



ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE MANDATE

Role and Objective

The Environmental, Social and Governance Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Prairie Thunder Resources Ltd. (the “**Corporation**”) appointed to assist the Board in fulfilling its responsibility for the stewardship of and in overseeing the business and affairs of the Corporation. The primary objective of the Committee is to assist the Board in reviewing, reporting and making recommendations to the Board on the Corporation’s policies, standards and responsibilities with respect to corporate responsibility including the environment, occupational health, safety, overall business conduct and ethics that is the Corporation’s commitment to its stakeholders.

Composition of Committee

The Committee shall be comprised of at least three members, who shall be appointed by the Board. The Board shall also have the right to appoint a Committee Chairman. The majority of Committee members shall be unrelated to the Corporation and, as such, shall be free from any relationship that may interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members are encouraged to enhance their understanding of current issues through means of their preference.

Meetings of Committee

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Committee shall meet at least annually. The Committee may, in its discretion, request members of management or others to attend Committee meetings (or portions thereof) and to provide pertinent information as necessary.

A quorum of meetings of the Committee shall be a majority of its members, and the rules for calling, conducting and adjourning meetings of the Committee shall be the same rules as those governing the Board. At all meetings, every question shall be decided by a majority of the votes cast. In the case of equality of votes, the Committee Chair shall not be entitled to a second or casting vote.

The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee’s activities and shall provide copies of such minutes to the Board. The Committee shall forthwith report to the Board the results of meetings and reviews undertaken and any associated recommendations of the Board.

Duties of Committee

1. Environmental, Health and Safety

- Develop and periodically review an environmental, health and safety policy and recommend actions for developing policies and standards to implement the principles set forth in such policy.
- Review, on a periodic basis:

- the environmental, health, safety and emergency response policies and activities of the Corporation on behalf of the Board with a view to the Corporation’s compliance with applicable laws and regulations;
- actions and initiatives undertaken to mitigate environmental, health and safety incidents, risks and other matters which may have the potential to materially and adversely affect the Corporation’s operations, activities, plans, strategies or reputation; and
- environmental, health, safety and emergency response compliance issues and incidents to ensure that the Corporation is taking all necessary action in respect of those matters and has been diligently carrying out its responsibilities and activities in that regard.
- Receive a report on all safety or environmental incidents, including any contraventions of policies or regulations and any current or pending legal or regulatory actions, which occurred since the last Committee meeting.
- In consultation with management, review any targets for environmental, health, safety and emergency response matters and corporate performance in respect of such targets.
- In consultation with management, periodically arrange for the selection and engagement of a third party auditor for the conduct of an external audit of the Corporation’s environmental and health, safety and emergency response policies, processes, procedures and records (the “**External Audit**”).
- In consultation with management, the External Audit may include, without limitation:
 - a field audit of randomly selected properties of the Corporation, which may include a review of the Corporation’s field operations relating to drilling, workovers and pipelines;
 - a review of the Corporation’s spill and other environmental records; and
 - a health and safety audit, which may include a review of the Corporation’s safety records, training and tracking records and compliance with regulatory requirements.
- Review the External Audit and meet with the third party auditors, both with and without management, to discuss material findings in the External Audit.
- Monitor the implementation of management’s responding action plans with respect to material findings in the External Audit.

2. Corporate Responsibility

- Review and recommend to the Board for approval any policies relating to corporate responsibility which may have a fundamental impact on corporate activities and strategies, including without limitation, a Business Code of Conduct.
- Receive periodic updates on corporate responsibility initiatives, including review of objectives, methodologies, expenditures and measurement of success.
- Receive periodic updates from management with respect to stakeholder relations and community engagement.

3. Reporting

- Report to the Board on the following matters:
 - all environmental or safety incidents since the last report of the Committee;
 - material findings arising from an External Audit;
 - environmental, safety, health, emergency response or other corporate responsibility issues that could materially and adversely impact the Corporation, its operations, its personnel or its programs;
 - the Corporation’s performance in respect of environmental, safety, health, emergency response or other corporate responsibility matters;
 - actions and initiatives undertaken to mitigate corporate responsibility risks or matters; and
 - meaningful stakeholder feedback, if any.

4. Other Matters

- Review disclosures, if any, of any information related to environmental, safety, health or social responsibility matters to ensure compliance with applicable regulatory, corporate, securities and other compliance requirements.
- Assess the impact of issues, trends, events and proposed or enacted laws and regulations related to safety, environment or social responsibility.
- Periodically review the adequacy of this Mandate and bring to the attention of the Board any required changes, if any, for approval.
- Retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at the expense of the Corporation without any further approval of the Board.
- Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or considers appropriate.