auditor's relationship with management, including assessing whether an appropriate balance was achieved between independence and objectivity, while working together with management in an environment of constructive challenge.
- **Considered** management's annual report on adequacy of insurance coverage.
- **Discussed** the internal control review process with PricewaterhouseCoopers and accepted the annual report on the Effectiveness of Disclosure Controls and Internal Controls over Financial Reporting.
- **Received** Management's report on information technology systems and disaster recovery testing from the senior members of the IT department, including participating in a tour of the offsite Production Data Centre.
- **Monitored** our Whistleblower hotline, through which no material reports were identified.
- **Assessed** the ongoing succession plan for the Chief Financial Officer.

Submitted on
behalf of the Audit Committee by:
Dennis Hoffman, FCA
Audit Committee Chairman

The Canadian Securities Administrators' Audit Committee Rules include requirements regarding audit committee composition and responsibilities, as well as reporting obligations with respect to audit related matters. For detailed information related to Mullen Group's Audit Committee, reference is made to the section entitled "**Audit Committee Information**" of Mullen Group's 2012 Annual Information Form, which is available on SEDAR at www.sedar.com, our website at www.mullen-group.com or on request, free of charge, from our Corporate Investor Services group, ir@mullen-group.com.



Assessments

Annual Evaluation of Board, Committees, Individual Directors, as well as Peer Assessment

The CNG Committee administers the process for assessing the effectiveness of the Board as a whole, the Chairman of the Board, the committees of the Board, as well as individual directors of the Board. The annual evaluation process was designed to provide directors with an opportunity to evaluate how the Board is operating and to make suggestions for improvement. It was designed primarily to provide constructive input for the improvement of the Board "as a whole or as a unit".

Each year a questionnaire is circulated to each director, which analyzes the organization and performance of the Board against the description of the Board duties and responsibilities and corporate governance best practices, and provides an opportunity for each director to evaluate his own performance as well as that of his peers. In order to achieve the latter evaluation, a peer assessment section is included in the questionnaire. The results of the evaluation are compiled by the Lead Director and reported to both the CNG Committee and concerns are addressed with the Board. The Independent Directors discuss the results of the evaluation and the Lead Director conducts follow-up as required.

Each year the Chief Executive Officer completes a self-evaluation in the same manner as all other Mullen Group employees. A separate evaluation of the Chief Executive Officer is also completed by each Independent Director. The results of the evaluation forms are summarized by the Lead Director and addressed directly with the Chief Executive Officer, and then reported to the CNG Committee.



OTHER MATTERS

Interest of Informed Persons in Material Transactions

During the past year, there have been no material interests, direct or indirect, of any senior officer, director, an associate or any shareholder who beneficially owns, or controls or directs, directly or indirectly, more than ten percent (10%) of the outstanding Common Shares, or any other Informed Person (as defined in NI-51-102), or any known associate or affiliate of such persons, in any transaction or in any proposed transaction which has materially affected or would materially affect Mullen Group.

Communicating with the Board

Shareholders may write to the Board or any board member(s) at the following address:

Mullen Group Ltd.
121A – 31 Southridge Drive
Okotoks, Alberta T1S 2N3
Attention: Corporate Secretary

We receive inquiries on many subjects and the Board and management have developed a process to manage inquiries so that the appropriate personnel respond to such inquiries.

Additional Information

Additional information respecting Mullen Group is available on SEDAR at www.sedar.com. Financial information respecting Mullen Group for its most recently completed financial year is provided in the 2012 Annual Financial Statements and the 2012 MD&A. These documents can be accessed through SEDAR, Mullen Group's website at www.mullen-group.com or by request from Mullen Group's Corporate Investor Services group at ir@mullen-group.com.

Board Approval

The Board of Directors of Mullen Group has approved the contents and sending of this Information Circular to the shareholders of Mullen Group.



SCHEDULE A - BOARD OF DIRECTORS MANDATE

Introduction

The primary responsibility of the Board is to foster the long-term success of Mullen Group consistent with its fiduciary responsibility to the shareholders to maximize shareholder value responsibly and in a profitable, safe and sustainable manner.

The Board of directors is responsible for overseeing Mullen Group's business and affairs. It has the authority and obligation to protect and enhance the assets of Mullen Group in the interest of all shareholders. Although directors are elected by the shareholders to bring special expertise or a point of view to Board deliberations, under corporate law the best interests of Mullen Group must be paramount at all times.

The Board operates by delegating certain of its authorities, including spending authorizations to management and by reserving certain powers to itself. Subject to Mullen Group's By-Laws, the Board retains the responsibility for managing its own affairs, including planning its composition, selecting its Chair, nominating candidates for election to the Board, appointing committees and determining director compensation. Its principal duties fall into the following six categories.

1. Selection of Senior Executive Officers

The Board has the responsibility:

- a. To appoint Senior Executive Officers, monitor and evaluate their performance, and approve their compensation taking into consideration the advice of the Chair and the CNG Committee.
- b. To provide advice and counsel to the Senior Executive Officers in the execution of their duties.
- c. To approve the appointment of all corporate officers, taking into consideration the advice of the Chair and the recommendation of the CNG Committee,.
- d. To ensure plans have been made for management succession and development on a yearly basis and to monitor the training of potential successors.

2. Plans and Strategies

The Board has the responsibility:

- a. To review and approve Mullen Group's objectives and goals, and the strategy by which management proposes to reach those goals, taking into account, among other things, the opportunities and risks in Mullen Group's business.
- b. To review and approve the annual operating and capital budgets.

3. Monitoring and Acting

The Board has the responsibility:

- a. To monitor Mullen Group's progress against its strategic plan and operating and capital budgets, and to revise and alter Mullen Group's direction through management in light of changing circumstances.



- b. To approve any payment of distributions, dividends and new financings.
- c. To monitor the principal risks of Mullen Group's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks.
- d. With the input of the Audit Committee, to ensure that management has established and maintains disclosure controls and procedures ("**DC&P**") for and internal controls over financial reporting ("**ICFR**"), to ensure proper financial reporting and to approve the quality and sufficiency of information provided to the directors.
- e. To appoint an Audit and CNG committee each comprised entirely of independent directors.
- f. To appoint any other Board committees that the Board deems necessary and delegate to those committees the appropriate responsibilities and powers of the Board to consider applicable matters on a more in-depth basis.

4. Policies and Procedures

The Board has the responsibility:

- a. To approve and monitor compliance with significant policies and procedures by which Mullen Group is operated.
- b. The Board must review and, where appropriate, grant any departures from Mullen Group's code of ethics and conduct that are for the benefit of a Mullen Group director or executive.
- c. To ensure systems are in place which are designed to ensure Mullen Group operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.
- d. To oversee and participate in the Board evaluation process, and consider the results of such evaluation.

5. Reporting to Shareholders

The Board has the responsibility to direct management:

- a. To ensure Mullen Group is in compliance with all continuous disclosure and public reporting requirements, which includes the approval of the Annual Information Form; and Information Circular and Form of Proxy.
- b. To ensure Mullen Group has in place an effective reporting and communications program with all shareholders and stakeholders, and to apprise the Board of any major concerns expressed by shareholders.
- c. To ensure the financial performance of Mullen Group is adequately reported to shareholders, other security holders and regulators on a timely and regular basis, including the approval of quarterly and annual financial statements and MD&A.
- d. To ensure the financial results are reported fairly and in accordance with generally accepted accounting principles.



- e. To ensure the timely reporting of any developments that have a significant and material impact on the value of Mullen Group.
- f. To report annually to shareholders on its stewardship for the preceding year. Typically, this is accomplished through the Annual Financial Review and/or Chairman's Message.

6. Legal Requirements

The Board is responsible for taking all reasonable steps to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained. Canadian law identifies the following as legal requirements for the Board:

- a. To manage the business and affairs of Mullen Group.
- b. To act honestly and in good faith with a view to the best interests of Mullen Group.
- c. To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- d. To act in accordance with its obligations contained in the ABCA, the Securities Act of each province and territory of Canada, other relevant legislation and regulations and Mullen Group's By-Laws.
- e. In particular, it should be noted that the following matters must be given consideration by the Board as a whole and may not be delegated to a Committee:
 - i. Any submission to the shareholders of a question or matter requiring the approval of the shareholders.
 - ii. The filling of a vacancy among the directors or in the office of the external auditor.
 - iii. The manner and the term for the issuance of securities.
 - iv. The declaration of dividends.
 - v. The purchase, redemption or any other form of acquisition of shares issued by Mullen Group.
 - vi. The approval of Information Circulars.
 - vii. The approval of any take-over bid circular or directors' circular.
 - viii. The approval of the financial statements of Mullen Group.
 - ix. The adoption, amendment or repeal of Mullen Group's By-Laws.



CORPORATE INFORMATION

DIRECTORS AND OFFICERS

Murray K. Mullen

Chairman of the Board,
Chief Executive Officer and Director

Alan D. Archibald^{(1),(4)}

Lead Director

Greg Bay^{(2),(4)}

Director

Steven C. Grant^{(2),(4)}

Director

Dennis J. Hoffman, FCA^{(2),(3)}

Director

Stephen H. Lockwood, Q.C.

President,
Co-Chief Executive Officer and Director

David E. Mullen

Director

P. Stephen Clark, CMA

Chief Financial Officer

Roberta A. Wheatcroft

Corporate Secretary

⁽¹⁾ Chairman of the Compensation,
Nomination and Governance Committee

⁽²⁾ Member of the Compensation,
Nomination and Governance Committee

⁽³⁾ Chairman of the Audit Committee

⁽⁴⁾ Member of the Audit Committee

CORPORATE OFFICE

Mullen Group Ltd.

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Okotoks, Alberta T1S 2N3
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Canada/U.S.: 1-866-995-7711
Facsimile: 403-995-5296
Internet: www.mullen-group.com
Email: IR@mullen-group.com

BANKER

The Royal Bank of Canada
Calgary, Alberta

LAWYERS

Burnet, Duckworth & Palmer LLP
Calgary, Alberta

AUDITORS

KPMG LLP
Calgary, Alberta

STOCK EXCHANGE

Toronto Stock Exchange
Trading Symbol: MTL

TRANSFER AGENT AND REGISTRAR

Valiant Trust Company
Calgary, Alberta
Telephone: 1-866-313-1872
Internet: www.valianttrust.com



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