

## **RESERVES, SAFETY & SOCIAL RESPONSIBILITY COMMITTEE**

### **CHARTER**

The purpose of the Reserves, Safety & Social Responsibility Committee is to assist the Board in carrying out its responsibilities with respect to: (1) annual and interim reviews of the Corporation's oil and natural gas reserves and resources; (2) the development and implementation of an effective Health & Safety Management System; and (3) ensure that the Corporation's activities are planned and executed in a safe and responsible manner and in line with its Health and Safety ("H&S") Policy and Environmental, Social and Governance ("ESG") Policy.

### **COMPOSITION**

The Committee shall be comprised of at least three independent directors and members of the Committee shall be appointed annually, following the annual general meeting of the Corporation. At least two members shall have oil and gas operations expertise. The Committee shall select or re-appoint a Chair annually.

### **FINANCIAL AUTHORITY**

The Committee may incur expenses without prior board's approval up to a limit of \$100,000 for any one occurrence to, among other things, hire consultants and conduct inspections.

### **MEETINGS**

The Committee shall meet at least five times annually, and as deemed necessary in order to carry its duties effectively, and shall maintain minutes of each meeting. The Committee shall also retain independent advice, if necessary, with prior approval of the Board.

### **DUTIES AND RESPONSIBILITIES**

In carrying out its responsibilities, the Committee shall:

#### Reserves

1. Review the Committee Charter annually and recommend changes when necessary.
2. Assess the current independent evaluators annually, and, if deemed advisable, obtain bids from other evaluators.
3. Recommend to the Board the preferred independent evaluators and the terms of the engagement.
4. Review the Corporation's procedures for providing information to the independent evaluator with respect to its oil and natural gas reserves.
5. Review the process of reserves and resources booking and reserves and resources authentication.
6. Review the Corporation's procedures relating to the disclosure of information with respect to its reserves and resources and recommendation to the Board.
7. Ensure that in conjunction with Reserve Committee meetings, as applicable, management makes available to the full Board of Directors technical project reviews related to key assets.

8. Ensure that the Corporation complies with regulatory and legal requirements as they relate to the Corporation's reserves and resources.
9. Review the scope of the annual review of the reserves by the independent evaluator, including findings and any disagreements with management.
10. Approve which portion of the assets of the Corporation should be evaluated by the Corporation's staff and the frequency of such evaluation.
11. Meet independently of management with the independent evaluator.
12. Determine whether any restrictions affect the ability of the independent evaluator in reporting on the Corporation's reserve data.
13. Receive annually, a signed independent evaluator's report(s) and signed certificates of compliance/due diligence from management.
14. Sign off on the year end reserve evaluation.
15. Recommend the approval of the Corporation's annual reserves report by the Board of Directors and instruct management to ensure that such report was created in compliance will all applicable disclosure requirements.
16. Generally ensure that all actions necessary have been taken to conform to regulatory and legal requirements.

#### S&SR

17. Review the Corporation's performance related to S&SR.
18. Review the Corporation's H&S Policy.
19. Review of S&SR related ESG performance.
20. Review all results and action plans that have been initiated or proposed by the Corporation with respect to S&SR including, but not limited to:
  - the identification, assessment, and handling of potential issues regarding hazards and risks to workplace safety;
  - emergency response plans;
  - non-compliance issues and the response thereto;
  - external and internal audit reports and the response thereto;
  - legislative and regulatory changes impacting the Corporation's affairs and the response thereto;
  - long-range preventative programs designed to limit or mitigate future liability related to spills and reclamation;
  - Review corporate environmental goals and performance; and
  - Review and recommend environmental and safety related metrics for the corporate scorecard.
21. Receive an annual due diligence statement from the Chief Executive Officer.
22. Make periodic visits to corporate locations to become familiar with the nature of the operations and to review relevant objectives, procedures and performance with respect to S&SR.

23. Hold an in-camera session of the independent members of the Committee at each meeting of the Committee.

#### **ACCOUNTABILITY**

The Committee Chair shall present a verbal or written report regarding the Committee meetings/discussions at scheduled meetings of the Board.

#### **TIMETABLE**

The Committee's work schedule will be as attached but may be amended, from time to time, by the Chair of the Committee.

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**ANNUAL WORK PLAN**

	<b>J</b>	<b>F</b>	<b>M</b>	<b>A</b>	<b>N</b>
Year-end reserves and resources evaluations <ul style="list-style-type: none"> <li>• Review procedures</li> <li>• Review compliance</li> <li>• Review reserve data with Management and independent Evaluator</li> <li>• Sign off on year end reserve evaluation</li> <li>• Receive Management's Reserves Questionnaire responses</li> </ul>	X				
Mid-year review of reserves and resources data <ul style="list-style-type: none"> <li>• Review procedures</li> <li>• Review compliance</li> <li>• Review reserve and resources data with Management</li> </ul>				X	
Assess Independent Evaluators				X	
Recommend appointment of the independent evaluators				X	
Review the process of reserves and resources booking and reserves and resources authentication <ul style="list-style-type: none"> <li>• Receive signed independent evaluator's reports</li> <li>• Receive a signed certificate of compliance/due diligence from management</li> </ul>	X				
Review S&SR Performance		X	X	X	X
AIF Annual Review (S&SR related matters)		X			
Review the Corporation's H&S Policy			X		
Receive annual due diligence statement		X			
Review action plans and key results		X	X	X	
Finalize S&SR Field Trip		X	X		
S&SR STIP metrics (ensuing year)				X	X
S&SR related ESG Public Disclosure		X		X	
Review of Charter and Work Plan of the Committee					X
Hold an in-camera session of the independent members of the Committee	X	X	X	X	X