



## **TERMS OF REFERENCE FOR THE SUSTAINABILITY, ENVIRONMENT, HEALTH, AND SAFETY COMMITTEE**

### **I. PURPOSE**

- A. The main purpose of the Sustainability, Environment, Health and Safety Committee (the "Committee") is to review and monitor the following policies if in place, Sustainability Policy, Human Rights Policy, Community Contributions Policy, and Security Policy (the "Policies") and activities of Reconnaissance Energy Africa Ltd. ("ReconAfrica" or the "Company") on behalf of the Board of Directors (the "Board").
- B. The Committee may investigate any activity of the Company that relates to sustainability, including, environment, corporate social responsibility, health and safety, and security.
- C. The Committee will have access to such officers and employees of the Company and to independent consultants and advisors, and to such information respecting the Company as it considers necessary in order to perform its duties and responsibilities.

### **II. COMPOSITION AND OPERATIONS**

- A. The Committee will consist of such number of directors, in no event to be less than three, as the Board of Directors may from time to time by resolution determine, the majority of whom will be independent directors.
- B. The Committee will meet at least two times per year.
- C. The Committee will operate under the guidelines applicable to all Board committees, located in the Board Guidelines.

### **III. DUTIES AND RESPONSIBILITIES**

The Committee will:

- A. Review, monitor, and as appropriate revise, the Policies of the Company on behalf of the Board;
- B. Review and monitor the environmental, corporate social responsibility, safety and health, and security performance of the Company on behalf of the Board to ensure that management is taking appropriate measures to achieve compliance with appropriate laws, legislation, and the Company's Policies;

- C. Encourage, assist, support and counsel management in developing short and long-term standards to ensure that the principles set out in the policies are being adhered to and achieved;
- D. Periodically review environmental, corporate social responsibility, health and safety, and security issues and incidents to determine, on behalf of the Board, that management is taking appropriate action in respect of those matters and that management has been duly diligent in carrying out its responsibilities and activities in that regard;
- E. Periodically review the results of management's activities and/or audits conducted, if applicable;
- F. Review and monitor management's activities to ensure that the principal risks and opportunities to the Company related to environmental, corporate social responsibility, health and safety, and security are identified by management and that sufficient resources are allocated by management to address these risks and opportunities;
- G. Ensure that the Company's directors are kept abreast of their duties and responsibilities related to the scope of this Committee;
- H. Make periodic visits, when appropriate, as individual members or as the Committee, to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to environment, corporate social responsibility, health and safety, and security; and
- I. Investigate, or cause to be investigated, any extraordinary negative environment, corporate social responsibility, health and safety, and security performance where appropriate.

#### **IV. ACCOUNTABILITY**

- A. The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on environmental, corporate social responsibility, health and safety, and security matters relative to the Company.
- B. The Committee will report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.



**V. COMMITTEE TIMETABLE**

A. The timetable on the following pages outlines the Committee’s schedule of activities

**TERMS OF REFERENCE FOR THE SUSTAINABILITY COMMITTEE – Months to be adjusted appropriately**

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
A. Review, monitor, and as appropriate revise the Policies of the Company on behalf of the Board										✓		
B. Review and monitor the environmental, corporate social responsibility, safety and health, and security performance of the Company on behalf of the Board to ensure that management is taking appropriate measures to achieve compliance with appropriate laws, legislation, and the Company’s policies		✓		✓			✓			✓		
C. Review quarterly and annual reports from management on environmental, corporate social responsibility, safety and health, and security				✓								
D. Encourage, assist, support, and counsel management in developing standards to ensure principles set out in the Policies are being adhered to and achieved		✓		✓			✓			✓		
E. Review, environmental, corporate social responsibility, health and safety, and security issues and incidents to determine, on behalf of the Board, that management is taking appropriate action in respect of those matters and that management has been duly diligent in carrying out its responsibilities and activities in that regard		✓		✓			✓			✓		
F. Review the results management’s activities and/or audits conducted, if applicable		✓		✓			✓			✓		

