

**KIWETINOHK ENERGY CORP.
SUSTAINABILITY COMMITTEE MANDATE**

1.0 Purpose and Scope

The Committee is a committee of the Board whose primary function is to assist the Board by:

- overseeing the Corporation's policies and management systems which are designed to cause it to comply with applicable laws and regulations;
- identifying issues and risks and opportunities to differentiate, strategies, policies and management controls designed to ensure safe and responsible operations;
- manage risks and capture opportunities associated with sustainability matters, including health, safety, environment (including climate change) and relationships with all of the stakeholders identified in the Prime Directive;
- reviewing and commenting upon management's strategies to enhance the Corporation's image among its stakeholders;
- evaluating the performance of the Corporation with respect to the matters identified in the paragraphs above; and
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2.0 Definitions

"Board" means Kiwetinohk's board of directors.

"Committee" means the Sustainability Committee of the Board.

"Independent" has the meaning as described in National Policy 58-201 – *Corporate Governance Guidelines*.

"Kiwetinohk" or the **"Corporation"** means Kiwetinohk Energy Corp. including its subsidiaries where the context requires.

"Stakeholder" means any or all of the people or groups of people that have a high level of control on the ability of the Corporation to meet its objectives as recognized in the Corporate Mandate.

3.0 Principles and Rules

3.1 Composition and Meetings

- The Committee must be comprised of a minimum of three directors of the Board with a majority of the members to be Independent. Each member shall be (or shall become within a reasonable period of time after appointment) familiar with sustainability, health, safety,

environmental, climate change, stakeholder engagement and public policy matters as they pertain to Kiwetinohk's business and operations.

- The Committee will meet as scheduled and in the manner as prescribed in the Board and Committee Meeting Guidelines of the Corporation.
- The Committee Chair will report on the activities and decisions that the Committee has made according to its delegated authorities at meetings of the full Board at least two times per annum.

3.2 *Role*

In addition to any other duties and authorities delegated to it by the Board from time to time, the role of the Committee is to:

3.2.1 *Sustainability, Health, Safety, Environment and Stakeholder Engagement*

- (a) Monitor and advise on the Corporation's strategy, actions and results respecting compliance with the Corporate Mandate
- (b) Monitor and advise on the Corporation's strategy, actions and results to achieve its sustainability goals, to align its strategies and corporate culture around these goals.
- (c) Review management's means of maintaining awareness of applicable laws, regulations and rules, industry standards, trends, issues and events in regard to sustainability, health, safety and environmental matters and meeting the needs of its Stakeholders.
- (d) Consider material national and international regulatory and voluntary developments in sustainability-related matters, including climate change.
- (e) Review, on a regular basis, the existing sustainability, health, safety and environmental practices, procedures and policies of the Corporation as prepared by and updated from time to time by management to seek to ensure that they are effective in protecting the health and safety of people associated with Corporate activities and in sustainably using the biophysical environment for Corporate activities. Ensure the health, safety and environmental practices, procedure and policies comply with applicable laws, regulations and rules, conform to industry standards and prevent or mitigate losses. The Committee in its own discretion may direct changes to such practices, procedures and policies.

- (f) Confirm business is conducted in a socially responsible, ethical and transparent manner and that management engages with, respects and supports the communities in which the Corporation operates and, also, conducts its business with recognition of the special rights of indigenous communities.
- (g) Review annually the Corporation's plans and policies for the maintenance and/or improvement of the relationship of the Corporation with the communities affected by its business and operations.
- (h) Evaluate the effectiveness of the implementation of the Corporation's policies relating to health, safety and environmental matters, including (without limitation) climate change.
- (i) Review policies and priorities to guide Kiwetinohk's performance on stakeholder engagement, indigenous rights and relationships, climate and energy transition, water, community investment, political contributions, government relations, public policy, and communications.
- (j) Oversee the preparation of, and then review and consider, reports and recommendations issued by management or by external advisors relating to sustainability, health, safety and environmental issues, compliance matters and the interaction of the Corporation with the indigenous and non-indigenous communities affected by its business and operations, together with management's response to those reports and recommendations.
- (k) Review the Corporation's annual sustainability and environmental, social and governance reporting and disclosures, including reporting on climate risks, health, safety and environment as well as disclosure on political and lobbying activities.
- (l) Tour the Corporation's operations at least annually, and meet with officers of the Corporation that are responsible for operations and report to the Board on such meetings.
- (m) Review and enhance the Board's oversight of sustainability, health, safety and environmental issues and risks through regular review of the duties of each of the committees of the Board to ensure an integrated approach, including making

recommendations to the Board on the Corporation's related policies.

- (n) Oversee the plans and execution of any specific initiatives contained in the Board approved sustainability, health, safety and environmental plan that relate to the health, safety, environmental and community engagement areas of the Corporation.

3.2.2 *Reporting Process*

Submit to the Board, as a whole, reports concerning Stakeholder engagement, sustainability, health, safety and environmental matters. Such reports may be oral or in writing. Unless such matters are delegated specifically to the Committee, the Committee shall only make recommendations to the Board for their consideration and approval, if appropriate. The Board will then have the authority to instruct management to implement the Board's directives.

4.0 Other Matters

N/A

5.0 Related Policies and Mandates

Corporate Mandate

Board and Committee Meeting Guidelines

6.0 Review and Modification

The Committee will recommend to, the Governance and Nominating Committee of the Board, changes or modifications (if any) to this Sustainability Committee Mandate, as considered appropriate, from time to time. The Governance and Nominating Committee of the Board will review this Mandate annually, at minimum and make recommendations for changes (if any) to the Board.

Approved by the Board on November 23, 2021