



The terms "**Corporation**" and "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, and the term "**Committee**" refers to the Audit Committee.

1. ROLE AND OBJECTIVE

The Audit Committee is a committee of the Board of the Corporation to which the Board has delegated its responsibility for the oversight of the following respecting Phoenix:

- a) nature and scope of the annual audit;
- b) the oversight of management's reporting on internal accounting standards and practices;
- c) the review of financial information, accounting systems and procedures;
- d) financial reporting and financial statements,

and has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee are as follows:

- a) to assist directors of Phoenix ("**Directors**") in meeting his or her responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of Phoenix and related matters;
- b) to facilitate communication between Directors and external auditors;
- c) to enhance the external auditor's independence;
- d) to increase the credibility and objectivity of financial reports; and
- e) to strengthen the role of the outside Directors by facilitating in depth discussions between Directors on the Committee, management of Phoenix ("**Management**") and external auditors.

2. MEMBERSHIP OF COMMITTEE

- a) The Committee will be comprised of at least three (3) Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 - Audit Committees ("**NI 52-110**")) unless the Board determines that the exemption contained in NI 52-110 is available and determines to rely thereon.
- b) The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.
- c) All of the members of the Committee must be "financially literate" (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110.

3. MANDATE AND RESPONSIBILITIES OF COMMITTEE

It is the responsibility of the Committee to:

- a) Oversee the work of the external auditors, including the resolution of any disagreements between Management and the external auditors regarding financial reporting.
- b) Satisfy itself on behalf of the Board with respect to Phoenix's internal control systems.
- c) Review the annual and interim financial statements of Phoenix and related management's discussion and analysis ("**MD&A**") prior to their submission to the Board for approval. The process should include but not be limited to:
 - i. reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - ii. reviewing significant accruals or other estimates or impairment calculations;
 - iii. reviewing accounting treatment of unusual or non-recurring transactions;
 - iv. ascertaining compliance with covenants under loan agreements;
 - v. reviewing disclosure requirements for commitments and contingencies;
 - vi. reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - vii. reviewing unresolved differences between Management and the external auditors; and
 - viii. obtain explanations of significant variances with comparative reporting periods.
- d) Review the financial statements, prospectuses, MD&A, annual information forms ("**AIF**") and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of Phoenix's disclosure of all other financial information and will periodically assess the accuracy of those procedures.
- e) With respect to the appointment of external auditors by the Board:
 - i. recommend to the Board the external auditors to be nominated;
 - ii. recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors will report directly to the Committee;
 - iii. on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with Phoenix to determine the auditors' independence;
 - iv. when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and

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- v. review and pre-approve any non-audit services to be provided to Phoenix or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member(s) report to the Committee at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Committee from time to time.
- f) Review with external auditors (and internal auditor if one is appointed by Phoenix) their assessment of the internal controls of Phoenix, their written reports containing recommendations for improvement, and Management's response and follow-up to any identified weaknesses. The Committee will also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Phoenix and its subsidiaries.
- g) Review risk management policies and procedures of Phoenix (i.e. hedging, litigation and insurance).
- h) Establish a procedure for:
 - i. the receipt, retention and treatment of complaints received by Phoenix regarding accounting, internal accounting controls or auditing matters; and
 - ii. the confidential, anonymous submission by employees of Phoenix of concerns regarding questionable accounting or auditing matters.
- i) Review and approve Phoenix's and its subsidiary's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors of Phoenix.

The Committee has authority to communicate directly with the internal auditors (if any) and the external auditors of Phoenix. The Committee will also have the authority to investigate any financial activity of Phoenix. All employees of Phoenix are to cooperate as requested by the Committee.

The Committee may also retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at such compensation as established by the Committee and at the expense of Phoenix without any further approval of the Board.

4. MEETINGS AND ADMINISTRATIVE MATTERS

- a) At all meetings of the Committee every resolution will be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting will be entitled to a second or casting vote.
- b) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.

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- c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
- d) Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee will be taken. The Chief Financial Officer of Phoenix will attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chair.
- e) The Committee will meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.
- f) Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
- g) The Committee may invite such officers, directors and employees of Phoenix and its subsidiaries as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
- h) Minutes of the Committee will be recorded and maintained and circulated to Directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
- i) If determined appropriate, following meetings of the Audit Committee, a list of tasks or matters to be followed up upon shall be prepared including the time table for completion thereof and the responsibility for completion, the status of which matter shall be reviewed at the next meeting of the Audit Committee or as otherwise determined by the Committee.
- j) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee each member will hold such office until the Committee is reconstituted.
- k) Any issues arising from these meetings that bear on the relationship between the Board and Management should be communicated to the Chair of the Board and, if applicable, the Lead Director, by the Committee Chair.

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The terms "**Corporation**" or "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Committee**" refers to the Human Resources & Compensation Committee of the Board, the term "**Chair**" refers to the Chair of the Committee, the term "**CEO**" refers to Chief Executive Officer of the Corporation, and the term "**Management**" refers to the Executive Officers of the Corporation.

1. ROLE AND OBJECTIVE

The purpose of the Committee is to assist the Board of the Corporation in fulfilling its responsibility by reviewing matters relating to the human resource policies and compensation of the directors, officers and employees of Phoenix and its subsidiaries in the context of the budget and business plan of Phoenix.

2. MEMBERSHIP OF THE COMMITTEE

- a) The Committee will be comprised of at least three (3) Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is defined for purposes of National Policy 58-201 – Corporate Governance Guidelines).
- b) The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.

3. MANDATE AND RESPONSIBILITIES OF THE COMMITTEE

- a) The Committee shall formulate and make recommendations to the Board in respect of compensation issues relating to directors, officers and employees of Phoenix and its subsidiaries, key talent management strategies and practices, and succession plans for executive officers and key senior leadership roles, as applicable. Without limiting the generality of the foregoing, the Committee shall have the following duties:
 - i. to review the compensation philosophy and remuneration policy for employees (including officers) of Phoenix, which includes consideration of Phoenix's business objectives, and to recommend to the Board changes to improve Phoenix's ability to recruit, retain and motivate employees;
 - ii. to review talent management practices for critical skills required to execute Phoenix's strategic goals and business objectives;
 - iii. to consider the implications and the risks associated with the Corporation's compensation policies and practices;
 - iv. to review and recommend to the Board the retainer and fees to be paid to members of the Board, members of committees of the Board, and chairs of the various committees of the Board;

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- v. to review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the Board with respect to) the CEO's compensation level based on such evaluation;
- vi. to recommend to the Board with respect to non-CEO officer and director compensation including to review management's recommendations for incentive-compensation plans and equity-based plans for non-CEO officer and director compensation and make recommendations in respect thereof to the Board;
- vii. to oversee succession planning for officers of the Corporation and periodically review job descriptions related to the officer positions within the Corporation, specifically for the position of CEO and President;
- viii. to administer the share option plan, retention award plan and any other incentive plans (collectively, the "**Incentive Plans**") approved by the Board in accordance with their respective terms including recommending the grant of options, retention awards or other incentives under the Incentive Plans in accordance with the terms thereof;
- ix. to determine and recommend for approval of the Board bonuses to be paid to officers and employees of Phoenix and its subsidiaries, as applicable, and to establish targets or criteria for the payment of such bonuses, if appropriate;
- x. to prepare and submit a report of the Committee to the Board for approval of the Board and inclusion of annual disclosure required by applicable securities laws to be made by Phoenix including the Statement of Executive and Directors Compensation required to be included in the information circular – proxy statement of Phoenix and review other executive compensation disclosure before the Corporation publicly discloses such information ; and
- xi. to review Management's reports to the Committee on significant human resources policies of the Corporation and human resources issues.

4. MEETINGS AND ADMINISTRATIVE MATTERS

- a) At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- b) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
- c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.

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- d) Meetings of the Committee should be scheduled to take place at least one time per year and at such other times as the Chair of the Committee may determine.
- e) Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
- f) The Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
- g) Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
- h) The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of Phoenix, as determined by the Committee.
- i) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
- j) Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board and, if applicable, the Lead Director, by the Committee Chair.

NOMINATION & CORPORATE GOVERNANCE COMMITTEE MANDATE & TERMS OF REFERENCE

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The terms "**Corporation**" or "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Committee**" refers to the Nomination and Corporate Governance Committee of the Board, the term "**Chair**" refers to the Chair of the Committee, and the term "**Management**" refers to the Executive Officers of the Corporation.

1. ROLE AND OBJECTIVE

The Nomination and Corporate Governance Committee is a committee of the Board to which the Board has delegated the responsibility for developing the approach of Phoenix to matters concerning corporate governance and, from time to time, shall review and make recommendations to the Board as to such matters.

2. MEMBERSHIP OF THE COMMITTEE

- a) The Committee will be comprised of at least three (3) Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is defined for purposes of National Policy 58-201 – Corporate Governance Guidelines).
- b) The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.

3. MANDATE AND RESPONSIBILITIES OF THE COMMITTEE

In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:

- a) annually reviewing the mandates of the Board and its committees and recommend to the Board such amendments to those mandates as the Committee believes are necessary or desirable;
- b) annually reviewing the Corporation's Corporate policies and recommend to the Board such amendments to those policies as the Committee believes are necessary or desirable;
 - i. establishing, reviewing and updating periodically a Code of Business Conduct and Ethics (the "Code") and ensuring that Management has established a system to monitor compliance with the Code, including without limitation a requirement that a Compliance Affirmation be completed by all directors and senior officers on at least an annual basis;
 - ii. reviewing Management's monitoring of Phoenix's compliance with the Code; and recommending policies regarding succession in the event of an emergency or the retirement of the Board Chair, Chief Executive Officer or Chief Financial Officer of Phoenix.
- c) considering and, if thought fit, approving requests from directors or committees of directors of the engagement of special advisors from time to time;

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- d) preparing and recommending to the Board annually the prescribed disclosures respecting corporate governance matters mandated by National Instrument 58-101 – Disclosure of Corporate Governance Practices to be included in Phoenix's annual management information circular;
- e) making recommendations to the Board as to which directors should be classified as "independent" directors, "related" directors or "unrelated" directors pursuant to any such report or circular;
- f) reviewing on a periodic basis the composition of the Board and ensuring that an appropriate number of independent directors sit on the Board, analyzing the needs of the Board and recommending nominees who meet such needs;
- g) assessing, at least annually, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors (including the competencies and skills that each individual director is expected to bring to the Board), including considering the appropriate size of the Board with a view of facilitating effective decision making;
- h) recommending suitable candidates for nominees for election or appointment as directors, and recommending the criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors and in making such recommendations, the Committee should consider:
 - iii. given the needs of Phoenix and its stage of development, what are the competencies and skills that the Board considers to be necessary for Phoenix and the Board, as a whole, to possess;
 - iv. the competencies and skills that the Board considers each existing director to possess;
 - v. the competencies, skills and diversity (including without limitation gender diversity) that each new nominee will bring to the boardroom;
 - vi. the number of women appointed to and serving on the Board from time to time to evaluate whether it is desirable to adopt additional requirements or policies with respect to diversity of the Board; and
 - vii. whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board;
- i) as required, developing, for approval by the Board, an orientation and education program for new recruits to the Board;
- j) to act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of Management or individual members of Management or the performance of the Board or individual members of the Board;
- k) developing and recommending to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function effectively and independently of Management;

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- l) making recommendations to the Board regarding appointments of corporate officers and senior management;
- m) reviewing annually the Committee's Mandate and Terms of Reference;
- n) reviewing and considering the engagement at the expense of Phoenix of professional and other advisors by any individual director when so requested by any such director;
- o) establishing, reviewing and updating periodically a Code of Business Conduct and Ethics (the "Code") and ensuring that Management has established a system to monitor compliance with the Code, including without limitation a requirement that a Compliance Affirmation be completed by all directors and senior officers on at least an annual basis;
- p) reviewing Management's monitoring of Phoenix's compliance with the Code; and recommending policies regarding succession in the event of an emergency or the retirement of the Board Chair, Chief Executive Officer or Chief Financial Officer of Phoenix.

Environment, Health, Safety and Sustainability

- q) Oversee the Corporation's policies, procedures, internal control systems and strategies relating to climate related issues, environmental protection, health and safety, sustainability and related governance matters to ensure due assessment, consideration and management of risks, opportunities and potential performance improvement relating thereto;
- r) Review the Corporation's fundamental policies pertaining to environment, health, safety and sustainability and ascertain that policies and procedures are in place to minimize environmental, occupational health and safety and other risks to asset value and mitigate damage to or deterioration of asset value;
- s) Monitor the Corporation's business to assist it in conducting business in a socially responsible, ethical and transparent manner that includes engagement, respect and support for the communities in which the Corporation operates;
- t) Review and report to the Board with respect to the consideration and integration of climate related issues, environmental protection, health and safety, sustainability and related governance matters in the development of the Corporation's business strategy and financial planning;
- u) Receive periodic reports from management regarding the Corporation's initiatives and opportunities to optimize its climate related, environmental protection, and health and safety performance with the goal of providing monitoring and oversight thereof;
- v) Review the Corporation's compliance with all applicable laws, regulations and its policies with respect to health, safety and the environment;
- w) Consider and review the setting and performance against appropriate benchmarking, procedures and reporting methods used by the Corporation to measure its climate, environmental protection, health and safety and sustainability performance and other relevant performance;

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- x) Review the Corporation's disclosure, reporting and external communication practices pertaining to climate related matters, environmental protection, and health and safety and sustainability including but not limited to assessments of materiality, Sustainability Report development, if applicable, and approach to analogous disclosure and other written communication with stakeholders;
- y) Review and report to the HRC Committee and the Board:
- z) on the Corporation's performance and compliance with codes, standards, regulations and applicable laws with to respect environmental protection and health and safety;
- aa) on emerging social, political and environmental trends, issues and regulations with respect environmental protection and health and safety;
- bb) on the findings of any significant report by regulatory agencies, external health, safety and environment consultants or auditors concerning the Corporation's performance in health, safety and environmental matters and any necessary corrective measures taken to address issues and risks that have been identified by the Corporation, external auditors or by regulatory agencies; and
- cc) on the Committee's annual assessment of the Corporation's and management's performance on EHS&S matters generally and within the context of any targets or measures which may be established by the Compensation Committee and Board as the case may be.

4. MEETINGS AND ADMINISTRATIVE MATTERS

- a) At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- b) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
- c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
- d) Meetings of the Committee should be scheduled to take place at least one time per year and at such other times as the Chair of the Committee may determine.
- e) Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.

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- f) The Committee may invite such officers, directors and employees of Phoenix and its subsidiaries as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
- g) Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
- h) The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of Phoenix or the Corporation, as determined by the Committee.
- i) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
- j) Any issues arising from these meetings that bear on the relationship between the Board and Management should be communicated to the Chair of the Board and, if applicable, the Lead Director, by the Committee Chair.

MANDATE OF THE BOARD OF DIRECTORS

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1. GENERAL

The Board of the Corporation is responsible for the stewardship of Phoenix and its subsidiaries as applicable. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of Phoenix. In general terms, the Board will:

- a) in consultation with the CEO, define the principal objectives of Phoenix;
- b) supervise the management of the business and affairs of Phoenix with the goal of achieving Phoenix's principal objectives as developed in association with the CEO;
- c) discharge the duties imposed on the Board by applicable laws; and
- d) for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

2. SPECIFIC

a) Executive Team Responsibility

- i. Appoint the CEO and senior officers, approve their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value.
- ii. In conjunction with the CEO, develop a clear mandate for the CEO, which includes a delineation of management's responsibilities.
- iii. Establish processes as required that adequately provides for succession planning, including the appointing, training and monitoring of senior management.
- iv. Establish limits of authority delegated to management.

b) Operational Effectiveness and Financial Reporting

- i. Annual review and adoption of a strategic planning process and approval of Phoenix's strategic plan, which takes into account, among other things, the opportunities and risks of the business.
- ii. Establish or cause to be established systems to identify the principal risks to Phoenix and that the best practical procedures are in place to monitor and mitigate the risks.
- iii. Establish or cause to be established processes to address applicable regulatory, corporate, securities and other compliance matters.

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- iv. Establish or cause to be established an adequate system of internal controls and management information systems.
- v. Establish or cause to be established due diligence processes and appropriate controls with respect to applicable certification requirements regarding Phoenix's financial and other disclosure.
- vi. Review and approve Phoenix's financial statements, MD&A, management proxy circulars, annual information forms, and other material disclosure documents, and oversee Phoenix's compliance with applicable audit, accounting and reporting requirements.
- vii. Approve annual operating and capital budgets.
- viii. Approve the dividend policy of Phoenix.
- ix. Review and consider for approval all amendments or departures proposed by management from established strategy, capital and operating budgets, or matters of policy which diverge from the ordinary course of business.
- x. Review operating and financial performance results relative to established strategy, budgets and objectives.

c) Integrity, Corporate Conduct & Environment, Health, Safety & Sustainability

- i. Establish a communications policy or policies to ensure that a system for corporate communications to all stakeholders exists, including processes for consistent, transparent, regular and timely public disclosure, and to facilitate feedback from stakeholders.
- ii. Approve a Business Conduct & Ethics Practice for directors, officers and employees and monitor compliance with the Practice and approve any waivers of the Practice for officers and directors.
- iii. To the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of Phoenix and that the CEO and other executive officers create a culture of integrity throughout Phoenix.
- iv. To monitor and discuss the Corporation's policies, programs and practices regarding environment, health, safety & sustainability and review and approve on an annual basis the ESG and Sustainability or similar report published by the Corporation.

d) Risk Management

- i. Review the principal business risks of the Corporation and actions taken by the Corporation to mitigate these risks.
- ii. Review the principal financial risks of the Corporation, including but not limited to changes in commodity prices, interest rates, foreign currency exchange rates and credit.
- iii. Review guidelines, policies and reports from Management with respect to risk assessment, risk management and major financial risk exposures, including the processes Management

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- uses to assess and manage the Corporation's risk and exposures and if, in the Board's view, changes in guidelines and policies are desirable, make such changes, as applicable.
- iv. Review the financial exposures undertaken by the Corporation together with any mitigating strategies and practices and insurance, and consider these in light of any corporate risk management policies which may be approved and adopted from time to time and related internal controls. Such exposures include: derivatives strategies; capital commitments; sovereign and foreign exchange exposures; and exposure to interest rate fluctuations.
 - v. Review the activities of the Corporation's treasury and marketing groups and the financial risks arising from those activities including any proposed authorities of Management from the Board for the hedging of the exposures.
 - vi. Review the Corporation's hedging activities including a summary of the hedge-related instruments at the end of each quarter.
 - vii. Annually review, and if desirable, recommend and/or approve changes to the insurance program including coverage for property damage, business interruption, liabilities, and directors and officers coverage.
 - viii. Review any other significant financial exposures of the Corporation to the risk of a material financial loss including tax audits or other activities.
 - ix. Review the Corporation's financial strategy considering current and future business needs, including, capital markets and the Corporation's credit rating (if any) and review the Corporation's capital structure including debt and equity components, current and expected financial leverage, and interest rate and foreign currency exposures.

e) Board Process/Effectiveness

- i. Attempt to ensure that Board materials are distributed to directors in advance of regularly scheduled meetings to allow for sufficient review of the materials prior to the meeting. Directors are expected to attend all meetings.
- ii. Engage in the process of determining Board member qualifications with the Corporate Governance Committee including ensuring that a majority of directors qualify as independent directors pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices (as implemented by the Canadian Securities Administrators and as amended from time to time) and that the appropriate number of independent directors are on each committee of the Board as required under applicable securities rules and requirements.
- iii. Approve the nomination of directors and fill any vacancy among the directors in accordance with Phoenix's by-laws or in the office of auditor.
- iv. Provide a comprehensive orientation to each new director.
- v. Establish an appropriate system of corporate governance including practices to ensure the Board functions independently of management.

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- vi. Establish appropriate practices for the regular evaluation of the effectiveness of the Board, its committees and its members.
- vii. Establish committees and approve their respective mandates and the limits of authority delegated to each committee.
- viii. Review and re assess the adequacy of the mandate of the committees of the Board on a regular basis, but not less frequently than on an annual basis.
- ix. Review the adequacy and form of the directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.
- x. Select the Board Chair and, if applicable, a Lead Director.

Each member of the Board is expected to understand the nature and operations of Phoenix's business, and have an awareness of the political, economic and social trends prevailing in all countries or regions in which Phoenix operates, or is contemplating potential operations.

Independent directors shall meet regularly, and in no case less frequently than quarterly, without non independent directors and management participation.

The Board may retain persons having special expertise and may obtain independent professional advice to assist it in fulfilling its responsibilities at the expense of Phoenix, as determined by the Board.

In addition to the above, adherence to all other Board responsibilities as set forth in Phoenix's by laws, applicable policies and practices and other statutory and regulatory obligations, such as issuance of securities, etc., is expected.

3. DELEGATION

- a) The Board may delegate certain of its duties to, and receive reports and recommendations from, any committee of the Board.
- b) Subject to terms of the Disclosure, Confidentiality and Trading Policy and other policies and procedures of Phoenix, the Chair of the Board and the Lead Director will act as a liaison between stakeholders of Phoenix and the Board (including independent members of the Board).

POSITION DESCRIPTION CHAIR OF THE BOARD

Global

Date: 08-09-2022



The terms "**Corporation**" and "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation and the term "**Chair**" refers to the Chair of the Board.

1. THE OVERALL TASKS AND RESPONSIBILITIES OF THE BOARD

The Board of the Corporation is responsible for the stewardship of Phoenix. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board.

2. DUTIES AND RESPONSIBILITIES OF THE CHAIR OF THE BOARD

- a) The Chair shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders.
- b) The Chair shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- c) The Chair, together with the Lead Director, shall be responsible to ensure that Board meetings function satisfactorily and that the tasks of the Board are handled in the most reasonable fashion under the circumstances. In this connection, it is recommended that the Chair attempt to ensure that the individual director's particular knowledge and competence are used as best is possible in the Board work for the benefit of the Corporation. The Chair shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
- d) The Chair shall endeavour to ensure that the Board's key discussions take place when as many of the directors as possible are present and that essential decisions are made when as many directors as possible are present.
- e) The Chair shall endeavour to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- f) The Chair shall endeavour, and shall assist the Lead Director in endeavouring, to fulfill their Board leadership responsibilities in a manner that will ensure that the Board is able to function independently of management. The Chair shall consider, and allow for, when appropriate (and shall provide for such a meeting when requested by the Lead Director), a meeting of all independent directors, so that Board meetings can take place without management being present. The Chair, together with the Lead Director, shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Corporation, as determined by the Board, in appropriate circumstances.

POSITION DESCRIPTION CHAIR OF THE BOARD

Global

Date: 08-09-2022



- g) With respect to meetings of directors or shareholders, it is the duty of the Chair to enforce the Rules of Order. These duties include:
 - i. ensuring that the meeting is duly constituted;
 - ii. ensure the meeting provides for reasonable accommodation;
 - iii. confirming the admissibility of all persons at the meeting;
 - iv. preserving order and the control of the meeting;
 - v. in respect of shareholders' meetings, appointing scrutineers if requested and instructing them in their duties;
 - vi. rule on the validity of proxies; and
 - vii. to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting.
- h) With respect to any issues that may involve a conflict of interest involving management, such matters shall be referred by the Chair to the Lead Director.
- i) The Chair, together with the Lead Director, shall also liaise with the Secretary of the Corporation to ensure that a proper notice and agenda has been disseminated, and that appropriate arrangements have been made for all Board and shareholder meetings.
- j) The Chair shall permit the Lead Director to assume any of their responsibilities hereunder to the extent necessary to permit the Lead Director to act as effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

3. REVIEW OF POSITION DESCRIPTION

The Chair of the Board, in consultation with the Board as a whole, shall meet at least annually or more frequently, if required, to review and consider refinement of the position description for the Chair.

POSITION DESCRIPTION CEO

Global

Date: 08-09-2022



The terms "**Corporation**" and "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation and the term "**CEO**" refers to Chief Executive Officer of the Corporation.

1. THE OVERALL TASKS AND RESPONSIBILITIES OF THE CEO

The CEO of the Corporation is responsible for the management of the Corporation and the subsidiaries as applicable. In discharging his or her responsibility, the CEO will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly, ethically and in good faith with a view to the best interests of the Corporation. In general terms, the CEO will:

- a) in consultation with the Board of the Corporation, define the principal objective(s) of the Corporation;
- b) carry out the management of the business and affairs of the Corporation with the goal of achieving the Corporation's principal objective(s) as defined by the Board; and
- c) discharge the duties imposed on the Board by applicable laws.

Without limiting the generality of the foregoing, the CEO will perform the following duties:

2. STRATEGIC DIRECTION, OPERATING, CAPITAL AND FINANCIAL PLANS

- a) present annually to the Board a long range strategic plan and a short range strategic plan, which plans must:
 - i. be designed to achieve the Corporation's principal objectives;
 - ii. identify the principal strategic and operational opportunities and risks of the Corporation's business; and
 - iii. be approved by the Board as a pre-condition to the implementation of such plans.
- b) review progress towards the achievement of the goals established in the strategic, operating and capital plans and revise and alter the Corporation's direction in light of changing circumstances;
- c) identify the principal risks of the Corporation's business and take all reasonable steps to ensure the implementation of the appropriate systems to manage these risks;
- d) ensure the safe, efficient operation of the Corporation and its activities and ensure compliance with the Corporation's environment, health and safety policies and practices;
- e) present plans of potential issuances of additional common shares or other securities to the public for approval by the Board; and
- f) monitor the Corporation's progress towards its goals, assess the need to revise and/or alter the management of the Corporation's operations, and keep the Board informed of the Corporation's progress and/or need to alter or revise the operations of the Corporation in light of changing circumstances.

POSITION DESCRIPTION CEO

Global

Date: 08-09-2022



3. MANAGEMENT AND ORGANIZATION

- a) Monitor and communicate overall human resources policies and procedures, including compensation and succession planning to the Board including, without limitation, annually establishing and maintaining a Board approved plan for senior management development and succession;
- b) foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility;
- c) be subject to a performance evaluation by the Board at least annually;
- d) in consultation with the Board, develop and, as required, revise the position description for the CEO;
- e) in consultation with the Board, establish the limits of management's authority and responsibility in conducting the Corporation's and its subsidiaries' business;
- f) authorize the commitment of corporate resources including, without limitation, entering into agreements, contracts, leases and other commitments on behalf of the Corporation in the ordinary course of business in pursuit of the Corporation's approved strategies, business plans and objectives, provided, however, that all material commitments, exposures and risks shall be reported to the Board on a regular and timely basis;
- g) provide the Board with guidance on the appointment of all officers of the Corporation and approval of the terms of each officer's employment with the Corporation;
- h) provide the Board, both at and outside of Board and Committee meetings, with exposure to the Corporation's key management personnel;
- i) provide the Board (or a committee thereof to which the responsibility in respect thereof may be delegated) with an evaluation of the performance of each senior officer who reports to the CEO; and
- j) communicate any proposed significant change in the management organization structure of the Corporation to the Board.

4. FINANCES AND CONTROLS

- a) Use reasonable efforts to ensure that the Corporation maintains appropriate systems to manage the risks of the Corporation's business;
- b) keep the Board fully informed of all significant operational, financial and other matters relevant to the Corporation;
- c) monitor and communicate the appropriateness of the Corporation's capital structure to the Board;
- d) manage and oversee the required interfaces between the Corporation and the public and act as the principal spokesperson for the Corporation;

POSITION DESCRIPTION CEO

Global

Date: 08-09-2022



- e) ensure that the financial performance of the Corporation is properly reported to shareholders, other security holders and regulators on a timely and regular basis;
- f) in consultation with the Board, establish the ethical standards to be observed by all officers and employees of the Corporation and its subsidiaries and use reasonable efforts to ensure that a process is in place to monitor compliance with those standards;
- g) institute and monitor processes and systems designed to ensure compliance with applicable laws by the Corporation and the officers and employees of the Corporation and its subsidiaries;
- h) institute, and maintain the integrity of effective internal control and information systems, including maintenance of all required records and documentation; and
- i) take all necessary actions to gain reasonable assurance that all financial information made public by the Corporation (including the Corporation's annual and quarterly financial statements) is accurate and complete and represents fairly the Corporation's financial position and performance.

5. DELEGATION

The CEO may delegate his or her duties to and receive reports and recommendations from any officer of the Corporation.

POSITION DESCRIPTION LEAD DIRECTOR

Global

Date: 08-09-2022



The terms "**Corporation**" and "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Chair**" refers to the Chair of the Board and the term "**Management**" refers to the Executive Officers of the Corporation.

1. THE OVERALL TASKS AND RESPONSIBILITIES OF THE BOARD

The Board of the Corporation is responsible for the stewardship of Phoenix. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board.

2. QUALIFICATIONS OF THE LEAD DIRECTOR

In order to act as Lead Director of the Corporation, the person must:

- a) be qualified to serve as a director under Section 105 of the Business Corporations Act (Alberta); and
- b) be "independent" (as such term is used in National Instrument 58-201 – Corporate Governance Guidelines).

3. DUTIES AND RESPONSIBILITIES OF THE LEAD DIRECTOR

- a) The Lead Director's primary role is to act as liaison between Management, the independent directors of the Board as well as stakeholders of the Corporation to ensure the Board is organized properly, functions effectively and independently of Management and meets its obligations and responsibilities, including those matters set forth in the Mandate of the Board.
- b) The Lead Director shall approve agendas for meetings of the Board.
- c) The Lead Director shall be entitled to convene meetings of the Board with the concurrence of at least one other Director.
- d) The Lead Director, in the absence of the Chair, shall preside at meetings of the Board.
- e) The Lead Director shall assist the Chair to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of Management. The Lead Director shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without Management being present.
- f) The Lead Director shall endeavour to ensure reasonable procedures are in place for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances, subject to his or her prior approval.

POSITION DESCRIPTION LEAD DIRECTOR

Global

Date: 08-09-2022



- g) With respect to meetings of directors, it is the duty of the Lead Director, when conducting a meeting, to enforce the by-laws, and rules of procedure. These duties include:
 - i. ensuring that the meeting is duly constituted;
 - ii. ensure the meeting provides for reasonable accommodation;
 - iii. confirming the admissibility of all persons at the meeting;
 - iv. preserving order and the control of the meeting;
 - v. to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting.
- h) The Lead Director shall meet annually with each director to obtain insight as to where they believe the Board and its committees could be operating more effectively. The Lead Director shall provide an annual report to the Board regarding any material learnings result from such meetings.
- i) When required the Lead Director shall also liaise with the Secretary of the Corporation to ensure that proper notice and agenda has been disseminated, and that appropriate accommodations have been made for the specific Board meeting.
- j) The Lead Director shall canvas with Management any need or opportunity for Director involvement in stakeholder engagement.
- k) The Lead Director, in conjunction with the Chair of the Human Resources and Compensation Committee, is responsible for employment matters concerning the CEO and liaising with the CEO in connection with employment matters of the President, CFO and Senior Vice Presidents.

4. REVIEW OF POSITION DESCRIPTION

The Lead Director, in consultation with the Chair and the Board as a whole, shall meet at least annually or more frequently, if required, with the Board, to review and consider refinement of the position description for the Lead Director.

TERMS OF REFERENCE AUDIT COMMITTEE CHAIR

Global

Date: 08-09-2022



The terms "**Corporation**" or "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Committee**" refers to the Audit Committee of the Board, the term "**Chair**" refers to the Chair of the Committee, the term "**CEO**" refers to Chief Executive Officer of the Corporation and the term "**CFO**" refers to Chief Financial Officer of the Corporation.

1. INTRODUCTION

- a) The Chair is appointed annually by the Board and reports to the Board.
- b) The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee.
- c) The Chair works with the CEO and the Senior Vice-President, Finance and CFO of the Corporation to ensure an effective working relationship with Committee members.
- d) The Chair maintains on-going communications with the CEO and CFO and with such other officers and employees of the Corporation as the Chair determines appropriate.
- e) The Chair, in conjunction with the Committee, maintains ongoing communications with the Corporation's external auditors.

2. DUTIES AND RESPONSIBILITIES

a) Working With the Corporation and the Corporation's External Auditors

The Chair has the responsibility to:

- i. lead the Committee in overseeing the work of the Corporation's financial management team and the Corporation's external auditors;
- ii. lead the Committee in overseeing the integrity of the Corporation's financial statements and financial reporting process, including the audit process and the Corporation's internal accounting controls and procedures and compliance with related legal and regulatory requirements; and
- iii. report to the Board after each Committee meeting at the Board's next meeting.

b) Managing the Committee

The Chair has the responsibility to:

- i. attempt to ensure the Committee is alert to its obligations to the Board and pursuant to law;
- ii. chair Committee meetings;
- iii. establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings may be called by the Chair at the request of two members of the Committee or at the request of the Corporation's external auditors);

TERMS OF REFERENCE AUDIT COMMITTEE CHAIR

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- iv. assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee members;
- v. co-ordinate the agenda, information packages and related events for Committee meetings in conjunction with the CFO;
- vi. maintain a liaison and communication with Committee members, other directors and the Board Chair to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- vii. in collaboration with the CFO, assist in ensuring information requested by Committee members is provided and meets their needs; and
- viii. in conjunction with the Board (or a committee of the Board to which responsibility in respect thereof may be delegated), review and assess Committee attendance, performance and compensation and the size and composition of the Committee.

TERMS OF REFERENCE HUMAN RESOURCES & COMPENSATION COMMITTEE CHAIR

Global

Date: 08-09-2022



The terms "**Corporation**" and "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Committee**" refers to the Human Resources & Compensation Committee of the Board, the term "**Chair**" refers to the Chair of the Committee and the term "**CEO**" refers to Chief Executive Officer of the Corporation.

1. INTRODUCTION

- a) The Chair is appointed annually by the Board and reports to the Board.
- b) The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee.
- c) The Chair works with the CEO of the Corporation to ensure an effective working relationship with Committee members.
- d) The Chair maintains on-going communications with the CEO and with such other officers and employees of the Corporation as the Chair determines appropriate.

2. DUTIES AND RESPONSIBILITIES

a) Working with the Corporation

The Chair has the responsibility to:

- i. lead the Committee in overseeing management's formulation of human resource and compensation policies and procedures;
- ii. lead the Committee in overseeing the preparation of the Corporation's public disclosure relating to its human resources and compensation policies and procedures, and generally relating to compliance with human resources and compensation related legal and regulatory requirements;
- iii. lead the Board in assessing (i) the performance of the Corporation's officers, and (ii) the Corporation's policies and procedures and the Corporation's compliance with and adherence to said policies and procedures; and
- iv. report to the Board after each Committee meeting at the Board's next meeting.

TERMS OF REFERENCE HUMAN RESOURCES & COMPENSATION COMMITTEE CHAIR

Global

Date: 08-09-2022



b) Managing the Committee

The Chair has the responsibility to:

- i. attempt to ensure the Committee is alert to its obligations to the Board and pursuant to law;
- ii. chair Committee meetings;
- iii. establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings may be called by the Chair at the request of two members of the Committee);
- iv. co-ordinate the agenda, information packages and related events for Committee meetings in conjunction with the CEO;
- v. maintain a liaison and communication with Committee members, other directors and the Board Chair to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- vi. in collaboration with the CEO, assist in ensuring information requested by Committee members is provided and meets their needs; and
- vii. in conjunction with the Board (or a committee of the Board to which responsibility in respect thereof may be delegated), review and assess Committee attendance, performance and compensation and the size and composition of the Committee.

TERMS OF REFERENCE FOR INDIVIDUAL DIRECTORS

Global

Date: 08-09-2022



The terms "**Corporation**" and "**Phoenix**" refer to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation and the term "**CEO**" refers to Chief Executive Officer of the Corporation.

The Board has established the following standards for Directors.

1. INTRODUCTION

As a member of the Board, each Director will:

- a) fulfill the legal requirements and obligations of a Director, which includes a comprehensive understanding of the statutory and fiduciary roles;
- b) annually review and sign the Compliance Affirmation pursuant to the Code of Business Conduct and Ethics adopted by the Board; and
- c) always ensure that the best overall interests of Phoenix are paramount in all matters of oversight and embrace the leadership role as a Phoenix Director.

2. BOARD OF DIRECTORS ACTIVITY

As a member of the Board, each Director will:

- a) act with integrity;
- b) respect confidentiality;
- c) use his or her ability, experience and influence constructively;
- d) be available as a resource to management and the Board;
- e) advise the CEO or Lead Director in advance of introducing significant and previously unknown information at a Board meeting;
- f) as necessary and appropriate, communicate with the Lead Director and with the CEO between meetings; and
- g) demonstrate a willingness and availability for individual consultation with the Lead Director or CEO.

3. PREPARATION AND ATTENDANCE

To enhance the effectiveness of Board and Committee meetings, each Director will:

- a) prepare for each Board and Committee meeting by reading the reports and background materials provided for the meeting; and
- b) maintain an excellent Board and Committee meeting attendance record.

TERMS OF REFERENCE FOR INDIVIDUAL DIRECTORS

Global

Date: 08-09-2022



4. COMMUNICATION

Communication is fundamental to Board effectiveness and therefore each Director will:

- a) participate fully and frankly in the deliberations and discussions of the Board;
- b) encourage free and open discussion of Phoenix's affairs by the Board;
- c) establish an effective, independent and respected presence and a collegial relationship with other Directors;
- d) focus inquiries on issues related to strategy, policy, and results rather than issues relating to the day-to-day management of Phoenix; and
- e) respect the fact that the CEO is the chief spokesperson for Phoenix and, unless otherwise authorized by the Board, individual Directors are only involved in external communications at the request of, and/or with the approval of, and in coordination with, the CEO.

5. COMMITTEE WORK

In order to assist Board Committees in being effective and productive each Director will:

- a) participate on Committees and become knowledgeable about the purpose of each Committee; and
- b) understand the process of Committee work, and the role of management and staff supporting the Committee.

6. INDUSTRY AND CORPORATE KNOWLEDGE

Recognizing that decisions can only be made by well-informed Directors, each Director will:

- a) become generally knowledgeable of the business of Phoenix and its industry;
- b) participate in Director orientation and development programs developed by Phoenix from time to time;
- c) maintain an understanding of the regulatory, legislative, business, social and political environments within which Phoenix operates; and
- d) become acquainted with Phoenix's senior managers.

TERMS OF REFERENCE NOMINATION & CORPORATE GOVERNANCE COMMITTEE CHAIR

Global

Date: 08-09-2022



The term "**Corporation**" refers to PHX Energy Services Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Committee**" refers to the Nomination and Corporate Governance Committee of the Board, and the term "**Chair**" refers to the Chair of the Committee and the term "**CEO**" refers to Chief Executive Officer of the Corporation.

1. INTRODUCTION

- a) The Chair is appointed annually by the Board and reports to the Board.
- b) The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee.
- c) The Chair works principally with the CEO of the Corporation to ensure effective relations with Committee members.
- d) The Chair maintains on-going communications with the CEO and with such other officers of the Corporation as the Chair determines appropriate.

2. DUTIES AND RESPONSIBILITIES

a) Working with the Corporation

The Chair has the responsibility to:

- i. lead the Committee in overseeing management's formulation of corporate governance policies and procedures;
- ii. lead the Committee in overseeing the preparation of the Corporation's public disclosure relating to its corporate governance policies and procedures, and generally relating to compliance with corporate governance related legal and regulatory requirements;
- iii. lead the Board in assessing the Corporation's compliance with and adherence to said policies and procedures; and
- iv. report to the Board after each Committee meeting at the Board's next meeting.

TERMS OF REFERENCE NOMINATION & CORPORATE GOVERNANCE COMMITTEE CHAIR

Global

Date: 08-09-2022



b) Managing the Committee

The Chair has the responsibility to:

- i. attempt to ensure the Committee is alert to its obligations to the Board and pursuant to law;
- ii. chair Committee meetings;
- iii. establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings may be called by the Chair at the request of two members of the Committee);
- iv. co-ordinate the agenda, information packages and related events for Committee meetings in conjunction with the CEO;
- v. assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee members;
- vi. maintain a liaison and communication with Committee members, other directors and the Board Chair to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- vii. in collaboration with the CEO, assist in ensuring information requested by Committee members is provided and meets their needs; and
- viii. in conjunction with the Board (or a committee of the Board to which responsibility in respect thereof may be delegated), review and assess Committee attendance, performance and compensation and the size and composition of the Committee.