

BONTERRA ENERGY CORP.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To Be Held On May 18, 2023

**NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

April 3, 2023

BONTERRA ENERGY CORP.

901, 1015 - 4th Street S.W.
Calgary, Alberta
T2R 1J4

NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF BONTERRA ENERGY CORP.

TAKE NOTICE that the Annual and Special Meeting (the “**Meeting**”) of the holders of common shares of **BONTERRA ENERGY CORP.** (the “**Corporation**”) will be held in the Bow Glacier Room/Bow River Room, 3rd Floor, Centennial Place, West Tower, 250 5th Street SW, Calgary, Alberta, on Thursday, May 18, 2023, at the hour of 10:00 a.m. (Calgary time) for the purposes of:

1. Receiving and considering the audited financial statements of the Corporation for the fiscal year ended December 31, 2022 and the Report of the Auditor thereon;
2. Electing the Board of Directors for the ensuing year;
3. Appointing Deloitte LLP, Chartered Professional Accountants, Calgary, Alberta as the auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix their remuneration;
4. Considering an ordinary resolution to approve the unallocated options under the Corporation’s Stock Option Plan; and
5. Transacting such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular dated April 3, 2023 accompanying this Notice and forming part hereof.

Only shareholders of record at the close of business on April 3, 2023 are entitled to notice of and to attend and vote at the Meeting or any adjournment thereof.

We encourage Shareholders to carefully read the Management Information Circular and vote in advance of the Meeting. Shareholders can vote online, by email, by telephone, or complete, date and sign the form of proxy or voting instruction form, and return by mail or fax as follows:

	<u>BENEFICIAL SHAREHOLDERS</u>	<u>REGISTERED SHAREHOLDERS</u>
	<i>Shares held with a broker, bank or other intermediary</i>	<i>Shares held in own name and represented by a physical certificate</i>
INTERNET	www.proxyvote.com	https://login.odysseytrust.com/pxlogin
EMAIL OR FAX	Call or fax to the number(s) listed on your voting instruction form	Email: proxy@odysseytrust.com Fax: 1-800-517-4553
MAIL	Return the voting instruction form in the enclosed postage paid envelope	Return the form of proxy in the enclosed postage paid envelope

In order to be valid and acted upon at the Meeting, voting instructions must be transmitted online or forms of proxy must be returned to the aforesaid address not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the date of the Meeting, or any adjournment thereof.

DATED at Calgary, Alberta, this 3rd day of April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*D. Michael G. Stewart*"

D. Michael G. Stewart

Chair

BONTERRA ENERGY CORP.

INFORMATION CIRCULAR

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS May 18, 2023

SOLICITATION OF PROXIES BY MANAGEMENT

This Information Circular is furnished in connection with the solicitation of proxies by the management of Bonterra Energy Corp. (the “**Corporation**”) for use at the annual and special meeting of the holders of common shares (“**Common Shares**”) of the Corporation to be held on Thursday, May 18, 2023, at 10:00 a.m. (Calgary time) (the “**Meeting**”) or at any adjournment thereof, for the purposes set forth in the Notice of Meeting accompanying this Information Circular.

There is enclosed herewith a form of proxy for use at the Meeting. A copy of the Annual Report, which includes the audited financial statements of the Corporation for the fiscal year ended December 31, 2022, has previously been disseminated to the requesting shareholders. The holders of Common Shares of the Corporation (“**Shareholders**”) are entitled to vote and are encouraged to participate in the Meeting.

This solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Notice of Meeting, form of proxy and this Information Circular will be borne by the Corporation. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, or by telephone or email by regular employees or agents of the Corporation.

In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.

APPOINTMENT AND REVOCATION OF PROXIES

A Shareholder has the right to appoint a nominee, other than the persons designated in the enclosed form of proxy (who need not be a Shareholder), to represent him at the Meeting, by inserting the name of his chosen nominee in the space provided for that purpose on the form of proxy or by completing another proper form of proxy. Such a Shareholder should notify the nominee of his appointment, obtain his consent to act as proxy and instruct him on how the Shareholder’s shares are to be voted. In any case, the form of proxy should be dated and executed by the Shareholder or his attorney authorized in writing. Registered Shareholders may also cast their vote online (www.odysseytrust.com/login) by following the instructions provided on the form.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and received by Odyssey Trust Company, Stock Exchange Tower, 1230-300 5th Avenue SW, Calgary, Alberta, T2P 3C4, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the date of the Meeting, or any adjournment thereof.

In addition to revocation by any other manner permitted by law, a Shareholder who has given a proxy may revoke it, at any time before it is exercised, by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized and deposited at the registered office of the Corporation at 901, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4, Attention: Corporate Secretary, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used.

NOTICE TO BENEFICIAL HOLDERS OF SHARES

Only registered Shareholders or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Shareholder deals with in respect of the Common Shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited), of which the Intermediary is a participant.

In accordance with the requirements of the Canadian Securities Administrators, the Corporation will distribute copies of the Notice of Meeting, this Information Circular, and the enclosed form of proxy (collectively, the “**meeting materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Shareholders.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Non-Registered Shareholders in advance of Shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Non-Registered Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Non-Registered Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Non-Registered Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form in lieu of the form of proxy. You are asked to complete and return the voting instruction form to them by mail or facsimile. Alternatively, you can use their website www.proxyvote.com or call their toll-free telephone number to instruct them how to vote your shares. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. Bonterra may utilize the Broadridge QuickVote™ service to assist Shareholders with voting their shares.

A Non-Registered Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy or voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

VOTING OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation and have indicated their willingness to represent as proxy the Shareholders who appoint them. Each Shareholder may instruct his proxy how to vote his shares by completing the blanks on the form of proxy.

Common Shares represented by properly executed proxy forms in favour of the persons designated on the enclosed proxy form will be voted for or withheld from voting in accordance with the instructions made on the proxy forms, on any ballot that may be called for and, if Shareholders specify a choice as to any matters to be acted upon, such Shareholders' shares shall be voted accordingly. In the absence of such instructions or choices, such shares will be voted in favour of all matters identified in the Notice of Meeting accompanying this Information Circular.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. The Common Shares represented by the proxy will be voted on such matters in accordance with the best judgment of the person voting such shares. At the time of printing of this Information Circular, management knows of no such amendments, variations or other matters to come before the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF SHARES

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Class A Redeemable Preferred Shares and an unlimited number of Class B Preferred Shares, issuable in series, all without par value. As of March 31, 2023, 37,184,036 Common Shares and nil preferred shares were issued and outstanding. On all matters to be considered and acted upon at the Meeting, holders of Common Shares are entitled to one vote for each Common Share held.

The Board of Directors (the "**Board**") has fixed April 3, 2023, as the record date (the "**Record Date**") for determining which Shareholders are entitled to receive notice of the Meeting. A Shareholder of record at the close of business on April 3, 2023, shall be entitled to vote the Common Shares registered in such Shareholder's name on that date, except to the extent that (a) such person transfers his Common Shares after the Record Date; and (b) the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes his ownership to the Common Shares, and makes a demand to the registrar and transfer agent of the Corporation, not later than 10 days before the Meeting, that his name be included on the Shareholders' list.

To the best of the knowledge of the directors and officers of the Corporation, as at April 3, 2023, no person or company beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the voting rights of the Corporation except as set out in the table below:

Name and Municipality of Residence	Number of Common Shares	Percentage
George F. Fink Calgary, Alberta	4,809,712	12.9%

QUORUM FOR MEETING

At the Meeting, a quorum shall consist of at least two persons holding or representing by proxy not less than twenty-five percent (25%) of the outstanding Common Shares of the Corporation entitled to vote at the Meeting. If a quorum is not present at a meeting within a reasonable time after the time fixed for the holding of the meeting, the Shareholders present or represented at the meeting may adjourn the meeting to a fixed time and place but may not transact any other business.

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Corporation's directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and more particularly discussed below.

1. Financial Statements

The audited financial statements of the Corporation for the year ended December 31, 2022 and the report of the auditors thereon will be placed before the Meeting. These financial statements and the auditor's report are contained in the Annual Report which has previously been distributed to Shareholders.

2. Election of Directors

At the Meeting, it is proposed that six persons be elected as directors of the Corporation, to serve until the next annual meeting of Shareholders or until their successors are duly elected or appointed. There are currently seven directors. Pursuant to the *Canada Business Corporations Act*, the current directors of the Corporation cease to hold office at the close of the Meeting.

The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote for the election of the following nominees. Management does not contemplate that any of the nominees will be unable to serve as a director, but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Mr. George Fink has advised the Board of Directors that he will not be standing for re-election as a Director of the Corporation at the Meeting. The Board of Directors wish to convey their sincere appreciation for Mr. Fink's outstanding contributions and dedication to the success of the Corporation by conferring on Mr. Fink the honorary title of Director Emeritus. Mr. Fink previously retired as the President and CEO of Bonterra in September 2022 and continues to be the largest shareholder of the Corporation (12.9%). In his capacity as Director Emeritus, the Board of Directors will continue to benefit from his insight, advice and guidance. In this new role, Mr. Fink will not be voting on Board matters nor will he receive compensation therefor.

The names and municipalities of residence of the six persons nominated for election as directors of the Corporation by Shareholders, the number of Common Shares of the Corporation beneficially owned or controlled or directed, directly or indirectly, the offices held by each in the Corporation, the period served as director of the Corporation, and the present principal occupation of each (and in the case of a nominee not previously elected at a meeting of Shareholders, the principal occupation of the nominee for the past five years) are as follows:

Name and Municipality of Residence	Common Shares Beneficially Owned or Controlled⁽¹⁾	Time as Director⁽⁷⁾	Principal Occupation
John J. Campbell, ICD.D ⁽⁴⁾⁽⁵⁾⁽⁶⁾ Calgary, Alberta Canada	15,000	Director since 2020	An independent director and consultant that has over 25 years of experience in private equity, energy services, banking and trust company services. Mr. Campbell also serves as an Independent Director for Mynd Life Sciences Inc, and two capital pool companies, Haw Capital 2 Corp and Golo Mobile Inc. Mr. Campbell is also the former President and Co-Founder of Odyssey Trust Company.
Stacey E. McDonald, ICD.D ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ Calgary, Alberta Canada	nil	Director since 2021	An independent consultant that has over 15 years of experience in the energy and financial sectors. Ms. McDonald is also a Director of Birchcliff Energy Ltd.
Patrick G. Oliver Calgary, Alberta Canada	14,800 ⁽²⁾	Director since 2022	Chief Executive Officer and Director of the Corporation since September 2022. B.Com., C.A., Mr. Oliver has over 35 years of E&P experience in various executive roles in both the public and private sector. Over the past 20 years, the majority as CEO, Mr Oliver was instrumental in the building and successful sale of four privately owned Birchill companies with operations in central Alberta. Mr Oliver is also a Director of Enercapita Energy Ltd., a private oil and gas company.
Jacqueline R. Ricci ⁽³⁾⁽⁵⁾⁽⁶⁾ Toronto, Ontario Canada	30,000	Director since 2020	Vice President and Director at J. Zechner Associates since 1997. Ms. Ricci is also a Director of Pine Cliff Energy Ltd.
D. Michael G. Stewart ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ Calgary, Alberta Canada	15,000	Director since 2021	Director and Chair of the Board of the Corporation since March 2021. Director, TC Energy Corporation (oil and gas pipelines) from 2006 to 2022. Director, Pengrowth Energy Corporation (oil and gas exploration and production) from 2010 to 2020. Director, CES Energy Solutions Corp. (oilfield services) from 2010 to 2019.
Rodger A. Tourigny ⁽³⁾⁽⁴⁾⁽⁶⁾ Calgary, Alberta Canada	105,268	Director since 2013	President of Tourigny Management Ltd. (Calgary), a private consulting company, since 1979.

Notes:

- (1) The information as to the number of Common Shares beneficially owned or controlled by directors, not being within the knowledge of the Corporation, has been furnished to the Corporation by the individual nominees.
- (2) Mr. Oliver serves as Chief Executive Officer of the Corporation and, as at December 31, 2022, he held or controlled 9,800 Common Shares with a total value of \$66,248.
- (3) The Audit Committee currently consists of Messrs. Tourigny (Chair) and Stewart and Ms. McDonald and Ricci.

- (4) The Reserves Committee currently consists of Ms. McDonald (Chair) and Messrs. Campbell, Stewart and Tourigny.
- (5) The Human Resources and Compensation Committee currently consists of Messrs. Campbell (Chair) and Stewart and Ms. McDonald and Ricci.
- (6) The Governance and Nominating Committee currently consist of Ms. Ricci (Chair) and McDonald and Messrs. Campbell, Stewart and Tourigny.
- (7) Time as Director includes service as a director of Bonterra Energy Corp. and predecessor corporations.

Corporate Cease Trade Order or Bankruptcies

None of those persons who are proposed directors of the Corporation is, or has been within the past ten years:

- (a) a director or chief executive officer or chief financial officer of any company, including the Corporation, that while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or was subject to an event that resulted, after the proposed director ceased to be a director or chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) a director or executive officer of any company, including the Corporation, that, while such person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold such person's assets.

None of those persons who are proposed directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

3. Appointment of Auditors

At the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote in favour of a resolution to appoint the firm of Deloitte LLP, Chartered Professional Accountants, Calgary, Alberta, to serve as auditors of the Corporation until the next annual meeting of shareholders and to authorize the Board of Directors to fix the remuneration of the auditors.

4. Approval of Unallocated Options under the Stock Option Plan

At the Meeting, Shareholders will be asked to pass an ordinary resolution approving all unallocated options under the Corporation's Stock Option Plan (the "**Stock Option Plan**" or the "**Plan**"). The approval is being sought in accordance with policies of the Toronto Stock Exchange ("**TSX**") which require that unallocated options under a stock option plan that does not have a fixed maximum number of securities issuable must be ratified by Shareholders every three years. The number of Common Shares issuable pursuant to the Plan is limited to 10% of the issued and outstanding Common Shares of the Corporation, rather than a fixed number, and the Plan has not been ratified by Shareholders since 2020. Accordingly, at the Meeting

Shareholders will be asked to pass an ordinary resolution approving the unallocated options available under the Stock Option Plan.

Since the Plan was last approved by Shareholders in 2020, the only amendments to the Plan have been to:

- (i) change the termination provisions of the Plan to permit options held by participants that change positions with the Corporation to remain outstanding; and
- (ii) clarify provisions relating to the expiration of options and the administration of the Plan.

The terms and conditions of the Plan are summarized under the heading “*Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation Strategy and Process – Stock Option Plan Details*”.

As at March 31, 2023, 2,565,000 options to acquire Common Shares were outstanding, representing 6.9% of the 37,184,036 Common Shares issued and outstanding, leaving 1,153,404 Common Shares representing 3.1% of the issued and outstanding Common Shares available to be reserved for future option allocations. At the Meeting, Shareholders will be asked to consider and, if thought appropriate, approve, an ordinary resolution approving the unallocated options under the Stock Option Plan. The ordinary resolution must be approved by a majority vote of the Shareholders. Unless otherwise directed, it is the intention of the management designees to vote proxies in the accompanying form in favour of this ordinary resolution.

If approval is obtained at the Meeting, the Corporation will not be required to seek further approval of the grant of unallocated options under the Stock Option Plan until 2026. If the resolution approving the unallocated options under the Plan is not approved, previously granted options will continue and not be affected; however, in such circumstances, additional options may not be granted and previously granted options will not be available for re-allocation if they are exercised or cancelled.

The text of the ordinary resolution to be considered at the Meeting is as follows:

“**BE IT RESOLVED** as an ordinary resolution that:

1. all unallocated options, rights or other entitlements under the Stock Option Plan be and are hereby approved;
2. the Corporation is hereby authorized to continue granting options under the Stock Option Plan until May 18, 2026, being the date that is three years from the date of this resolution; and
3. any director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this resolution.”

5. Other Matters to be Acted Upon

Management of the Corporation is not aware of any matters to come before the Meeting, other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

The Corporation is not aware of any material interest of any director, executive officer, nominee for election as a director of the Corporation or of any associate or affiliate of any of the foregoing in respect of any matter to be acted on at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of any “informed person” (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation, any proposed nominee for election as a director of the Corporation or any associate or affiliate of any such person or proposed nominee in any transaction since the beginning of the most recently completed financial year, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

No current or former directors, executive officers or employees of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, is or was indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed financial year.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Governance

Composition of the Human Resources and Compensation Committee (the “HRCC”)

The Board has appointed a Human Resources and Compensation Committee of the Board (the “HRCC”). At year-end December 31, 2022, the HRCC was comprised of John J. Campbell (Chair), Stacey E. McDonald, Jacqueline R. Ricci and D. Michael G. Stewart. The Governance and Nominating Committee has determined that each of these directors is “independent” for the purposes of National Instrument 58-201-Corporate Governance Guidelines.

Each member of the HRCC has the relevant education, skill and experience that enables such member to make decisions on the suitability of the Corporation's compensation policies and practice as summarized below:

- Mr. Campbell, Chair of the Human Resources and Compensation Committee, has over 25 years of experience in private equity, energy services, banking and trust company services. Mr. Campbell's background in compensation includes the development and management of public and private company Equity Plan Administration services for Odyssey Trust Company and Valiant Trust Company. Additionally, Mr. Campbell also served on the Leadership and Risk Committees at the Canadian Western Bank, a Schedule 1 Bank. Mr. Campbell also serves as Chair of the Compensation Committee for Mynd Life Sciences Inc. In addition, Mr. Campbell completed the Institute of Corporate Directors' HR & Compensation Committee Effectiveness Course in 2021 and is a holder of the Institute of Corporate Director's Director designation.
- Ms. McDonald has over 15 years of experience in the energy and financial sectors. From September 2016 to July 2018, Ms. McDonald was a Managing Director – Institutional Equity Research

(Energy) at GMP FirstEnergy and its predecessor, GMP Securities, independent global investment banks. While at GMP FirstEnergy and GMP Securities, Ms. McDonald was involved in providing input to the corporations' management compensation committees with respect to the allocation of ongoing incentive and commission payments. She was also involved in assessing performance and setting compensation for staff members. In addition, Ms. McDonald is a holder of the Institute of Corporate Directors' Director designation and as such, has received education specifically relating to the Board's role in enhancing human performance, such as the appointing, evaluation, compensation and renewal of executives.

- Ms. Ricci obtained her CFA in 1991 and has over 35 years of experience in the financial sector assessing corporate performance. Ms. Ricci is Vice President and Director at J. Zechner Associates since 1997 and is also serving on the Compensation Committee for Pine Cliff Energy Ltd.
- Mr. Stewart has been active in the Canadian energy industry for almost 50 years and has experience in the design and administration of compensation programs, having served on the Compensation Committee for several public companies. He is currently the Chair of the Board.

HRCC Mandate

The purpose of the HRCC of the Board of Directors is to recommend, review and approve corporate goals and objectives relevant to officer performance; to evaluate performance to determine compensation; and to make recommendations to the Board regarding compensation including incentive and equity-based compensation plans and review director and officer compensation disclosure prior to its public disclosure.

The HRCC is required to be comprised of not less than three directors. The Board shall appoint the members of the HRCC and designate the Chair. The Board may seek advice and assistance of the Governance and Nominating Committee in identifying qualified candidates. All of the members of the HRCC shall be directors who are independent within the meaning of National Instrument 58-101. Pursuant to the mandate and terms of reference, the HRCC shall convene a minimum of one meeting annually at such times and places as may be determined by the Chair of the Committee and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (the "CEO").

The HRCC shall annually review and recommend to the Board:

- compensation policies, practices and overall compensation philosophy;
- officer and senior management compensation;
- bonus, incentive and equity-based compensation plans and grants and any non-standard remuneration plans;
- any significant changes in the Corporation's employee benefits plans; and
- the adequacy and form of Board compensation to ensure it realistically reflects the responsibilities and risks of membership on the Board.

In carrying out its duties and responsibilities, the Committee shall:

- annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package of the CEO, all other officers of the Corporation and such other key employees of the Corporation or any subsidiary of the Corporation as may be identified by the CEO and approved by the Committee (collectively the "**Designated Employees**");

- review and make a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment;
- periodically review the compensation philosophy statement of the Corporation and make recommendations for changes to the Board as considered appropriate;
- from time to time review and make recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters, to the extent applicable;
- annually, in conjunction with the Corporation's general and administrative budget process, review and make recommendations to the Board regarding compensation guidelines for the forthcoming budget period;
- annually review and recommend the aggregate bonus pool to be made available under the Corporation's incentive compensation plans for senior management, executives and officers;
- review and make recommendations to the Board regarding short-term incentive or reward plans and, to the extent delegated by the Board, approve awards to eligible participants;
- review and make recommendations to the Board regarding the structure and implementation of incentive stock option plans, restricted share unit plans, performance share unit plans, or any other long term incentive plans and, to the extent delegated by the Board, approve grants to participants and the magnitude and terms of their participation;
- annually prepare or review the report on executive compensation and compensation discussion and analysis required to be disclosed in the Corporation's information circular or any other compensation matter required to be publicly disclosed by the Corporation;
- periodically review and make a recommendation to the Board regarding the compensation of the Board;
- as required, retain independent advice in respect of compensation matters and, if deemed appropriate by the Committee, meet separately with such advisors; and
- annually evaluate the performance, contribution and effectiveness of the CEO in the context of the Corporation's goals and objectives, and report the results of its evaluation together with any recommendations to the Board.

Compensation Strategy and Process

The compensation policies for the Corporation are recommended to the Board of Directors by the HRCC which works with the CEO to propose total compensation packages for executives and employees that are in line with the Corporation's strategic priorities and objectives. Bonterra's compensation program for all employees and executive officers, is comprised of three principal components: base salary, short-term incentive compensation comprised of annual discretionary cash bonuses and long-term incentive compensation comprised of Stock Options.

Base Salaries

Executive officers are paid a base salary to compensate them for providing the leadership and specific skills needed to fulfill their responsibilities. The base salaries for the named executive officers are reviewed annually by the HRCC and are determined by considering the personal contributions made by the officers, corporate performance and how their individual compensation levels compare to compensation packages that would be achievable by such officers from other opportunities. Other commercially available salary surveys and peer group data is also utilized. The HRCC annually reviews and recommends for approval to the Board of Directors the total employee based salary pool for distribution at the discretion of the CEO.

Short-Term Incentive Compensation

The short-term incentive program (“STIP”) is designed to reward all employees for their direct contribution to the achievement of annual corporate and personal goals and objectives. Individual employee and executive STIP target awards are based on a Board approved percentage of base salary for each level within the Corporation, and paid out on a 100% discretionary basis. The Board, upon the recommendation from the HRCC, approves the total annual bonus pool, in addition to recommending the CEO and Named Executive Officer STIP awards. The STIP pool for non-executive employees is disbursed at the discretion of CEO. Final disbursements are reported to the HRCC, for information purposes.

Stock Options

The Corporation has adopted a Stock Option Plan (the “**Plan**”), pursuant to which options to purchase Common Shares may be granted to directors, officers, employees and consultants of the Corporation. The Plan is designed, through the grant of options, to reward key individuals in relation to their overall contribution and to the appreciation of the Corporation’s share price during the term of the options. The Plan is an integral component of the Corporation’s total compensation program in terms of attracting and retaining key employees and enhances shareholder value by aligning the interests of executives and employees with share price increases and the growth and profitability of the Corporation. Options grants are typically reviewed and approved annually in December, except for internal promotions and new hires. Options will typically have a five year term and three year vesting, with pricing as prescribed in the Stock Option Plan.

Together, the three principal compensation components are designed to achieve the following key objectives to:

- support Bonterra’s overall business strategy and objectives;
- provide market competitive compensation that is substantially performance based;
- provide incentives which encourage superior corporate performance and retention of highly skilled and talented employees;
- align executive compensation, with corporate performance and therefore shareholders' interests; and
- drive long-term shareholder value.

The aggregate value of the principal compensation components and related benefits is used as a basis for assessing the overall competitiveness of Bonterra’s compensation package. When determining total compensation, including the assessment of the competitiveness of Bonterra's compensation program, the Executive team and the HRCC review the compensation practices of companies in its peer group, with support from external consultants, where appropriate. Bonterra’s peer group for these purposes is comprised of similar sized companies based upon such factors as production, revenue, total assets, free cash flow, capital expenditures and number of employees. These companies compete with Bonterra for executive talent, operate in a similar business environment and are of similar size, scope and complexity. Total

compensation is market-based and performance driven, with individual executive annual cash and total compensation targeted at the median comparable position within the peer group. Individual executive and employee annual cash bonus compensation is performance based, utilizing a Board approved weighting of corporate and personal goals, and percentage of base salary.

The CEO annually assesses the Board approved Corporate Scorecard, individual performance and personal development of each executive officer. The CEO then recommends to the HRCC any proposed base salary adjustment, short-term incentive award and stock option recommendation for each individual executive and the total annual cash bonus pool and stock option awards for all non-executive employees. The HRCC reviews the CEO’s recommendations, in conjunction with its own review of the Corporate Scorecard performance, consultant feedback, if any, and comparative market data. Thereafter, the HRCC recommends to the Board of Directors the compensation package payable to the executive officers and the aggregate annual cash bonus and stock option awards payable to non-executive employee pools for approval.

For 2022, the HRCC and the Board set specific performance targets in assessing the performance of the CEO and executive officers. The Corporate Scorecard performance measures used by the HRCC and the Board in assessing the 2022 performance included: (a) Corporate Annual Guidance; (b) environmental, health and safety and ESG reporting, and (c) development and execution of corporate objectives and near and long-term strategic plans. In determining the 2022 compensation of the executive officers and non-executive directors, the HRCC and the Board followed past practices, primarily involving discussion among the CEO and members and the executive team as to appropriate compensation in relation to the established peer group. The HRCC engaged an independent compensation consultant, Lane Caputo Compensation Inc. (“**Lane Caputo**”), in November 2022 to assist with the review of compensation arrangements for the executive team, management, employees and non-executive directors. Lane Caputo benchmarked the Corporation’s compensation practices against a group of peer companies reflecting Bonterra’s current size and stage of development. Lane Caputo submitted their analysis and recommendations to the HRCC in December 2022. Lane Caputo was also engaged in April 2022 to review the CEO total compensation for succession planning purposes. In July 2022 Lane Caputo submitted their analysis and recommendation to the HRCC.

The following table sets out fees billed by the Corporation’s compensation consultant (excluding GST) in each of the last two years for services provided to the Corporation:

Fiscal Year	Executive Compensation-Related Fees (\$)	All Other Fees (\$)
December 31, 2022	14,411	-
December 31, 2021	22,000	-

The following is the peer group used by Lane Caputo for the benchmarking of Bonterra’s compensation structure and provides a proxy of the competitive market:

Cardinal Energy Ltd.	InPlay Oil Corp.	Perpetual Energy Inc.	Storm Resources Ltd.
Crew Energy Inc.	Kelt Exploration Ltd.	Pipestone Energy Corp.	Surge Energy Inc.
Gear Energy Ltd.	Obsidian Energy Ltd.	Spartan Delta Corp.	Yangarra Resources Ltd.
Headwater Exploration Inc.			

No other consultants were engaged.

Stock Option Plan Details

The Plan reserves for the grant of options 10% of the total number of Common Shares outstanding (on a non-diluted basis). The exercise price of an option is determined at the time of grant and is to be not less than the closing price of the Common Shares on the TSX on the last trading day preceding the date of grant. The term of an option shall not be less than one year and shall not be more than five years from the date of grant. Unless otherwise specified, options vest as to one-third of the entitlement each year following the date of grant. Options are exercisable only during the term of employment or service of an optionee, provided that the exercise period is extended for 120 days in the event of the death of the optionee and ten days in the event of an optionee ceasing to be a director, officer or employee for any reason other than death or termination for cause and not otherwise continuing to be an eligible participant under the Plan. In the event of an option expiring during a blackout period then the expiration date of the option is extended to the tenth business day after the expiry of the blackout period. Options are not transferable, except upon death or as authorized by the Board.

The number of Common Shares reserved for issuance to insiders of the Corporation pursuant to options and other security-based compensation arrangements shall not exceed 10% of the total number of Common Shares outstanding. Furthermore, the issuance of Common Shares to insiders of the Corporation pursuant to options and other security-based compensation arrangements shall not exceed or result in the issuance to insiders during a one year period of more than 10% of the total number of Common Shares outstanding, nor may the issuance to any one such insider and associates of such insider, within a one year period, exceed 5% of the total number of Common Shares outstanding. In addition, the number of Common Shares reserved for issuance to any one person pursuant to options shall not exceed 5% of the total number of Common Shares outstanding.

An optionee may exercise options by payment of the exercise price of the options in cash or the optionee may elect to effect a cashless exercise of any vested and exercisable options whereby the optionee would receive, without any cash payment (other than amounts due in respect of taxes), a number of Common Shares determined by dividing the in-the-money value of the options by the market price of the Common Shares.

The Board may amend the Plan and may amend the terms and conditions of options granted pursuant to the Plan, without Shareholder approval, provided that the amendment does not change the number of options issuable under the Plan, change the class of eligible participants, change the amending provisions of the Plan, reduce the exercise price of options held by insiders or extend the term of options held by insiders. Amendments are subject to any required approval of any regulatory authority or stock exchange.

As at December 31, 2022, there were 2,751,750 options outstanding, representing 7.5% of the Common Shares outstanding as of that date and 939,539 Common Shares representing 2.5% of the outstanding Common Shares available for further option grants. A total of 1,360,940 Common Shares were issued during 2022 on exercise of options. The Corporation granted an aggregate of 2,373,200 options in 2020, 235,500 options in 2021 and 2,051,500 options in 2022. Accordingly, the Corporation's annual option grant burn rate, calculated by dividing the number of options granted under the Plan during the relevant fiscal year by the weighted average number of Common Shares outstanding for the applicable fiscal year, was 7.1% in 2020, 0.7% in 2021 and 5.7% in 2022.

The Corporation also issued 551,000 Common Shares on the exercise of warrants in 2022, 1,187,000 Common Shares in 2021 and nil Common Shares in 2020.

Risks Associated with Compensation Policies and Practices

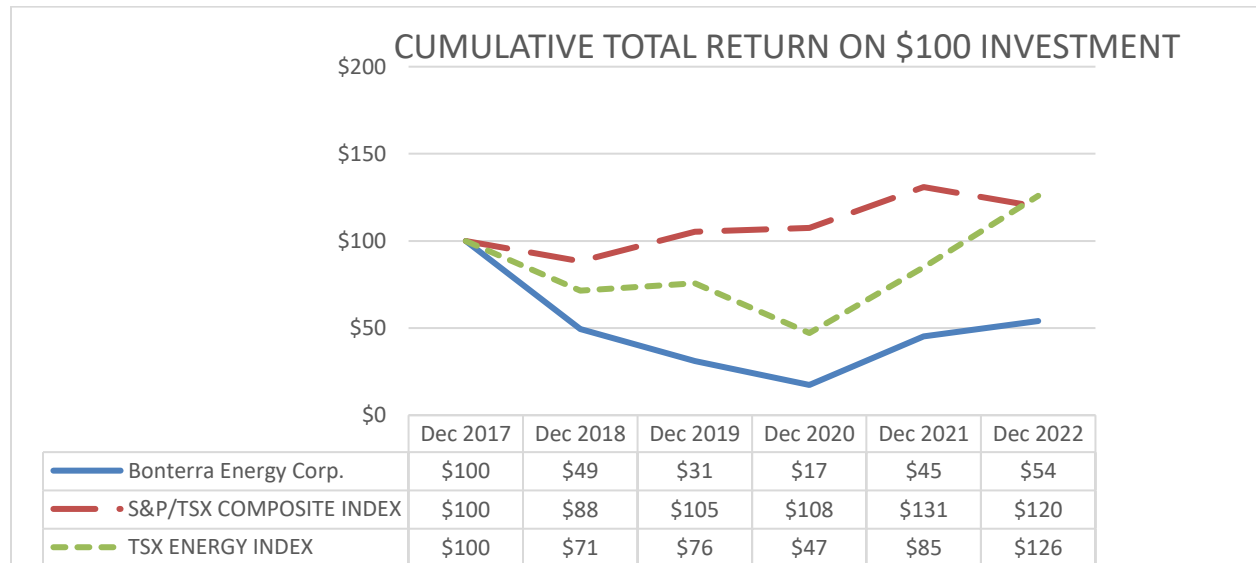
The oversight and administration of the Corporation’s executive compensation program requires the HRCC to consider risks associated with the Corporation’s compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at annual reviews and also throughout the year whenever it is deemed necessary.

Financial Instruments

The Corporation has a policy that would prohibit a Named Executive Officer or director or employee from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director or employee.

Performance Graph

The following graph compares the yearly percentage change in the cumulative shareholder return over the last five years of the Common Shares of the Corporation (assuming a \$100 investment was made on December 31, 2017 and the reinvestment of all dividends into Common Shares of the Corporation) and the cumulative total return of the S&P/TSX Composite Index and the TSX Energy Index.



Total Shareholder Return (“TSR”) and its Relationship to Executive Compensation

Executive compensation is defined as the aggregate of base salary, discretionary annual bonuses, stock options, and any other miscellaneous types of benefits that may periodically be granted to an executive. When the HRCC of the Board determines overall compensation, it considers a number of factors and performance elements. Although TSR is one performance measure that is reviewed, it is not the only consideration. As a result, a direct correlation between TSR over a given period and executive compensation levels is not anticipated.

Process for Granting Option-Based Rewards

The process that the Corporation uses to grant option-based awards to executive officers, including the Named Executive Officers, is for the Board to approve option grants based on recommendations made by the HRCC. Option grants can be made at any time and there are no specific periods for the issuance of options. Option awards are determined based on the factors described above under the heading “*Compensation Strategy and Process - Stock Options*”.

Summary Compensation Table

The following table sets forth a summary of all compensation for services paid during the three most recently completed financial years for Patrick G. Oliver, Chief Executive Officer, George F. Fink, former Chief Executive Officer, Robb D. Thompson, Chief Financial Officer and Corporate Secretary, Adrian Neumann, Chief Operating Officer, and Brad A. Curtis, Senior Vice President, Business Development (the “**Named Executive Officers**”). No other executive officer received total compensation of more than \$150,000 during the most recently completed financial year.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) ⁽⁴⁾	Total compensation (\$)
					Annual incentive plans	Long term incentive plans			
Patrick G. Oliver, Chief Executive Officer ⁽¹⁾	2022	123,411	nil	745,766 ⁽²⁾	nil	nil	nil	nil	869,177
	2021	nil	nil	nil ⁽³⁾	nil	nil	nil	nil	nil
	2020	nil	nil	nil ⁽⁴⁾	nil	nil	nil	nil	nil
George F. Fink, Former Chief Executive Officer ⁽¹⁾	2022	239,133	nil	249,659 ⁽²⁾	150,000	nil	nil	nil	638,792
	2021	340,583	nil	nil ⁽³⁾	87,500	nil	nil	nil	428,083
	2020	318,250	nil	122,247 ⁽⁴⁾	45,000	nil	nil	nil	485,497
Robb D. Thompson, Chief Financial Officer and Secretary	2022	351,950	nil	449,315 ⁽²⁾	150,000	nil	nil	nil	951,265
	2021	340,583	nil	nil ⁽³⁾	87,500	nil	nil	nil	428,083
	2020	335,000	nil	122,247 ⁽⁴⁾	45,000	nil	nil	nil	502,247
Adrian Neumann, Chief Operating Officer	2022	351,950	nil	449,315 ⁽²⁾	150,000	nil	nil	nil	951,265
	2021	340,583	nil	nil ⁽³⁾	87,500	nil	nil	nil	428,083
	2020	335,000	nil	122,247 ⁽⁴⁾	45,000	nil	nil	nil	502,247
Brad A. Curtis, Senior Vice President, Business Development	2022	312,100	nil	449,315 ⁽²⁾	150,000	nil	nil	nil	911,415
	2021	301,950	nil	nil ⁽³⁾	87,500	nil	nil	nil	389,450
	2020	297,000	nil	122,247 ⁽⁴⁾	41,000	nil	nil	nil	460,247

Notes:

- (1) On September 6, 2022 Mr. Fink retired as CEO and was succeeded by Mr. Oliver on that date.
- (2) Represents the compensation value of options granted on February 18, 2022, September 6, 2022 and December 15, 2022. Each grant was issued in three equal tranches. The February 18, 2022 grant was based on a share price of \$9.00, with a weighted average Black-Scholes volatility of 79% and a weighted average life of 2.0 years. The September 6, 2022 grant was based on a share price of \$8.51, with a weighted average Black-Scholes volatility of 70% and a weighted average life of 2.0 years. The December 15, 2022 grant was based on a share price of \$6.82, with a weighted average Black-Scholes volatility of 71% and a weighted average life of 2.0 years. All grants also have assumptions for risk-free rate and dividend yield.
- (3) No options were issued during the year ended December 31, 2021.
- (4) Represents the compensation value of options granted on February 19, 2020 and December 8, 2020. The options granted on February 19, 2020 were issued in two equal tranches, both based on a share price of \$3.14 and for December 8, 2020 option grant value is based on a share price of \$1.67. The options have a weighted average Black-Scholes volatility of

88%. The option grant compensation value reflects a weighted average 1.2 year life as well as assumptions for risk-free rate and dividend yield.

- (5) No options were issued during the year ended December 31, 2019.
- (6) The value of perquisites and benefits for each Named Executive Officer is less than 10% of each Named Executive Officer's total salary for the financial year.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth information in respect of all option-based awards outstanding at the end of the financial year ended December 31, 2022 to the Named Executive Officers of the Corporation.

Option-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Patrick G. Oliver	150,000	6.82	Dec. 15/2027	nil
	150,000	8.51	Sep. 6/2027	nil
George F. Fink	75,000	9.00	Feb. 18/2027	nil
	40,000	3.14	Feb. 18/2023	144,800
Robb D. Thompson	91,000	6.82	Dec. 15/2027	nil
	75,000	9.00	Feb. 18/2027	nil
Adrian Neumann	91,000	6.82	Dec. 15/2027	nil
	75,000	9.00	Feb. 18/2027	nil
	40,000	3.14	Feb. 18/2023	144,800
Brad A. Curtis	91,000	6.82	Dec. 15/2027	nil
	75,000	9.00	Feb. 18/2027	nil
	40,000	3.14	Feb. 18/2023	144,800

Note:

- (1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the TSX on December 30, 2022 of \$6.76.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information relating to the value vested or earned during the Corporation's financial year ended December 31, 2022 in respect of option-based awards and non-equity incentive plan compensation for Named Executive Officers of the Corporation.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Patrick G. Oliver	nil	nil	nil
George F. Fink	nil	nil	150,000

Robb D. Thompson	nil	nil	150,000
Adrian Neumann	nil	nil	150,000
Brad A. Curtis	nil	nil	150,000

Note:

- (1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the TSX on the vesting dates.

Gains Realized upon Exercise of Stock Options

During the financial year ended December 31, 2022, the following Named Executive Officers that exercised options are as follows:

Executive Officer	Number of Options	Exercise price (\$)	Gain on Exercise (\$)
Mr. Fink	40,000	3.14	219,200
	100,000	1.67	601,000
Mr. Thompson	80,000	3.14	605,200
	100,000	1.67	606,000
Mr. Neumann	100,000	1.67	852,700
Mr. Curtis	40,000	3.14	224,800
	100,000	1.67	630,000

Termination and Change of Control Benefits

The Corporation has employment agreements with each of the Named Executive Officers, other than Mr. Fink who retired as Chief Executive Officer effective September 6, 2022. The employment agreements provide for certain payments to be made by the Corporation to the Named Executive Officers in the event of: (i) termination of the Named Executive Officer's employment by the Corporation without cause ("**Termination without Cause**"); or (ii) termination of employment by the Named Executive Officer within 60 days of certain significant changes in the Named Executive Officer's duties and responsibilities, compensation or location of employment or a breach by the Corporation of its obligations pursuant to the employment agreement ("**Termination for Good Reason**"). In addition, the employment agreements include non-solicitation restrictions which restrict Named Executive Officers from soliciting employees, consultants or officers of the Corporation to become engaged in any capacity with a competing business for a period of 12 months following termination of the Named Executive Officer.

In the event of Termination without Cause, the officer is entitled to payment of an amount equal to his monthly salary (plus 12.5% on account of lost benefits) for a specified notice period less the number of months, if any, of working notice provided to the officer plus an amount equal to the average cash bonus paid to the officer in each of the last two calendar years. In the event of Termination for Good Reason, the officer is entitled to payment of an amount equal to his monthly salary (plus 12.5% on account of lost benefits) for a specified notice period plus an amount equal to the average cash bonus paid to the officer in each of the last two calendar years. In the case of Mr. Oliver, the specified notice period for which the monthly salary plus benefits are payable is 24 months, and in the case of Messrs. Thompson, Neumann and Curtis, the specified notice period is 22 months.

The following table sets forth the amounts that would have been payable to each of the Named Executive Officers as of December 31, 2022 under the employment agreements in the case of the two different triggering events.

Name of Director	Triggering Event	(\$)
Patrick Oliver	Termination without Cause ⁽¹⁾	\$866,250

	Termination for Good Reason	\$866,250
Robb D. Thompson	Termination without Cause ⁽¹⁾	\$844,647
	Termination for Good Reason	\$844,647
Adrian Neumann	Termination without Cause ⁽¹⁾	\$844,647
	Termination for Good Reason	\$844,647
Brad A. Curtis	Termination without Cause ⁽¹⁾	\$762,456
	Termination for Good Reason	\$762,456

Note:

- (1) Assumes that the Corporation elects to pay the officer the applicable termination payment without any period of working notice.

In addition, the Stock Option Plan provides for the exercise of unvested options in the event of a change of control of the Corporation. The value of unvested options held by each of the Named Executive Officers at December 31, 2022 (based on the closing price of the Common Shares on the TSX on December 31, 2022) was \$579,200.

Director Compensation for Directors who are Not Named Executive Officers of the Corporation

Director Compensation Table

The following table sets forth information in respect of all amounts of compensation provided to the directors during the Corporation's financial year ended December 31, 2022. As Messrs. Fink and Oliver were Named Executive Officers during the year, their respective disclosure with respect to fees earned (if any) and option-based awards is included in the above sections.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
John J. Campbell	50,000	nil	225,944 ⁽¹⁾	nil	n/a	nil	276,361
Stacey E. McDonald	50,000	nil	87,665 ⁽¹⁾	nil	n/a	nil	106,415
Jacqueline R. Ricci	50,000	nil	225,944 ⁽¹⁾	nil	n/a	nil	276,361
D. Michael G. Stewart	70,000	nil	142,977 ⁽¹⁾	nil	n/a	nil	182,359
Rodger A. Tourigny	50,000	nil	156,805 ⁽¹⁾	nil	n/a	nil	207,222

Notes:

- (1) Represents the compensation value of options granted on February 18, 2022 and December 15, 2022. The options granted were issued in three equal tranches, based on a share price of \$9.00 and \$6.82, respectively. The February 18, 2022 options have a weighted average Black-Scholes volatility of 79%, with a weighted average 2 year life as well as assumptions for risk-free rate and dividend yield. The December 15, 2022 options have a weighted average Black-Scholes volatility of 71%, with a weighted average 2 year life as well as assumptions for risk-free rate and dividend yield.

Outstanding Option-Based Awards

The following table sets forth information in respect of all option-based awards outstanding at the end of the financial year ended December 31, 2022 to the directors of the Corporation.

Option-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)⁽¹⁾
John J. Campbell	18,000	6.82	Dec. 15/27	nil
	48,750	9.00	Feb. 18/27	nil
	30,000	1.18	May 22/23	167,400
	30,000	1.18	May 22/24	167,400
Stacey E. McDonald	18,000	6.82	Dec. 15/27	nil
	11,250	9.00	Feb. 18/27	nil
	30,000	4.95	Aug. 16/23	54,300
	30,000	4.95	Aug. 16/24	54,300
	30,000	4.95	Aug. 16/25	54,300
Jacqueline R. Ricci	18,000	6.82	Dec. 15/27	nil
	48,750	9.00	Feb. 18/27	nil
	30,000	1.18	May 22/23	167,400
	30,000	1.18	May 22/24	167,400
D. Michael G. Stewart	18,000	6.82	Dec. 15/27	nil
	26,250	9.00	Feb. 18/27	nil
	30,000	3.89	Mar. 16/24	86,100
	30,000	3.89	Mar. 16/25	86,100
Rodger A. Tourigny	18,000	6.82	Dec. 15/27	nil
	30,000	9.00	Feb. 18/27	nil
	14,000	3.14	Feb. 18/23	50,680

Note:

(1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the TSX on December 30, 2022 of \$6.76.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information in respect of the value vested or earned during the Corporation's financial year ended December 31, 2022 of option-based awards, share-based awards and non-equity incentive plan compensation for directors of the Corporation.

Name	Option-based awards- Value vested during the year (\$)⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John J. Campbell	293,700	nil	nil
Stacey E. McDonald	116,400	nil	nil
Jacqueline R. Ricci	293,700	nil	nil
D. Michael G. Stewart	169,500	nil	nil
Rodger A. Tourigny	82,040	nil	nil

Note:

(1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the TSX on the vesting dates.

EQUITY COMPENSATION PLAN INFORMATION

As of December 31, 2022, equity securities are authorized for issuance as follows:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders – Stock Option Plan	2,751,750	\$6.86	939,539 ⁽¹⁾
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	2,751,750	\$6.86	939,539

Note:

(1) The Plan reserves for issuance a maximum of 10% of the 36,912,892 Common Shares outstanding at December 31, 2022.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Under National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Corporation is required to include in this Management Information Circular the disclosure required under Form 58-101F1 with respect to the matters set out under National Policy 58-201 *Corporate Governance Guidelines*.

Board of Directors

The Board is responsible for supervising the management of the business and affairs of the Corporation and is currently comprised of seven directors, of which five are independent. The independent directors are John J. Campbell, Stacey E. McDonald, Patrick Oliver, Jacqueline R. Ricci, D. Michael G. Stewart and Rodger A. Tourigny. Patrick Oliver and George Fink, being the present and former Chief Executive Officer of the Corporation, respectively, are not independent by virtue of being a member or former member of the Corporation's management. Some of the Corporation's current directors serve as directors of other reporting issuers as indicated in the table below.

Director	Directorships Held
John J. Campbell, ICD.D	Haw Capital 2 Corp Mynd Life Sciences Inc. Golo Mobile Inc.
Patrick G. Oliver	Enercapita Energy Ltd.
George F. Fink	Pine Cliff Energy Ltd.
Stacey E. McDonald, ICD.D	Birchcliff Energy Ltd.
Jacqueline R. Ricci	Pine Cliff Energy Ltd.

At the end of each meeting of the Board, the independent directors meet without management and the non-independent director to consider any matters arising from the meeting or otherwise that require consideration or discussion among the independent directors. There were 16 such meetings held since the beginning of the last completed financial year.

The Board has appointed D. Michael G. Stewart, an independent director, as Chair of the Board. The primary responsibilities of the Chair of the Board are to serve as the Board's role model for responsible, ethical and effective decision making, provide leadership to the independent directors, to manage the affairs of the Board to ensure the Board is organized properly and functions effectively and to take reasonable steps to ensure that the members of the Board execute their duties pursuant to the Mandate of the Board. The Chair also ensures that the Board is able to function independently of management and considers, and allows for, when appropriate, meetings of independent directors so that meetings can take place without management being present. The Chair also endeavours to ensure that reasonable procedures are in place to allow directors to engage outside advisors at the expense of the Corporation in appropriate circumstances.

The table below outlines the members of each committee as of December 31, 2022, as well as the individual Directors attendance at the meetings.

Director	Total Board and Committee Attendance		Board Meeting	Audit Committee	Human Resources and Compensation Committee	Governance and Nominating Committee	Reserves Committee
John J. Campbell	23/23	100%	Member (16/16)		Chair (2/2)	Member (4/4)	Member (1/1)
George F. Fink	13/16	81%	Member (13/16)				
Stacey E. McDonald	27/27	100%	Member (16/16)	Member (4/4)	Member (2/2)	Member (4/4)	Chair (1/1)
Patrick G. Oliver	4/4	100%	Member (4/4)				
Jacqueline R. Ricci	26/26	100%	Member (16/16)	Member (4/4)	Member (2/2)	Chair (4/4)	
D. Michael G. Stewart	27/27	100%	Chair (16/16)	Member (4/4)	Member (2/2)	Member (4/4)	Member (1/1)
Rodger A. Tourigny	25/25	100%	Member (16/16)	Chair (4/4)		Member (4/4)	Member (1/1)

During 2022 the following changes occurred to the Board and committee membership:

- Mr. Oliver joined the Board effective September 6, 2022.

Board Mandate

The Mandate of the Board (the “**Board Mandate**”) is to plan the Corporation’s long-term objectives and goals on a continuous basis. The Board Mandate is attached hereto as Schedule “A”.

Board Committees

The Board has established the following Board Committees comprised of the members set out in the following table.

<u>Committee</u>	<u>Members</u>	<u>Independent</u>
Audit Committee	Stacey E. McDonald Jacqueline R. Ricci D. Michael G. Stewart Rodger A. Tourigny – Chair	Yes Yes Yes Yes
Human Resources and Compensation Committee	John J. Campbell - Chair Stacey E. McDonald Jacqueline R. Ricci D. Michael G. Stewart	Yes Yes Yes Yes
Governance and Nominating Committee	John J. Campbell Stacey E. McDonald Jacqueline R. Ricci - Chair D. Michael G. Stewart Rodger A. Tourigny	Yes Yes Yes Yes Yes
Reserves Committee	John J. Campbell Stacey E. McDonald - Chair D. Michael G. Stewart Rodger A. Tourigny	Yes Yes Yes Yes

The function of the Governance and Nominating Committee is to recommend governance policies for adoption by the Corporation, to amend, administer and monitor compliance with the Corporation’s governance policies and to identify and recommend candidates for election to the Board. In addition, the Corporation’s Environmental, Social and Governance (“**ESG**”) initiatives, strategies and reporting fall under the purview of the Committee.

The function of the Reserves Committee is to recommend the engagement of a reserves evaluator, ensure the reserves evaluator’s independence, review the procedures for disclosure of reserves evaluation, meet independently with the reserves evaluator to review the scope of the annual review of reserves, discuss findings and disagreements with management, annually assess the work of the reserves evaluator and approve the Corporation’s annual reserve report and consent forms of management and the reserves evaluator thereto.

Position Descriptions

The position descriptions are as follows:

Board of Directors and Committee Chairs

The Board is responsible for the overall direction of the Corporation. Its role is to guide the Corporation and set objectives that will best serve the interests of the Shareholders. The Board meets or has conference call meetings at least four times per year. Each Committee meets a minimum number of times per year as

required to conduct its respective duties. Agendas are provided to all directors in advance of all meetings and are generally prepared by management and are discussed with Board members who are responsible for particular items with regard to the agenda.

The Chair of the Board is responsible for setting the agenda for each Board meeting and the Chairs of the Committees are responsible for setting the agenda for each of their respective Committee meetings. The Chair of each Committee reports to the Board following each Committee meeting. Minutes of each Board and Committee meeting are reviewed and approved subsequent to each meeting. The Board and Committees continue to establish key goals to provide focus to their core responsibilities on an ongoing basis.

The Board and each Committee can meet independently of management at any time and are encouraged to do so whenever a member deems it is warranted. The Board and each Committee also have the authority to engage independent advisors, paid for by the Corporation, to provide it with expert advice.

Currently the Board consists of five independent directors and two directors who are not independent. The term for each director, the Board Chair and each Committee Chair is for one year. The Chair of the Board is responsible for providing leadership to the Board in the governance of the Corporation, overseeing all aspects of Board direction and administration, overseeing the communication of management strategy and plans to the Board and ensuring that the Board receives regular updates from management on matters that are important to the future of the Corporation. The main responsibility of the Chairs of the respective Committees as outlined above is to oversee the execution of the responsibilities of the specific Committee on an ongoing basis and to communicate these requirements to the full Board.

Each Board member is evaluated informally each year by all of the other Board members and formally by all of the Shareholders in that they are required to be elected each year by the Shareholders.

CEO Position

The Board sets goals and objectives each year for the CEO by providing guidance through approval of formal documents and informal discussions with Board members and Committee members including the CEO. The independent directors evaluate the CEO's performance at least annually. For a detailed analysis of the CEO's compensation for 2022, please see "*Statement of Executive Compensation*" above.

Environment, Social & Governance (ESG) Practices

Bonterra prioritizes the health and safety of our employees, contractors, stakeholders, and the public, along with the preservation of the environment and the integrity of our infrastructure. Our Company culture encourages responsibility and accountability for health, safety, and environmental performance across all levels of the organization and in early 2023, Bonterra published our second Sustainability Report, designed to align with the Task Force for Climate-Related Financial Disclosures (TCFD) framework and reference the Sustainability Accounting Standards Board (SASB), which is available on our website at https://www.bonterraenergy.com/assets/BNE-Sustainability-Report_2022.pdf.

Management continuously evaluates our actual performance across many ESG areas, comparing it to our corporate objectives, regulatory requirements, and industry peers. This information is then shared with the Board on a quarterly basis, and we work collaboratively to identify areas for improvement. In addition to financial and operational measures, our employees and executives are compensated based on their performance in health, safety, and environmental areas. To support our focus on corporate responsibility, we have developed detailed policies for health and safety management, environmental management, and asset and infrastructure integrity management. These policies outline performance objectives, procedures,

and key accountabilities at all levels of the Corporation. Management and the Board review these policies annually and make necessary revisions.

Orientation and Continuing Education

The Corporation has developed an orientation program, administered by the Governance and Nominating Committee, for new directors which provide each new director with all applicable information regarding the roles and responsibilities of the Board, each Committee, the Board Chair, Chair of each Committee and the CEO. It provides information regarding the nature and operation of the Corporation's business, its organizational structure, governance policies including the Board Mandate and each Committee Mandate, the Whistle Blower Policy and the Code of Business Conduct, which is available on SEDAR at www.sedar.com and the Corporation's Disclosure Policy. The information is updated as the Corporation's business, governance documents and policies change.

The Corporation arranges for presentations to be made to the Board and each Committee of the Board to inform directors regarding corporate developments and changes in legal, regulatory and industry requirements affecting the Corporation. As well, directors are encouraged to visit the Corporation's facilities, to interact with management and employees and to stay abreast of industry developments and the evolving business of the Corporation. The Corporation encourages its Board and Committee members to continue to educate themselves through courses and discussions that will be paid for by the Corporation to ensure that its directors maintain the skill and knowledge necessary to meet their obligations as directors.

Ethical Business Conduct

The Corporation has adopted a written Code of Business Conduct (the "**Code**"). The Governance and Nominating Committee takes reasonable steps to monitor compliance with the Code by requiring employees, on the commencement of their employment and as and when directed by management, to sign a copy of the Code acknowledging that they have read, understood and will comply with the Code. The Code applies to the Corporation's directors, executive officers, management, employees and consultants, each of whom is expected to ensure that his or her behaviour accords with the letter and the spirit of the Code. The Code also encourages all parties who engage in business with the Corporation to report any perceived and all actual breaches of the Code in accordance with the Corporation's Whistle Blower Policy. The Chair of the Audit Committee is responsible for investigating complaints, presenting complaints to the Committee and any other applicable Committee of the Board or the Board as a whole, and developing a plan for promptly and fairly resolving complaints. Upon conclusion of the investigation and resolution of a complaint, the Chair of the Committee will advise the complainant of the corrective measures that have been taken or advise the complainant that the complaint has not been substantiated. The Code prohibits retaliation by the Corporation, its directors, executive officers and management, against complainants who raise concerns in good faith and requires the Corporation to maintain the confidentiality of complainants to the greatest extent practicable. Complainants may also submit their concerns anonymously in writing. However, complaints that in the future are determined to be inaccurate or untruthful could result in suspension or dismissal.

In addition to the Code, the Corporation has an Audit Committee Charter regarding the collection and dissemination of accounting information, and a Whistle Blower Policy with respect to reporting accounting and auditing irregularities, as well as other corporate misconduct and breaches of the Code. Copies of these documents are available on the Corporation's website.

Since the beginning of the most recently completed financial year, no material change reports have been filed that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Exercise of Independent Judgment

The Board encourages and promotes a culture of ethical business conduct by appointing directors who demonstrate integrity and high ethical standards in their business dealings and personal affairs. Directors are required to abide by the Code and are expected to make responsible and ethical decisions in discharging their duties, thereby setting an example of the standard to which management and employees should adhere. The Board is required by the Board Mandate to satisfy itself that the CEO and other executive officers are acting with integrity and fostering a culture of integrity throughout the Corporation.

The Governance and Nominating Committee is responsible for reviewing departures from the Code by executive officers, management, employees and consultants, reviewing and either providing or denying waivers from the Code, and disclosing any waivers that are granted in accordance with applicable law. The Board as a whole is responsible for responding to conflict of interest situations involving directors, particularly with respect to existing or proposed transactions and agreements in respect of which directors advise they have a material interest.

Conflicts of Interest

The Board Mandate requires: (1) that directors and officers disclose any material interest in any transaction or agreement with the Corporation; (2) that an individual director, if requested by himself or by the Board, excuse himself or herself from Board deliberations; and (3) that directors do not vote in respect of transactions in which they have an interest. The Corporation's directors and officers must also abide by the disclosure of conflict of interest provisions contained in the *Canada Business Corporations Act*. By taking these steps, the Board strives to ensure that directors at Board meetings exercise independent judgment, unclouded by the relationships of the directors and officers to each other and the Corporation, in considering transactions and agreements in respect of which directors and executive officers have an interest.

Director Nomination

Responsibility for identifying new candidates to join the Board belongs to the Governance and Nominating Committee. The Governance and Nominating Committee is comprised entirely of independent directors. This Committee is responsible for identifying qualified candidates, recommending nominees for election as directors, and appointing directors to Committees. The Committee is required to consider a candidate's independence, financial acumen, skills, experience, background, diversity and available time to devote to the duties of the Board in making their recommendations for nomination. The Committee reviews the composition and size of the Board and tenure of directors in advance of annual general meetings when directors are most commonly elected by the Corporation's Shareholders, as well as when individual directors indicate that their terms may end or that their status may change.

In addition, the Governance and Nominating Committee is empowered to recommend candidates to fill any vacancy in the Board that arises between annual meetings. Subject to the Articles of the Corporation, the Governance and Nominating Committee also has the authority to recommend the appointment of additional directors between annual meetings.

Compensation

The HRCC annually recommends the compensation to be received by the Corporation's directors, the CEO and executive officers and evaluates the proposed compensation to be received by the executive officers and management. The HRCC is comprised entirely of independent directors. The CEO, who is also a director, does not participate in any Board discussions with regard to compensation issues that pertain to him. Compensation is determined in the context of the Corporation's goals, shareholder returns and other achievements, and considered in the context of position descriptions, goals and the performance of each

individual director and officer. With respect to directors' compensation, the HRCC reviews the level and form of compensation received by the directors, members of each Committee, and the Chair of the Board and each Committee, considering the duties and responsibilities of each member, his or her past service and continuing duties in service to the Corporation.

Director Assessment

The Governance and Nominating Committee, at least annually, is responsible for conducting an annual evaluation and assessment of the performance, contribution, competencies and effectiveness of individual directors, each Committee, the Board Chair and the Board as a whole. The annual review also asks directors to provide feedback on the Corporation's Board and Committee Mandates, the Code and all of its policies. The Governance and Nominating Committee discusses the information gathered pursuant to the annual assessment, the results of which are then presented to the Board in order to engage in a discussion regarding Board effectiveness and how it may be improved, including the appropriate size of the Board.

Term Limits

The Board has not adopted term limits for Board members, mandatory retirement policies or other mechanisms of Board renewal. However, the Governance and Nominating Committee has a process in place for the annual review of the performance of individual directors, the Board Chair, the Board as a whole and the Board Committees. Through this annual review process, the Governance and Nominating Committee determines whether an individual director is able to continue to make an effective contribution and recommend changes when appropriate. The Board is of the view that a regular review process is more effective than arbitrary term limits or other mechanisms of Board renewal such as a mandatory retirement age. The Governance and Nominating Committee also has the mandate and responsibility for annually reviewing the composition, skills and tenure of directors in advance of annual meetings of shareholders and whenever individual directors indicate that their status as members may change.

Representation of Designated Groups on the Board and in Executive Officer Positions

Policies Regarding Representation of Designated Groups on the Board

The Corporation has adopted a written diversity policy that is intended to promote diversity on the Board and includes policies relating to the identification and nomination of women, Aboriginal peoples, persons with disabilities and members of visible minorities (collectively, "**Designated Groups**") to serve as directors. In the diversity policy and this Information Circular, Aboriginal peoples, persons with disabilities and members of visible minorities have the meaning given in the *Employment Equity Act* (Canada). The Governance and Nominating Committee recommended, and the Board approved the diversity policy in recognition that diversity among the Corporation's directors supports balanced consideration of matters and fulsome debate, which enhances decision making and maximizes shareholder value. The policy provides that, although the Corporation remains committed to a merit-based system for Board composition, the Governance and Nominating Committee will seek to achieve an appropriate level of diversity on the Board by having regard to the differing skills, experience, education, gender, age, ethnicity and cultural background of Board members.

To ensure the Corporation taps into a broad pool of the best qualified individuals, an external search firm may be retained to help identify future openings for new directors with the mandate that the pool must take diversity into account, in addition to the other attributes desired. Any search, whether executed by an outside executive search firm or through an internal process, is directed to include a diverse set of candidates, including members of Designated Groups, in its list of potential nominees presented to the Board for its consideration. The final decision will be based on merit and the contribution that the chosen candidate brings to the Board.

The Governance and Nominating Committee measures the effectiveness of the policy by reviewing the number of members of Designated Groups considered or brought forward for Board positions and the skills, background and experience of such candidates to ensure they are being fairly considered relative to other candidates.

Consideration of the Representation of Designated Groups in the Director Identification and Selection Process

The Governance and Nominating Committee considers the skills, experience and background that would enhance the overall effectiveness of the Board and seeks candidates that are anticipated to bring those qualities to the Board. The representation of members of Designated Groups is one of many criteria that is considered, however a candidate's skills and experience are the primary criteria. For more information on the director identification and selection process, please refer to "Director Nomination".

Consideration Given to the Representation of Designated Groups in Executive Officer Appointments

Executive appointments at Bonterra are determined based on merit and qualifications relevant for the specific role. Consideration is given to a broad range of skills, background and experience. Diversity is considered; however, the ultimate decision is determined based on the best candidate for the role. The representation of members of Designated Groups and the benefit of diversity are among many factors that are considered in assessing the contribution of an executive officer.

Targets Regarding the Representation of Designated Groups on the Board and in Executive Officer Positions

Bonterra has not adopted a specific target regarding the number of members of Designated Groups on the Board and in executive officer positions as the representation of members of Designated Groups and the benefits of diversity are among many factors that are considered in assessing the potential contribution of a prospective director or executive officer.

Number of members of Designated Groups on the Board and in Executive Officer Positions

The Corporation currently has two members of the Board (29%) that are women and no members of any other Designated Groups (nil percent) on the Board. The Corporation does not currently have any members of Designated Groups (nil percent) in executive officer positions.

AUDIT COMMITTEE INFORMATION

Under National Instrument 52-110 *Audit Committees*, the Corporation is required to include in its Annual Information Form ("AIF") the disclosure required under Form 52-110F1 with respect to its Audit Committee, including the text of its Audit Committee charter, the composition of the Audit Committee and the fees paid to the external auditor. The Corporation's disclosure with respect to the foregoing is contained in the section of its AIF dated March 9, 2023 entitled "Audit Committee Information". A copy of the AIF has been filed on SEDAR at www.sedar.com. Copies of the AIF are also available free of charge upon written request to the Corporation at Suite 901, 1015 - 4th Street S.W., Calgary, Alberta, Attention: Chief Financial Officer.

ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis ("MD&A") for the year ended December 31, 2022. Copies of the Corporation's financial statements and MD&A are available on written request to the Corporation at Suite 901, 1015 - 4th Street S.W., Calgary, Alberta T2R 1J4, Attention: Chief Financial Officer.

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

SCHEDULE “A”

MANDATE OF THE BOARD OF DIRECTORS OF BONTERRA ENERGY CORP. (THE “CORPORATION”)

The primary responsibility of the Board of Directors is to supervise the management of the Corporation to ensure the long term success of the Corporation and to maximize shareholder value. Any responsibility which has not been delegated to management remains with the Board of Directors of the Corporation (the “Board”).

COMPOSITION

The Board shall be composed of a minimum of three Directors and a maximum of fifteen Directors. Except as set out in the By-Laws of the Corporation, Board members will be elected at the annual meeting of the shareholders and will serve until their successors are duly appointed. A majority of the Directors will be independent. All members of the Board of Directors shall have the skills and abilities required to carry out their duties and responsibilities in the most effective manner. The Board of Directors shall endeavour to always have the right mix of experience and competencies to discharge its responsibilities.

MEETINGS

The Board of Directors meets or has conference call meetings at least four times per year, and as deemed necessary in order to carry out its duties effectively. The Board of Directors shall also retain independent advice, if deemed necessary, which will be paid for by the Corporation.

DUTIES AND RESPONSIBILITIES

The Board of Directors is charged with the overall stewardship of the Corporation and manages or supervises the business of the Corporation and its management. The Board of Directors’ responsibilities include:

1. Management Selection, Retention and Succession

- Select, appoint and if necessary terminate the CEO
- Approve the list of directors standing for election, as recommended by the Governance and Nominating Committee
- Review its charter annually and recommend changes to the Board of Directors when necessary
- Annually appoint directors to the following committees:
 - the Audit Committee
 - the Governance and Nominating Committee
 - the Human Resources and Compensation Committee
 - the Reserves Committee

and delegate to such committees’ specific responsibilities, pursuant to their respective mandate, as approved by the Board of Directors

- At the Board's discretion, appoint any other Board committees that the Board decides are needed and delegate to such committees' specific responsibilities, pursuant to their respective mandate, as approved by the Board
- Approve compensation and compensation programs for senior management, as recommended by the Human Resources and Compensation Committee
- Assess the CEO against corporate objectives approved by the Board
- Assess, annually, the effectiveness and the performance of the Board, committees and directors in fulfilling their responsibilities
- Approve director's compensation, as recommended by the Human Resources and Compensation Committee

2. Strategy

- Review and approve the corporate objectives developed by the CEO
- Review, adopt and monitor the Corporation's strategic planning process
- Monitor the Corporation's performance in light of the approved strategic planning process
- Adopt, annually, a strategic planning process to maximize shareholder value

3. Disclosure

- Approve the Corporation's policy on public disclosure
- Ensure that written and oral communications to the public, legal and regulatory authorities and stock exchanges are timely, factual and accurate, do not contain any misrepresentations and are broadly disseminated
- Review disclosure controls and procedures and monitor the effectiveness of disclosure controls and procedures

4. Corporate Ethics and Integrity

- Review and monitor the Corporation's Code of Business Conduct and disclose any waivers of the code for officers and directors
- Review and respond to potential conflict of interest situations
- Ensure policies and processes are in place for the identification of principal business risks and review and approve risk management strategies
- Approve corporate policies and other corporate protocols and controls
- Review, annually, its mandate and amend as deemed necessary

5. Financial Responsibilities

- Approve the annual financial statements of the Corporation as recommended by the Audit Committee
- Approve the quarterly interim financial statements of the Corporation, as recommended by the Audit Committee
- Recommend to the shareholders the appointment of the Corporation's external auditors, as recommended by the Audit Committee
- Review and approve the Corporation's operating budget
- Review, as deemed necessary, approval authorities to the CEO and senior management
- Approve financial commitments in excess of delegated approval authorities
- Review and approve any material acquisitions, divestments, and corporate reorganizations
- Assess and approve any material securities offerings, financing or banking arrangements

TIMETABLE

The Board's work schedule will be conducted on an ongoing basis to serve the requirements of applicable regulations.