

COMPENSATION, CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

MANDATE AND TERMS OF REFERENCE

Role and Objective

The Compensation, Corporate Governance and Nominating Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Saturn Oil & Gas Inc. (“**Saturn**” or the “**Corporation**”) to which the Board has delegated certain of its responsibilities. The primary responsibilities of the Committee is to assist the Board in fulfilling its responsibility by reviewing matters relating to: (i) compensation of the directors and senior officers of the Corporation in the context of the budget and business plan of the Corporation and to ensure alignment with the Corporation’s short and long term goals; and (ii) corporate governance, nominating and human resources.

Membership of Committee

1. The Board will appoint members to the Committee. The Committee will be comprised of at least three (3) members of the Board or such greater number as the Board may determine from time to time, a majority of whom shall be “independent” (as such term is defined for purposes of National Policy 58-201 – Corporate Governance Guidelines).
2. The Board shall appoint the Committee Chair, who shall be an independent director.

Mandate and Responsibilities of Committee

1. The Committee shall formulate and make recommendations to the Board in respect of compensation issues relating to directors and senior officers of the Corporation. Without limiting the generality of the foregoing, the Committee shall have the following duties:

Compensation Matters

- a. to review and recommend to the Board the retainer and fees to be paid to members of the Board and the Chair of the Board to ensure that such compensation reflects responsibilities and risks involved in being an effective Board member, and to propose the terms and awards of equity compensation for directors;
- b. to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“**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;
- c. to recommend to the Board with respect to non-CEO officer and director compensation including to review management’s recommendations for proposed stock option or other

- incentive-compensation plans and equity-based plans for non-CEO officer and director compensation and make recommendations in respect thereof to the Board;
- d. to periodically review and administer the stock option plan and other incentive plans (collectively, the “**Incentive Plan**”) approved by the Board in accordance with its terms including recommending (and if delegated authority thereunder, approve) the grant of stock options or other incentives under the Incentive Plans in accordance with the terms thereof;
 - e. to consider and recommend other savings plans and benefits plans;
 - f. to review risks facing the Corporation relating to executive compensation matters and to recommend mitigation strategies to manage such risks;
 - g. to determine and recommend for approval of the Board bonuses to be paid to senior officers of the Corporation, and to establish targets or criteria for the payment of such bonuses, if appropriate; and
 - h. 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 the Corporation including the Compensation Committee Report required to be included in the information circular – proxy statement of the Corporation and review other executive compensation disclosure before the Corporation publicly discloses such information.

Corporate Governance and Nominating Matters

- a. annually review 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. considering and, if thought fit, approving requests from one or more directors or committees of directors for the engagement of professional and other advisors from time to time;
- c. annually reviewing the Corporation’s disclosure of its corporate governance practices to be included in the Corporation’s information circular as required by National Instrument 58-101 *Disclosure of Corporate Governance Practices* and any other applicable securities laws;
- d. making recommendations to the Board as to which directors should be classified as “independent directors”, pursuant to any such circular;
- e. 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, including considering the skill set and diverse representation on the Board and recommending nominees who meet the identified criteria and needs of the Board;
- f. evaluating, at least annually, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors, including considering the appropriate size of the Board;

- g. 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;
- h. as required, developing, for approval by the Board, an orientation and education program for new recruits to the Board;
- i. acting 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;
- j. developing and recommending to the Board for approval and periodic review structures and procedures designed to ensure that the Board can function effectively and independently of management;
- k. making recommendations to the Board regarding appointments of corporate officers and senior management;
- l. establishing, reviewing and updating periodically a Code of Conduct (the “**Code**”) and Code of Ethics for Senior Officers and ensuring that management has established a system to monitor compliance with these codes; and
- m. reviewing management’s monitoring of the Corporation’s compliance with the organization’s Code.

Meetings and Administrative Matters

1. 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 and in such cases, the matter should be referred to the Board for additional consideration.
2. 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.
3. 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.
4. Meetings of the Committee should be scheduled to take place at least once per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.

6. The Committee may invite such senior officers and directors 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.
7. 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.
8. The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation, as determined by the Committee.
9. 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.
10. Any issues arising from these meetings relating to the relationship between the Board and management should be communicated to the Chair of the Board by the Committee Chair.
11. In discharging its duties under this Mandate, the Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any senior officer the Corporation's legal counsel, external auditors and consultants and may invite any such persons to attend any part of any meeting of the Committee.

Approved by the Board of Directors on May 24, 2023