

# BIRCHCLIFF

## ENERGY

### NOMINATING COMMITTEE CHARTER

#### Purpose

The purpose of the Nominating Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Birchcliff Energy Ltd. (the “**Corporation**”) is to assist the Board in fulfilling its responsibilities with respect to nomination issues facing the Corporation.

#### 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) Independence of Members: Each member of the Committee shall be “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) promulgated by the securities regulatory authorities in Canada, as may be amended from time to time.
- (c) 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.
- (d) 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 shall periodically review the size and composition of the Board (including with respect to independence) and make recommendations to the Board with respect thereto.
- (b) The Committee shall periodically evaluate the effectiveness of the Board as a whole, the committees of the Board and the contributions of the individual directors and shall report to the Board thereon. In its evaluation, the Committee shall consider all factors it considers relevant, including, without limitation:
  - (i) the competencies and skills each director is expected to have as a member of the Board or a committee; and
  - (ii) the size of the Board and its committees, with a view to determining whether a change in the size of any of the foregoing would facilitate the effectiveness of the Board and/or any of its committees.
- (c) The Committee shall:
  - (i) make recommendations to the Board regarding the criteria for potential candidates for Board membership; and
  - (ii) identify and recommend to the Board suitable candidates to be appointed or nominated for election as directors, consistent with the criteria approved by the Board.

In making its recommendations, the Committee shall consider all factors it considers relevant, including, without limitation:

- (iii) the needs of the Corporation and its stage of development;
- (iv) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;

- (v) the competencies and skills that the Board considers each existing director to possess;
  - (vi) the competencies and skills any new nominee will bring to the Board; and
  - (vii) whether or not any new nominee can devote sufficient time and resources to fulfill his or her duty as a member of the Board.
- (d) The Committee shall periodically review the composition of the committees of the Board and recommend to the Board the individual directors to be appointed to serve on each of the committees of the Board. In making its recommendations, the Committee shall consider all factors its considers relevant, including, without limitation:
- (i) the competencies and skills that the Board considers to be necessary for each committee to possess;
  - (ii) the competencies and skills that the Board considers each existing director to possess; and
  - (iii) the amount of time and resources that each director has to fulfill his or her duties as a committee member.
- (e) The Committee shall review any resignations tendered pursuant to the Corporation's majority voting policy and make recommendations to the Board regarding the same.
- (f) The Committee shall, as it considers necessary or advisable, review, monitor and/or make recommendations to the Board regarding:
- (i) new director orientation, director education and the ongoing development of existing directors; and
  - (ii) policies regarding term limits, age limits and diversity as they relate to the Board.
- (g) 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: February 12, 2020.