

# **CATHEDRAL ENERGY SERVICES LTD. GOVERNANCE COMMITTEE CHARTER**

**Dated: March 2020**

## **ROLE AND RESPONSIBILITIES**

The Governance Committee (“Committee”) is a committee of the Board of Directors (the “Board”, each member of the Board a “Director”) to which the Board delegates its responsibility for oversight of corporate governance issues of Cathedral Energy Services Ltd. (the “Corporation”).

The Committee shall assist the Board in developing and assessing the governance process within the Corporation and to identify and recommend nominees for election as Directors of the Corporation and such other matters as set forth in this Charter.

## **MEMBERSHIP**

The Committee shall be comprised of a minimum of two Directors, including a Committee Chair, all of whom should qualify as "independent" Directors pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (as implemented by the Canadian Securities Administrators and as amended from time to time). The members of the Committee and its Chair shall be appointed by the Board. At least 25% of the members of the Committee shall be Canadians residents as required by the *Business Corporations Act* (Alberta).

Each member of the Committee shall serve until the member resigns, is removed, or ceases to be a member of the Board. Any member of the Committee may be removed or replaced by the Board of Directors. The Board has the power to fill vacancies on the Committee by appointment from existing members of the Board at such times as determined by the Board.

## **MEETINGS**

The Committee shall meet as frequently as is necessary, but not less frequently than one time a year. The Committee shall report to the Board on its activities following each meeting. The President and Chief Executive Officer is expected to be available to attend the Committee’s meetings or portions thereof. The Committee shall have the opportunity to meet without management present and with such officers or directors as it considers necessary. Quorum for any meeting shall be the greater of two Directors or a majority of the directors on the Committee (provided that in either case at least one director is a Canadian resident as described above).

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution, provided that where permitted by applicable law, resolutions of the Committee may also be approved by consent in writing by all of the members of the Committee.

## **SPECIFIC DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board.

### **1) Corporate Governance**

- (a) Periodically review the effectiveness of the Board’s governance policies, including without limitation, the Corporation's Code of Business Conduct and Ethics and Securities Trading and Reporting Policy and make appropriate recommendations for their improvement.
- (b) Monitor the effectiveness of the system of governance within the Corporation and recommend appropriate policies, practices and procedures to the Board, including an annual review of the Committee's performance against this Charter.

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- (c) Review any disclosure of the Corporation's corporate governance practices contained in the Corporation's public documents before such documents are publicly filed.

## 2) Composition and Compensation of Board

- (a) Make recommendations to the Board as appropriate regarding the criteria for the selection of new Directors, periodically review the criteria adopted by the Board, and recommend any changes to the Board if deemed necessary.
- (b) Consider the appropriate size of the Board and its committees with a view to facilitate effective decision making.
- (c) Consider: (i) the competencies and skills that the Board considers to be necessary as a whole for the Board to possess, (ii) the competencies and skills that the Board considers each existing Director to possess, (iii) the competencies and skills each new nominee will bring to the Board, (iv) whether or not a nominee can devote sufficient time and resources to his or her duties as a Board member, and (v) a consideration of diversity of views and experience and level of diversity in leadership roles.
- (d) Consider policies, rules and guidelines for recommendation to the Board governing and regulating the affairs of the Board, such as tenure and retirement of Directors.
- (e) Assist in the identification and recommendation of suitable candidates to fill any vacancy on the Board which the Board may fill pursuant to the Corporation's governing law, Directors to be appointed to committees of the Board, and nominees for election or re-election as Directors, taking into account (c) above.
- (f) Consider potential director candidates as directed by the Board.
- (g) Maintain a succession plan for the Board that is responsive to the Corporation's needs and the interest of its shareholders.
- (h) Oversee the nature and extent of an orientation and education program for Directors and new Directors, and make recommendations to the Board if required.

## 3) Board Effectiveness

- (a) Ensure that the information needs of the Board are being met and met on a timely basis.
- (b) Oversee procedures to evaluate the performance and contributions of individual members of the Board in their capacity of as Directors and as members of any committee, the effectiveness of a committee, and the effectiveness of the Board as a whole.
- (c) Review and assess the following matters and make recommendations annually to the Board with regard to:
  - i) the process related to meetings of the Board, including timing and frequency of meetings, content of agendas and information requirements of the Directors;

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- ii) Charters of the committees of the Board (including this Charter);
  - iii) the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board;
  - iv) the effectiveness of the Board as a whole and of each committee of the Board; and
  - v) the relationship of the Board with senior management.
- 4) Consider and, if thought fit after consulting the President and Chief Executive Officer, approve requests from Directors or committees of the Board for the engagement of special advisors at the expense of the Corporation, in respect of any matter or issue for which independent advice is required. Review and/or approve such other matters related to the foregoing as are specifically delegated to it by the Board.

**EXTERNAL CONSULTANTS**

The Committee shall have the authority to engage and compensate any external consultants or advisors that it determines to be necessary to permit it to carry out its duties. The Corporation will adequately fund the budget of the Committee including, if necessary, funding for external consultants retained by the Committee from time to time.

**LIMITATION ON COMMITTEE MEMBERS' DUTIES**

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard required by law. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such additional procedures and standards it deems necessary from time to time to fulfill its responsibilities.