

CHARTER OF THE BOARD OF DIRECTORS

JULY 2019



CHARTER OF THE BOARD OF DIRECTORS

This Charter of the Board of Directors (the “**Board**”) of Oryx Petroleum Corporation Limited (the “**Company**”) was adopted and approved on 11 January 2013 and amended 4 November 2014, 29 July 2015, 14 March 2017 and 30 July 2019.

GENERAL

1. MANDATE

The Board has adopted this Charter to assist the Board in fulfilling its obligations to all stakeholders of the Company.

2. DEFINITIONS AND INTERPRETATION

In this Charter:

- (a) “**CEO**” means the Chief Executive Officer of the Company;
- (b) “**Chair**” means the chair of the Board;
- (c) “**Committees**” means all standing committees of the Board and such additional committees formed by the Board from time to time;
- (d) “**Director**” means a member of the Board;
- (e) “**Independent**” shall have the meaning ascribed to it under s. 1.4 and s. 1.5 of National Instrument 52-110; and
- (f) “**Lead Independent Director**” has the meaning set out in paragraph 4.2 below.

COMPOSITION AND FUNCTIONS OF THE BOARD

3. COMPOSITION

The Board shall consist of as many Directors as the Board shall determine from time to time but, in any event, not fewer than three and not more than twenty, a majority of whom shall be Independent.

At least twenty-five per cent of the Directors must be resident Canadians; however, if the Board has fewer than four directors, at least one director must be a resident Canadian.

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4. CHAIR

4.1 Board to Appoint Chair

The Board shall designate the Chair of the Board annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected (the “**Shareholder Meeting**”), provided if the appointment of the Chair of the Board was not so made and further provided that the then serving Chair of the Board was elected as a Director at the Shareholder Meeting, the person then serving as Chair of the Board shall continue as Chair of the Board for a duration of 5 years and thereafter until his or her successor is approved. The Chair will have the competencies and skills determined by the Board. If the Chair is not present at a meeting of the Board, then (i) the Lead Independent Director, if such position exists and is occupied at the time, shall preside as chair of the meeting, or (ii) if there is no Lead Independent Director or if the Lead Independent Director is not present, the members of the Board may designate an interim chair for the meeting by majority vote of the members present.

4.2 Lead Independent Director

If the Chair is not Independent, then the chair of the Corporate Governance Committee will act as Lead Independent Director, and will facilitate the functioning of the Board independently of management of the Company and provide independent leadership to the Board as required and act as a contact point for the Independent Directors.

4.3 Specific Duties of the Chair

The Chair will:

(a) *Leadership*

- (i) Provide overall leadership to enhance the effectiveness of the Board.
- (ii) Take all reasonable steps to ensure that the responsibility and duties of the Board, as outlined in this Charter, are well understood by the Directors and executed as effectively as possible.

(b) *Ethics*

- (i) Foster ethical and responsible decision-making by the Directors.

(c) *Board Governance*

- (i) Provide effective Board leadership, overseeing all aspects of the Board’s direction and administration in fulfilling the terms of its Charter.

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- (ii) With the Board, oversee the structure, composition, membership and activities delegated to the Board.

(d) *Board Meetings*

- (i) In consultation with the Directors, ensure that the Board meets at least four times in each fiscal year and at least once in each fiscal quarter, and as many additional times as necessary to carry out its duties effectively.
- (ii) With the CEO and the Corporate Secretary establish the dates, location and agenda for each Board meeting.
- (iii) Chair all meetings of the Board, including closed sessions and *in-camera* sessions.
- (iv) Ensure sufficient time during Board meetings to fully discuss agenda items.
- (v) Encourage Directors to ask questions and express viewpoints during meetings.
- (vi) Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- (vii) Ensure that the Board meets in separate, regularly scheduled, *in-camera* sessions.

(e) *Board Reporting*

- (i) Ensure that Board materials are available to all Directors in a timely manner.
- (ii) Ensure that all business requiring shareholder approval is brought before a meeting of shareholders.

(f) *Board Management Relationships*

- (i) Take all reasonable steps to ensure that Directors receive necessary training and support to enable them to fulfill the Board Charter.
- (ii) Facilitate effective communication between Directors and the CEO, both inside and outside of Board meetings.
- (iii) Have an effective working relationship with the CEO.

(g) *Evaluations*

- (i) Ensure that a performance evaluation of the Board and the Chair is conducted, soliciting input from all Directors.

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(h) *Advisors/Resources*

- (i) Ensure that resources and expertise are available to the Board so that it may conduct its work effectively and efficiently.
- (ii) Coordinate with the Board to retain, oversee, compensate and terminate independent advisors to assist the Board in its activities.

(i) *Other*

- (i) Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Board.
- (ii) To honour the spirit and intent of applicable law as it evolves.

4.4 Specific Duties of the Lead Independent Director

If the Chair is not Independent, there will be a Lead Independent Director who will:

(a) *Independence*

Ensure that the Board functions independently of management of the Company and other non-Independent Directors.

(b) *Board Governance*

Be available as a resource to consult with the Chair and other Directors on corporate governance practices and policies, and assume the primary leadership role in addressing issues of this nature if under the circumstances it is inappropriate for the Chair to assume such leadership.

(c) *Board Meetings*

- (i) Bring to the attention of the Chair and the CEO any issues concerning the quality, quantity and timeliness of information provided by management to the Independent Directors.
- (ii) In the absence of the Chair, or in the event there is a potential conflict of interest between the Chair and the Company, chair relevant Board meetings and, in addition, chair any Board meeting at which only Independent Directors are present.

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(d) *Board Management Relationships*

- (i) Meet with any or all of the Independent Directors, if so requested, and represent such Directors in discussions with management of the Company on corporate governance issues and other matters.
- (ii) Bring to the attention of the Chair and the CEO any issues of independence and conflict that are or may prevent the Board from being able to properly carry out its responsibilities.

(e) *Other*

- (i) Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Board.
- (ii) Honour the spirit and intent of applicable law as it evolves.

5. MEETINGS

5.1 Quorum

A majority of the Directors shall constitute a quorum. Directors may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Director participating by any such means shall be deemed to be present at that meeting.

5.2 Secretary

The Corporate Secretary of the Company shall be the secretary of the meetings of the Board, provided that if the Corporate Secretary is not present, the chair of the meeting may appoint a secretary for the meeting with the consent of the Directors who are present.

5.3 Time and Place of Meetings

The Chair, in consultation with the Directors, shall determine the schedule and frequency of the Board meetings provided that the Board shall meet at least four times in each fiscal year and at least once in every fiscal quarter. The Board shall have the authority to convene additional meetings as circumstances require.

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5.4 Notice of Meetings

Notice of meetings of the Board shall be given to each Director not less than five business days before the time of the meeting, provided that meetings of the Board may be held without formal notice if all of the Directors are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting. Notice of meeting may be given verbally or delivered personally, given by mail, facsimile or other electronic means of communication and need not be accompanied by an agenda or any other material. The notice shall however specify the purpose or purposes for which the meeting is being held.

5.5 Minutes

Decisions or recommendations of the Board shall be evidenced by resolutions passed at meetings of the Board and recorded in the minutes of such meetings or by an instrument in writing signed by all Directors entitled to vote on that resolution. A copy of the draft minutes of each meeting of the Board, including any resolutions evidencing decisions or recommendations of the Board, shall be transmitted promptly by the secretary to each Director for confirmation at the next meeting.

5.6 Additional Meetings

The Board may meet separately and periodically with the officers of the Company, external legal counsel and any other person as the Board may deem appropriate or necessary from time to time.

5.7 Right to Vote

Each Director shall have the right to vote on matters that come before the Board.

5.8 Invitees

The Chair may invite officers and employees of the Company or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board as may be deemed appropriate. The officers of the Company will present to the Board and be present at Board meetings, other than during *in-camera* sessions.

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6. RESOURCES AND AUTHORITY OF BOARD

6.1 Retaining and Compensating Advisors

Each Director shall have the authority, subject to the prior approval of the Corporate Governance Committee, to engage outside consultants, independent legal counsel and other advisors and experts as he or she determines necessary to carry out his or her duties. The Company shall reimburse the Director such amounts as may be agreed by the Corporate Governance Committee.

6.2 Committees

The Board will maintain and, in accordance with their respective charters, delegate authority to the following standing committees of the Board: (i) the Audit Committee, (ii) the Corporate Governance Committee, (iii) the Nomination and Compensation Committee, and (iv) the Technical and Resources Committee. In addition, the Board may from time to time form and delegate authority to such additional committees as deemed appropriate by the Board.

RESPONSIBILITIES OF THE BOARD

7. RESPONSIBILITIES

Matters which the Board considers suitable for delegation are contained in the charters of the Committees. However the Board retains ultimate responsibility and has a duty to oversee the discharge of all delegated functions, therefore those matters listed below may include matters that are delegated to Committees.

7.1 Strategy and Management

- (a) Responsibility for the overall management of the Company and its subsidiaries (the “**Group**”).
- (b) Approval of the Group’s long-term objectives, strategy and risk management.
- (c) Approval of the annual operating and capital budgets and any material changes to them.
- (d) Review of performance in light of the Group’s objectives, strategy, business plans and budgets and ensuring that any necessary corrective action is taken.
- (e) Extension of the Group’s activities into new business areas.

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- (f) Any decision to cease to operate all or any material part of the Group's business.

7.2 Structure and Capital

- (a) Changes relating to the Group's capital structure.
- (b) Major changes to the Group's corporate structure, management and control structure.
- (c) Approval of the issue or transfer of shares, and of share buybacks, in respect of the Company.

7.3 Financial Reporting and Controls

- (a) Approval of the Group's annual and interim financial statements, on the recommendation of the Audit Committee.
- (b) Appointment and removal of auditors, and approval of their terms of engagement and remuneration, on the recommendation of the Audit Committee.
- (c) Approval of the Company's dividend policy and the declaration of dividends.
- (d) Approval of any significant changes in accounting practices or policies, on the recommendation of the Audit Committee.

7.4 Internal Controls

- (a) Ensuring a sound system of internal control and risk management is in place, on the recommendation of the Audit Committee.
- (b) Reviewing the creation and liquidation of companies within the Group.

7.5 Contracts

- (a) Approval of major capital projects, investments, contracts, guarantees and indemnities that are outside the delegated authority of management.
- (b) Approval of lending or borrowing by the Company that is outside the delegated authority of management.

7.6 Shareholder Communication

- (a) Approval of resolutions and related documentation to be put forward to shareholders at a general meeting.

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- (b) Receiving reports on the views of the Company's shareholders.

7.7 Board Membership and Other Appointments

- (a) Approval of employment contracts for the Chair and CEO (whether or not a member of the Board) and any other executive directors, on the recommendation of the Corporate Governance Committee.
- (b) Approval of the terms of reference and membership of the Board and its Committees.

7.8 Remuneration

On the recommendation of the Nomination and Compensation Committee, approval of the following:

- (a) remuneration of the Chair, Directors and the CEO, and general overview of overall staff remuneration practices; and
- (b) creation of and amendments to employee share schemes or long-term incentive schemes;
- (c) the terms of any proposed termination or severance payments to be made to any former or current officer of the Company.

7.9 Corporate Governance

- (a) Undertaking an annual performance evaluation of the Board and its Committees, on the recommendation of the Corporate Governance Committee.
- (b) Determining the independence of directors, on the recommendation of the Corporate Governance Committee.
- (c) Setting levels of delegated authority.
- (d) Reviewing the skills and resources of the officers of the Company, and succession planning, on the recommendation of the Corporate Governance Committee.

7.10 Other

- (a) Approval of the settlement of litigation material to the interests of the Group.
- (b) Any other matters of strategic or reputational importance or likely to have a significant impact on the Group.

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- (c) Comply with the Company's By-Laws and all legal requirements, whether statutory or otherwise, which apply to Directors of publicly quoted companies.
- (d) Any other matter not delegated to a Committee.

8. LIMITATION ON THE OVERSIGHT ROLE OF THE BOARD

Each Director shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives financial and other information, and the accuracy of the information provided to the Company by such persons or organizations.

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APPENDIX A

Rolling Agenda

<i>Agenda Item</i>		<i>Feb</i>	<i>Mar</i>	<i>May</i>	<i>Aug</i>	<i>Nov</i>
Common items for all meetings:						
1.	Quorum and agenda	X	X	X	X	X
2.	Approval of the minutes of the previous meeting	X	X	X	X	X
3.	Matters arising from the minutes	X	X	X	X	X
4.	Approval of contracts, investments, major capital projects or major litigation settlements exceeding the limit of authority of the CEO	X	X	X	X	X
5.	Fixing meeting date and record date for annual meeting of shareholders		X			
6.	Setting of the meeting calendar for the following year		X			
7.	Approval of resolutions and materials for the annual meeting of shareholders		X			
8.	Approval of the composition of Committees				X	
9.	Approval of the annual budget					X
10.	Review of budget reforecast			X		X
11.	Approval of KPIs for the following year					X
12.	Corporate finance update		X	X	X	X
On the recommendation of the Audit Committee:						
13.	Approval of the annual audited financial statements and MD&A, and receipt of the report of the external auditor		X			

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<i>Agenda Item</i>		<i>Feb</i>	<i>Mar</i>	<i>May</i>	<i>Aug</i>	<i>Nov</i>
14.	Approval of the interim financial statements and MD&A			X	X	X
15.	Approval of the appointment or re-appointment of the external auditor for nomination at the annual meeting of shareholders		X			
On the recommendation of the Corporate Governance Committee:						
16.	Approval of the charters of the Board and its Committees				X	
17.	Approval of the levels of delegated authority				X	
On the recommendation of the Nomination and Compensation Committee:						
18.	Approval of the final cash bonuses		X			
19.	Approval of the terms of, or any amendments to, the LTIP		X			
20.	Approval of Director nominees to be proposed to the annual meeting of shareholders		X			
21.	Approval of the proposed LTIP awards			X		
22.	Approval of the general compensation philosophy for all staff for the following year					X
23.	Approval of the remuneration of the Chair and the CEO					X
24.	Approval of the remuneration of Directors					X

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<i>Agenda Item</i>		<i>Feb</i>	<i>Mar</i>	<i>May</i>	<i>Aug</i>	<i>Nov</i>
On the recommendation of the Technical and Resources Committee:						
25.	Approval of the report on reserves data by the Company's Qualified Reserves Evaluator or Auditor	X				
Other						
26.	Any other business	X	X	X	X	X
27.	In-camera session	X	X	X	X	X