

BIRCHCLIFF

ENERGY

ENVIRONMENT, HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

Purpose

The purpose of the Environment, Health, Safety and Sustainability Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Birchcliff Energy Ltd. (the “**Corporation**”) is to assist the Board in fulfilling its oversight responsibilities as they relate to environmental, health and safety and sustainability (“**EHSS**”) matters.

Composition of the Committee

- (a) Number of Members: The Committee shall be composed of a minimum of three members, each of whom shall be a member of the Board.
- (b) Appointment and Vacancies: The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee as soon as such member ceases to be a director of the Corporation. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of its powers so long as a quorum remains.
- (c) Chair: The Board shall designate one member of the Committee as the chairperson of the Committee (the “**Chair**”). The Chair shall preside over all meetings of the Committee, and in the Chair’s absence, the members of the Committee present may designate from among such members the Chair for the purpose of such meeting.

Transaction of Business and Meetings

- (a) Transaction of Business: The Committee shall transact its business in accordance with governing corporate legislation and the provisions of the by-laws of the Corporation. To the extent not provided either therein or in the provisions of this Charter, the Committee may determine the manner in which it will transact its business by way of resolution passed by a majority of votes cast thereon.
- (b) Number of Meetings: The Committee shall meet at least once per year or more frequently as is necessary to carry out its duties and responsibilities.
- (c) Calling of Meetings: The Chair or any member of the Committee may at any time convene a meeting of the Committee. Upon a request from the Chairman of the Board or the Chief Executive Officer of the Corporation, the Chair shall convene a meeting of the Committee to consider any matters that the Chairman of the Board or the Chief Executive Officer desires to bring to the attention of the Committee.
- (d) Notice of Meetings: Notice of meetings shall be delivered, mailed, faxed, emailed or sent by any other form of transmitted or recorded message to each member of the Committee not less than forty-eight hours before the meeting is to take place. Notice of any meeting or any irregularity thereof may be waived by any member. Meetings may be held at any time without formal notice if all the members are present, or if a quorum is present and those members who are absent have signified their consent to the meeting being held in their absence. Any resolution passed or action taken at such a meeting shall be valid and effectual as if it had been passed or taken at a meeting duly called and constituted.

- (e) Quorum: A quorum for meetings of the Committee shall be at least two members of the Committee. No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present.
- (f) Voting: All motions made at a meeting of the Committee shall be decided by a simple majority of votes cast by members of the Committee who vote on such motion. In the event of an equality of votes on any motion, the Chair shall not have a second or casting vote.
- (g) Minutes and Reporting to the Board: Minutes shall be prepared of all meetings of the Committee. A copy of such minutes shall be circulated to all members of the Committee and the Board. In addition, the Chair may report to the Board (orally or otherwise) on any matter in his or her view requiring the immediate attention of the Board.
- (h) Attendance of Non-Members: The Committee may invite to a meeting any officers, directors or employees of the Corporation, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its duties and responsibilities. If not a member of the Committee, such invitees shall have no voting rights at any meeting of the Committee.

Duties and Responsibilities

- (a) The Committee is responsible for:
 - (i) Conduct of the Business: Ensuring that the Corporation's business is conducted in a socially responsible, ethical and transparent manner and that management of the Corporation engages, respects and supports the communities in which the Corporation works;
 - (ii) Corporate Performance: Reviewing reports from management of the Corporation on the Corporation's performance in the areas of EHSS;
 - (iii) Significant Incidents and Contraventions: Reviewing reports from management of the Corporation concerning significant reported incidents related to EHSS matters, including significant contraventions of regulations or policies. Where deemed appropriate by the Committee, meet with management of the Corporation to review the risks and exposure posed to the Corporation as a result of such incidents or contraventions and any mitigating actions and corrective measures taken by the Corporation to address such risks and exposure;
 - (iv) Issues or Risks Identified by Management: Reviewing reports from management of the Corporation concerning significant issues or risks related to EHSS matters that have been identified by the Corporation. Where deemed appropriate by the Committee, meet with management of the Corporation to review the risks and exposure posed to the Corporation as a result of such identified issues and risks and any mitigating actions and corrective measures taken by the Corporation to address such issues and risks and incidents;
 - (v) External Reports and Audits: Reviewing: (A) any significant report or audit issued by a regulatory agency, external consultant or auditor or other third party concerning the Corporation's performance or compliance in the areas of EHSS; and (B) reviewing any necessary corrective measures taken to address issues and risks identified by regulatory agencies, external consultants or auditors. Where deemed appropriate, meet with the management of the Corporation to discuss the same;
 - (vi) Public Disclosure: Prior to the public disclosure by the Corporation and to the extent not previously reviewed by the Committee, reviewing the Corporation's public disclosure of the Corporation's performance in the areas of EHSS, including but not limited to the Corporation's ESG Reports, Annual Information Forms and Management Information Circulars;

- (vii) Stakeholder Communications: Reviewing the Corporation's significant communications with stakeholders on EHSS issues;
 - (viii) EHSS Benchmarks: Reviewing appropriate benchmarks, procedures, practices and reporting methodologies utilized by management of the Corporation as they relate to EHSS matters;
 - (ix) Emerging Issues and Trends: Ensuring that management of the Corporation proactively identifies and monitors the impact of proposed legislation and other emerging issues in the areas of EHSS, as well as other emerging issues, trends and public opinion which could impact the Corporation's activities, plans, strategies or reputation and recommending, where significant, appropriate responses to the Board;
 - (x) Compliance with Applicable Laws: Reviewing and receiving updates regarding the Corporation's compliance with applicable laws and regulations with respect to EHSS matters;
 - (xi) Policies and Controls: Reviewing, recommending to the Board and overseeing the Corporation's fundamental policies and internal controls pertaining to EHSS matters and reviewing procedures designed to minimize EHSS risks to asset value and mitigate such risks; and
 - (xii) Other Matters: Addressing any other matter properly referred to the Committee by the Chair of the Board, a director of the Corporation or management of the Corporation for review, recommendation or decision.
- (b) The Committee shall review, at least annually, this Charter and recommend to the Board any amendments to this Charter that the Committee considers necessary or advisable.

Access to Information and Advisors

- (a) In discharging its role, the Committee shall have full access to all books, records, facilities and personnel of the Corporation to the extent that the same relate to matters that are the responsibility of the Committee under this Charter.
- (b) The Committee has the authority to engage such advisors (including independent legal counsel) as it considers necessary or desirable to assist it in fulfilling its duties and responsibilities as provided in this Charter and to set the compensation to be paid thereto, such engagement to be at the Corporation's expense. The Corporation shall be responsible for all other expenses of the Committee that are deemed necessary or desirable by the Committee in order to fulfil its duties and responsibilities as provided for in this Charter.

Approved and Adopted: March 28, 2022.