

**BRIKO ENERGY CORP.
BOARD OF DIRECTORS MANDATE**

PURPOSE

1. The primary function of the Board of Directors (the “**Board**”) of Briko Energy Corp. (the “**Corporation**”) is to supervise the management of the business and affairs of the Corporation. Management is responsible for the day-to-day conduct of the business of the Corporation.
2. The primary responsibilities of the Board are:
 - (a) to maximize long term shareholder value;
 - (b) to approve the strategic plan of the Corporation;
 - (c) to ensure that processes, controls and systems are in place for the management of the business and affairs of the Corporation and to address applicable legal and regulatory compliance matters;
 - (d) to maintain the composition of the Board in a way that provides an effective mix of skills and experience to provide for the overall stewardship of the Corporation;
 - (e) to ensure that the Corporation meets its obligations on an ongoing basis and operates in a safe and reliable manner; and
 - (f) to monitor the performance of the management of the Corporation to ensure that it meets its duties and responsibilities to the shareholders.
3. The Corporation shall provide each director with complete access to the management of the Corporation, subject to reasonable advance notice to the Corporation and reasonable efforts to avoid disruption to the Corporation's management, business and operations.

COMPOSITION AND OPERATION

4. The number of directors shall be not less than the minimum and not more than the maximum number specified in the Corporation's articles and shall be set from time to time within such limits by resolutions of the shareholders or of the Board as may be permitted by law. Directors are elected to hold office for a term of one year. At least 25 percent of the directors must be Canadian residents.
5. A majority of the members of the Board shall be independent within the meaning of National Instrument 58-101 — *Disclosure of Corporate Governance Practices* and the rules of any stock exchange or market on which the Corporation's shares are listed or posted for trading (collectively, “**Applicable Governance Rules**”). If the Board selects a non-independent Director to serve as the Chair of the Board, it shall also select an independent Director to serve as the independent lead Director (the “**Lead Director**”). In this mandate, the term “independent” includes the meanings given to similar terms by Applicable Governance Rules, including the terms “non-executive”, “outside” and

“unrelated” to the extent such terms are applicable under Applicable Governance Rules. The Board shall assess, on an annual basis, the adequacy of this mandate.

6. The Board will in each year appoint a chairman of the Board (the “**Chairman**”).
7. The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its Chairman, nominating candidates for election to the Board, constituting committees of the Board and determining compensation for the directors. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act* (Alberta) (the “**ABCA**”), the Board may constitute, seek the advice of, and delegate certain powers, duties and responsibilities to, committees of the Board.

MEETINGS OF THE BOARD

8. The Board should meet on at least a quarterly basis and should hold additional meetings as required or appropriate to consider other matters. In addition, the Board should meet as it considers appropriate to consider strategic planning for the Corporation. Financial and other appropriate information should be made available to the Directors in advance of Board meetings. Attendance at each meeting of the Board should be recorded. Management may be asked to participate in any meeting of the Board, provided that the CEO must not be present during deliberations or voting regarding his or her compensation.
9. Independent directors should meet separately from non-independent directors and management at least twice per year in conjunction with regularly scheduled Board meetings, and at such other times as the independent directors consider appropriate to ensure that the Board functions in an independent manner.

DUTIES AND RESPONSIBILITIES

10. **Oversight and Overall Responsibility.** In fulfilling its responsibility for the stewardship of the affairs of the Corporation, the Board shall be specifically responsible for:
 - (a) providing leadership and direction to the Corporation and management with the view to maximizing shareholder value. Directors are expected to provide creative vision, initiative and experience in the course of fulfilling their leadership role;
 - (b) satisfying itself as to the integrity of the Chief Executive Officer (the “**CEO**”) and other senior officers of the Corporation and ensuring that a culture of integrity is maintained throughout the Corporation;
 - (c) approving the significant policies and procedures by which the Corporation is operated and monitoring compliance with such policies and procedures, and, in particular, compliance by all directors, officers and employees with the provisions of the Code of Business Conduct and Ethics;
 - (d) reviewing and approving material transactions involving the Corporation, including the acquisitions and dispositions of material assets by the Corporation and material capital expenditures by the Corporation;

- (e) approving budgets, monitoring operating performance and ensuring that the Board has the necessary information, including key business and competitive indicators, to enable it to discharge this duty and take any remedial action necessary;
- (f) establishing methods by which interested parties may communicate directly with the Chairman or with the independent directors as a group and cause such methods to be disclosed;
- (g) developing written position descriptions for the Chairman and for the chair of each Board committee; and
- (h) making regular assessments of the Board and its individual members, as well as the effectiveness and contributions of each Board committee.

11. Legal Requirements.

- (a) The Board has the oversight responsibility for meeting the Corporation's legal requirements and for properly preparing, approving and maintaining the Corporation's documents and records.
- (b) The Board has the statutory responsibility to:
 - (i) manage, or supervise the management of, the business and affairs of the Corporation;
 - (ii) act honestly and in good faith with a view to the best interests of the Corporation;
 - (iii) declare conflicts of interest, whether real or perceived;
 - (iv) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
 - (v) act in accordance with the obligations contained in the ABCA, the regulations under the ABCA, the articles of the Corporation, applicable securities laws and policies, applicable stock exchange rules, and other applicable legislation and regulations.
- (c) The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
 - (i) any submission to the shareholders of any question or matter requiring the approval of the shareholders;
 - (ii) the filling of a vacancy among the directors or in the office of auditor, the appointment of any additional directors and the appointment or removal of any of the CEO, the Chair of the Board or the President of the Corporation;
 - (iii) the issue of securities except as authorized by the Board;
 - (iv) the declaration of dividends;

- (v) the purchase, redemption or any other form of acquisition of shares issued by the Corporation;
 - (vi) the payment of a commission to any person in consideration of the person purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares except as authorized by the Board;
 - (vii) the approval of a management information circular;
 - (viii) the approval of a take-over bid circular, directors' circular or issuer bid circular;
 - (ix) the approval of an amalgamation of the Corporation;
 - (x) the approval of an amendment to the articles or bylaws of the Corporation;
 - (xi) the approval of annual financial statements of the Corporation; and
 - (xii) any other matter which is required under the Applicable Governance Rules or applicable corporate laws to be decided by the Board as a whole.
- (d) In addition to those matters which at law cannot be delegated, the Board must consider and approve all major decisions affecting the Corporation, including all material acquisitions and dispositions, material capital expenditures, material debt financings, issue of shares and granting of options.

12. **Independence.** The Board shall have the responsibility to:

- (a) implement appropriate structures and procedures to permit the Board to function independently of management (including, without limitation, through the holding of meetings at which non-independent directors and management are not in attendance, if and when appropriate);
- (b) implement a system which enables an individual director to engage an outside advisor at the expense of the Corporation in appropriate circumstances; and
- (c) provide an orientation and education program for newly appointed members of the Board.

13. **Strategy Determination.** The Board shall:

- (a) adopt and annually review a strategic planning process and approve the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the Corporation's business; and
- (b) annually review operating and financial performance results relative to established strategy, budgets and objectives.

14. **Managing Risk.** The Board has the responsibility to identify and understand the principal risks of the Corporation's business, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that appropriate systems are in

place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

15. **Appointment, Training and Monitoring of Senior Management.**

- (a) The Board shall:
 - (i) appoint the CEO, and together with the CEO, to develop a position description for the CEO;
 - (ii) with the advice of the Corporate Governance Committee, develop corporate goals and objectives that the CEO is responsible for meeting and to monitor and assess the performance of the CEO in light of those corporate goals and objectives and to determine the compensation of the CEO;
 - (iii) provide advice and counsel to the CEO in the execution of the duties of the CEO;
 - (iv) develop, to the extent considered appropriate, position descriptions for the Chair of the Board and the chair of each committee of the Board;
 - (v) approve the appointment of all corporate officers;
 - (vi) consider, and if considered appropriate, approve, upon the recommendation of the Compensation and Nominating Committee and the CEO, the remuneration of all corporate officers;
 - (vii) consider, and if considered appropriate, approve, upon the recommendation of the Compensation and Nominating Committee, incentive-compensation plans and equity-based plans of the Corporation; and
 - (viii) ensure that adequate provision has been made to train and develop management and members of the Board and for the orderly succession of management, including the CEO;
- (b) The Board has the responsibility, to the extent considered appropriate, to satisfy itself as to the integrity of the CEO and other officers of the Corporation and to ensure that the CEO and such other officers are creating a culture of integrity throughout the Corporation.

16. **Policies, Procedures and Compliance.** The Board is responsible for the oversight and review of the following matters and may rely on management of the Corporation to the extent appropriate in connection with addressing such matters:

- (a) ensuring that the Corporation operates at all times within applicable laws and regulations and to appropriate ethical and moral standards;
- (b) approving and monitoring compliance with significant policies and procedures by which the business of the Corporation is conducted;

- (c) ensuring that the Corporation sets appropriate environmental standards for its operations and operates in material compliance with environmental laws and legislation;
 - (d) ensuring that the Corporation has a high regard for the health and safety of its employees in the workplace and has in place appropriate programs and policies relating to workplace health and safety;
 - (e) developing the approach of the Corporation to corporate governance, including to the extent appropriate developing a set of governance principles and guidelines that are specifically applicable to the Corporation; and
 - (f) examining the corporate governance practices within the Corporation and altering such practices when circumstances warrant.
17. **Reporting and Communication.** The Board is responsible for the oversight and review of the following matters and may rely on management of the Corporation to the extent appropriate in connection with addressing such matters:
- (a) ensuring that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with management, shareholders, other stakeholders and the public generally;
 - (b) ensuring that the financial results of the Corporation are adequately reported to shareholders, other security holders and regulators on a timely and regular basis;
 - (c) ensuring that the financial results are reported fairly and in accordance with applicable generally accepted accounting standards;
 - (d) ensuring the timely and accurate reporting of any developments that could have a significant and material impact on the value of the Corporation; and
 - (e) reporting annually to the shareholders of the Corporation on the affairs of the Corporation for the preceding year.
18. **Monitoring and Acting.** The Board is responsible for the oversight and review of the following matters and may rely on management of the Corporation to the extent appropriate in connection with addressing such matters:
- (a) monitoring the Corporation's progress in achieving its goals and objectives and, if necessary, revising and altering, through management, the direction of the Corporation in response to changing circumstances;
 - (b) considering taking action when performance falls short of the goals and objectives of the Corporation or when other special circumstances warrant;
 - (c) reviewing and approving material transactions involving the Corporation;
 - (d) ensuring that the Corporation has implemented adequate internal control and management information systems;

- (e) assessing the individual performance of each Director and the collective performance of the Board; and
 - (f) overseeing the size and composition of the Board as a whole to facilitate more effective decision-making by the Corporation.
19. **Other Activities.** The Board may perform any other activities consistent with this mandate, the articles and by-laws of the Corporation and any other governing laws as the Board deems necessary or appropriate including, but not limited to:
- (a) preparing and distributing the schedule of Board meetings for each upcoming year;
 - (b) calling meetings of the Board at such time and such place and providing notice of such meetings to all members of the Board in accordance with the by-laws of the Corporation; and
 - (c) ensuring that all regularly-scheduled Board meetings and committee meetings are properly attended by directors. Directors may participate in such meetings by conference call if attendance in person is not possible.
20. **Code of Business Conduct and Ethics.** The Board shall be responsible to adopt a “Code of Business Conduct and Ethics” for the Corporation which shall address:
- (a) conflicts of interest;
 - (b) the protection and proper use of the Corporation's assets and opportunities;
 - (c) the confidentiality of information;
 - (d) fair dealing with various stakeholders of the Corporation;
 - (e) compliance with laws, rules and regulations; and
 - (f) the reporting of any illegal or unethical behaviour.

RESPONSIBILITIES AND EXPECTATIONS OF DIRECTORS

The responsibilities and expectations of each Director are as follows:

21. **Commitment and Attendance.** All Directors should make every effort to attend all meetings of the Board and meetings of committees of which they are members. Members may attend by telephone.
22. **Participation in Meetings.** Each Director should be sufficiently familiar with the business of the Corporation, including its financial position and capital structure and the risks and competition it faces, to actively and effectively participate in the deliberations of the Board and of each committee on which he or she is a member. Upon request, management should make appropriate personnel available to answer any questions a Director may have about any aspect of the business of the Corporation. Directors should also review the materials provided by management and the Corporation's advisors in advance of meetings of the Board and committees and should arrive prepared to discuss the matters presented.

23. **Code of Business Conduct and Ethics.** The Corporation has adopted a Code of Business Conduct and Ethics to deal with the business conduct of Directors and officers of the Corporation. Directors should be familiar with the provisions of the Code of Business Conduct and Ethics. Each Director should also strive to perform his or her duties in keeping with current and emerging corporate governance best practices for directors of publicly-traded corporations.
24. **Other Directorships.** The Corporation values the experience Directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a Director's time and availability, and may also present conflicts issues. Directors should advise the chair of the Corporate Governance Committee before accepting any new membership on other boards of directors or any other affiliation with other businesses or governmental bodies which involve a significant commitment by the Director.
25. **Contact with Management.** All Directors may contact the CEO at any time to discuss any aspect of the business of the Corporation. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for Directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.
26. **Confidentiality.** The proceedings and deliberations of the Board and its committees are, and shall remain, confidential. Each Director should maintain the confidentiality of information received in connection with his or her services as a director of the Corporation.
27. **Evaluating Board Performance.** The Board, in conjunction with the Corporate Governance Committee, and each of the committees of the Board should conduct a self-evaluation at least annually to assess their effectiveness. In addition, the Corporate Governance Committee should periodically consider the mix of skills and experience that Directors bring to the Board and assess, on an ongoing basis, whether the Board has the necessary composition to perform its oversight function effectively.

QUALIFICATIONS AND DIRECTORS' ORIENTATION

28. Directors should have the highest personal and professional ethics and values and be committed to advancing the interests of the Corporation. They should possess skills and competencies in areas that are relevant to the business of the Corporation. The CEO, the Chair of the Board and the Corporate Governance Committee are jointly responsible for the provision of an orientation program for new Directors to explain the Corporation's approach to corporate governance and the nature and operation of its business. The CEO is also responsible for generating continuing education opportunities for all Directors so that members of the Board may maintain and enhance their skills as Directors.

BOARD COMMITTEES

29. The Board has established an Audit Committee, Corporate Governance Committee, Compensation Committee, and Reserves Committee to assist the Board in discharging its responsibilities. Special committees of the Board may be established from time to time to assist the Board in connection with specific matters. The chair of each committee should report to the Board following meetings of the committee. The charter of each standing committee should be reviewed annually by the Board.

30. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for matters assigned to the committees for determination. Except as may be explicitly provided in the charter of a particular committee or a resolution of the Board, the role of a Board committee is to review and make recommendations to the Board with respect to the approval of matters considered by the committee.

EVALUATION

31. Each Director will be subject to an annual evaluation of his or her individual performance. The collective performance of the Board and of each committee of the Board will also be subject to annual review. Directors should be encouraged to exercise their duties and responsibilities in a manner that is consistent with this mandate and with the best interests of the Corporation and its shareholders generally.

RESOURCES

32. The Board has the authority to retain independent legal, accounting and other consultants. The Board may request any officer or employee of the Corporation or outside counsel or the external/internal auditors to attend a meeting of the Board or to meet with any member of, or consultant to, the Board.
33. Directors are permitted to engage an outside legal or other adviser at the expense of the Corporation where for example he or she is placed in a conflict position through activities of the Corporation, but any such engagement shall be subject to the prior approval of the Corporate Governance Committee.

Adopted and approved by the Board: December 20, 2018.