

**CONDOR PETROLEUM INC.**  
**RESERVES, HEALTH, SAFETY AND ENVIRONMENT COMMITTEE CHARTER**

**I. RESERVES, HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

1. The purpose of the Reserves, Health, Safety and Environment Committee (the “**Reserves & HSE Committee**”) is to:
  - (a) assist the Board in the discharge of the Board’s duties with respect to complying with the requirements contained in National Instrument 51-101 - Standards of Disclosure for Oil and Gas Activities (“**NI 51-101**”);
  - (b) due diligence in the development and implementation of systems and programs for management of health, safety, and environmental matters and to ensure the Corporation’s compliance with applicable laws and regulations; and
  - (c) reviewing, reporting and making recommendations to the Board about the Corporation’s policies, standards, practices and performance with respect to its corporate responsibility in relation to health, safety, and environment
2. The Reserves & HSE Committee shall be responsible for, among other things:
  - (a) assisting the Board in fulfilling its oversight responsibilities with respect to the evaluation and reporting of the Corporation’s oil and natural gas reserves and resources and related matters and making recommendations to the Board with respect to:
    - i. reserves data (oil and natural gas reserves and associated future net revenues) of the Corporation that will be made publicly available and filed with applicable regulatory authorities; and
    - ii. the Corporation’s procedures relating to the disclosure of information with respect to oil and natural gas activities; and
  - (b) to assist the Board in fulfilling its oversight responsibilities with respect to the development, monitoring and effective implementation of systems, programs and initiatives for the management of health, safety, and environmental matters that may affect the Corporation, and take other action as appropriate in fulfilling its purpose, including:
    - i. monitor on a regular basis the existing health, safety, and environmental practices and procedures of the Corporation and its subsidiaries for compliance with applicable and proposed legislation, conformity with industry standards, implementation of best practices and prevention or mitigation of losses;
    - ii. consider whether the Corporation's policies and practices relating to health, safety, and environmental matters are being effectively implemented, including policies and practices to prevent loss or injury to the Corporation’s employees and its assets, networks or infrastructures from malicious acts, natural disasters or other crisis situations;
    - iii. review and consider reports and recommendations issued by the Corporation or by an external party relating to health, safety, or environmental issues, together with management's response thereto;
    - iv. advise and make recommendations to the Board of Directors as appropriate on matters relating to health, safety, and the environment;

- v. review and report, as appropriate, to the Board of Directors on the Corporation's policies and procedures relating to health, safety, and the environment and, if appropriate, make recommendations to the Board of Directors;
- vi. meet separately with the Chief Operating Officer and report to the Board on such meetings; and
- vii. carry out any other responsibilities allocated to the Committee by the Board.

## II. COMPOSITION AND PROCESS

1. Following each annual meeting of shareholders of the Corporation, the Board shall appoint not less than three directors to serve on the Reserves & HSE Committee, provided that the majority of the Reserves & HSE Committee members shall be:
  - (a) individuals who are not and have not been during the preceding 12 months:
    - (i) an officer or employee of the Corporation or an affiliate of the Corporation;
    - (ii) a person who beneficially owns 10% or more of the outstanding voting securities of the Corporation; or
    - (iii) a relative of a person referred to above in clause (i) or (ii) residing in the same home as that person; and
  - (b) are free from any business or other relationship which could reasonably be seen as to interfere with the exercise of their independent judgment.
2. The Chairman of the Reserves & HSE Committee shall be appointed by the Board and shall be independent as that term is defined in applicable securities laws.
3. Any member of the Reserves & HSE Committee may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation. Each member of the Reserves & HSE Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member resigns or is replaced, whichever first occurs.
4. If all members consent, and proper notice has been given or waived, a member or members of the Reserves & HSE Committee may participate in a meeting of the Reserves & HSE Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.
5. The Reserves & HSE Committee will meet no less than one time per year. Additional meetings may be held as deemed necessary by the Chairman of the Reserves & HSE Committee or as requested by any member of the Reserves & HSE Committee to discharge its responsibilities.
6. The Chairman of the Reserves & HSE Committee appointed by the Board will, in consultation with management, the members of the Reserves & HSE Committee and the *independent qualified reserves evaluator or auditors* as defined in NI 51-101, and hereinafter referred to as an “**Independent Evaluator**”), determine the schedule, time and place of meetings, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members and other attendees with sufficient time for study prior to the meeting.
7. A quorum for the transaction of business at all meetings of the Reserves & HSE Committee shall be a majority of the members of the Reserves & HSE Committee. Questions arising at any

meeting shall be determined by a majority of votes of the members of the Reserves & HSE Committee present.

8. The Reserves & HSE Committee may invite such directors, officers and employees of the Corporation as it may see fit from time to time to attend meetings of the Reserves & HSE Committee and assist in the discussion and consideration of the business of the Reserves & HSE Committee, but without voting rights.
9. The Reserves & HSE Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may, from time to time, require.
10. The Reserves & HSE Committee shall choose as its secretary such person as it deems appropriate.
11. The Reserves & HSE Committee has the authority to delegate authority to individuals or sub-Committees of the Reserve & HSE Committee.
12. The Independent Evaluator shall be given notice of, and have the right to appear before and to be heard at, every regularly scheduled meeting of the Reserves & HSE Committee, and shall appear before the Reserves & HSE Committee when requested to do so by the Reserves & HSE Committee. The Reserves & HSE Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.

### **III. DUTIES AND RESPONSIBILITIES**

1. Subject to the powers and duties of the Board, the Board hereby delegates to the Reserves & HSE Committee the following powers and duties to be performed by the Reserves & HSE Committee on behalf of and for the Board:
  - (a) review, with reasonable frequency, the Corporation's procedures relating to the disclosure of information with respect to oil and gas activities, including the Corporation's procedures for complying with the disclosure requirements and restrictions of NI 51-101;
  - (b) review the appointment of the Independent Evaluator under NI 51-101 and, in the case of any proposed change in such appointment, determine the reasons for the proposal and whether there have been disputes between the appointed Independent Evaluator and management;
  - (c) review, with reasonable frequency, the Corporation's procedures for providing information to the Independent Evaluator who reports on reserves data (as defined in NI 51-101 and hereinafter referred to as "**Reserves Data**") for the purposes of NI 51-101;
  - (d) before approving the filing of the Reserves Data and the annual filings required by NI 51-101 (the "**Annual Filings**"), meet with management and the Independent Evaluator in order to:
    - (i) determine whether any restrictions affect the ability of the Independent Evaluator to report on the Reserves Data without reservation; and
    - (ii) review the Reserves Data and the report of the Independent Evaluator thereon;
  - (e) review the Annual Filings and recommend to the Board whether the contents and/or the filing of the Annual Filings, as applicable under NI 51-101, should be approved by the Board;

- (f) review all disclosure made by or on behalf of the Corporation, that the Corporation knows or ought reasonably to know, is or will become available to the public and any document filed with a securities regulatory authority to ensure compliance with NI 51-101;
- (g) in order to preserve the independence of the Independent Evaluator the Reserves & HSE Committee will:
  - (i) confirm the engagement of the Independent Evaluator engaged by the Corporation; and
  - (ii) confirm to the Board the compensation of the Independent Evaluator.

#### **IV. REPORTING**

1. The Reserves & HSE Committee is responsible, to report annually to the Board to recommend approval of the content and the filing of the Annual Filings to the Board.
2. The Reserves & HSE Committee is responsible to report, as required, to the Board to deal with current issues including public disclosure documents and continuous disclosure filings which relate to Reserves Data or are otherwise subject to disclosure requirements under NI 51-101.

#### **V. GOVERNANCE**

1. The Reserves & HSE Committee is responsible to annually review, and in its discretion make recommendations to the Nominating & Corporate Governance Committee and the Board regarding confirmation of or changes to be made to its Charter and the position description of its Chairman.

#### **VI. INDEPENDENT ADVISORS**

1. The Reserves & HSE Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Reserves & HSE Committee in the discharge of its duties.