



CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE

MANDATE AND TERMS OF REFERENCE

Establishment of Committee

The board of directors (the "**Board**") of Cardinal Energy Ltd. ("**Cardinal**" or the "**Corporation**") hereby establishes a committee of the Board to be called the Corporate Governance and Compensation Committee (the "**Committee**").

Role and Objectives

The purpose of the Committee is to assist the Board in fulfilling its responsibility by reviewing and making recommendations to the Board relating to the corporate governance and the human resource policies and compensation of the directors ("**Directors**"), officers and employees of the Corporation and its subsidiaries (if any), in compliance with applicable law and in the context of the budget and business plan of the Corporation.

Membership of Committee

1. The Committee shall be comprised of at least three (3) Directors, the majority of whom shall be "independent" (as such term is defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* or its successor instrument (as amended from time to time)).
2. The Board shall have the power to appoint the Chair of the Committee (the "**Committee Chair**") and the other members of the Committee.

Specific Duties and Responsibilities

To carry out its responsibilities, the Committee shall:

Governance Matters

1. review, on a periodic basis, the mandates of the Board and the committees of the Board ("**Board Committees**") and recommend to the Board such amendments to those mandates as the Committee believes are necessary or desirable;
2. take reasonable steps to ensure that the Corporation's governance practices are fully disclosed in the Corporation's annual proxy materials and other public documents as required by applicable law;
3. make recommendations to the Board as to which Directors should be classified as "independent directors", "related" Directors or "unrelated" Directors;
4. review, on a periodic basis, the composition of the Board and take reasonable steps to ensure that an appropriate number of independent Directors sit on the Board, analyzing the needs of the Board and recommending nominees who meet such needs;

5. assess the effectiveness of the Board as a whole, the Board Committees and the contribution of individual Directors, including considering the appropriate size of the Board and, in the Committee's discretion, make recommendations to the Board for consideration;
6. annually review the Corporation's "skills matrix" outlining the skills and experience which the Committee believes are required for the overall composition of the Board and governing desirable individual member characteristics and make such amendments to the skills matrix as the Committee believes are necessary or desirable;
7. periodically review the skills, expertise, experience, independence and background of the Board, its committees and each Director to ensure that the composition of the Board and Board Committees and the skills and competencies of the Directors are in line with those that the Committee considers that the Board and Board Committees should possess;
8. recommend suitable candidates for nominees for election or appointment as Directors having regard to, among other things: (i) the needs of Cardinal and its stage of development; (ii) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (iii) the competencies and skills that the Board considers each existing Director to possess; (iv) the competencies and skills each new nominee will bring to the boardroom; (v) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member; and (vi) Board diversity and the criteria and objectives set forth in the Corporation's board diversity and term limit policy, if any (the "**Diversity Policy**");
9. maintain an evergreen list of potential Board nominees;
10. review the number of women considered or brought forward as potential nominees for Board positions when the Board is looking to add additional members or replace existing members and take reasonable steps to ensure that women candidates are being fairly considered relative to other candidates by evaluating the skills, knowledge, experience and character of any such women candidates relative to other candidates;
11. annually: (i) assess the effectiveness of the Diversity Policy and related objectives; (ii) monitor and review the Corporation's progress in achieving its aspirational target for gender diversity; (iii) monitor the implementation of the Diversity Policy; and (iv) report to the Board and recommend any revisions that may be necessary;
12. review, on a periodic basis, the Corporation's Code of Business Conduct and Ethics (the "**Code**"), and recommend to the Board such amendments to the Code as the Committee believes are necessary or desirable;
13. take reasonable steps to ensure that management of the Corporation ("**Management**") has established a system to monitor compliance with the Code and review Management's monitoring of the Corporation's compliance with the Code;
14. if such policies are established, review, on a periodic basis, the disclosure, insider trading, shareholder engagement, mandatory share ownership, clawback and majority voting policies and recommend to the Board such amendments to those policies as the Committee believes are necessary or desirable;
15. take reasonable steps to ensure that shareholder engagement is considered and discussed with the Board on an annual basis;
16. review any resignations tendered pursuant to the Corporation's majority voting policy and make recommendations to the Board regarding the same;
17. as considered necessary or desirable, develop, for approval by the Board, an orientation program for new recruits to the Board and an ongoing Director education program;

18. act as a forum for concerns of individual Directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of the Management or individual members of Management or the performance of the Board or individual members of the Board;
19. take reasonable steps to ensure that the Board has appropriate structures and processes in place so that it can function independently of Management;
20. with the Audit Committee, the Board, the Board Chair and/or the independent lead Director of the Corporation (the "**Lead Director**"), as appropriate, respond to potential conflict of interest situations;

Compensation Matters

1. undertake, in consultation with the non-management members of the Board, an annual performance review of the Chief Executive Officer ("**CEO**");
2. review the CEO's appraisal of the officers of Cardinal;
3. review Management's recommendations for proposed performance and restricted bonus awards, share purchase plans and other incentive-compensation plans and equity-based plans for non-CEO officer and director compensation and make recommendations in respect thereof to the Board;
4. administer Cardinal's bonus award plan and any other equity incentive plan(s) approved by the Board in accordance with their terms;
5. recommend to the Board annually the criteria and assessment of Cardinal's performance relative to such criteria in respect of performance-based compensation;
6. make recommendations to the Board with respect to bonuses to be paid to officers of Cardinal and its subsidiaries (if any) and establish targets or criteria for the payment of such bonuses, if appropriate;
7. review the terms and conditions of appointment, termination or retirement of officers, including all employment contracts and make recommendations to the Board;
8. review succession plans for officers of Cardinal;
9. consider the implications and the risks associated with the Corporation's compensation policies and practices;
10. take reasonable steps to ensure that the Corporation's compensation policies and practices are fully disclosed in the Corporation's annual proxy materials and other public documents as required by applicable law; and
11. review and, in the Committee's discretion, recommend to the Board for consideration any significant changes to the overall compensation program and Cardinal's objectives related to executive compensation.

Meetings and Administrative Matters

1. At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.
2. Meetings of the Committee should be scheduled to take place at least once per year. Minutes of all meetings of the Committee shall be taken. The Chief Executive Officer of Cardinal shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Committee Chair.
3. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.

4. The Committee may invite such officers, directors and employees of Cardinal and its subsidiaries (if any) as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
5. The Committee may retain and pay persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at such compensation as established by the Committee and at the expense of Cardinal without any further approval of the Board.
6. The Committee shall have the authority to investigate any governance or compensation related activity of the Corporation. All employees of the Corporation are to cooperate as requested by the Committee.
7. Any issues arising from these meetings that relate to the relationship between the Board and Management should be communicated by the Committee Chair to the Chair of the Board or the Lead Director.
8. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all their powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
9. Any issues arising from these meetings that relate to the relationship between the Board and Management should be communicated by the Committee Chair to the Chair of the Board or the Lead Director.

Last reviewed and approved by the Board effective March 20, 2024.