



## **NOMINATING COMMITTEE MANDATE**

**Effective Date: October 3, 2023**

### **1. Purpose and Scope**

The Nominating Committee (the "**Committee**") of Strathcona Resources Ltd. (the "**Corporation**") is a committee of the Board of Directors (the "**Board**"). As delegated by the Board, the Committee shall attend to the responsibilities set out in this mandate of the Committee (this "**Mandate**").

### **2. Membership**

#### ***Number of Members***

The Committee shall be composed of three or more members of the Board. The Board may fill vacancies in the Committee by appointment, and if and whenever a vacancy shall exist in the Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.

#### ***Term of Members***

The members of the Committee shall be appointed by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

#### ***Committee Chair***

The Board may appoint a chair of the Committee (the "**Committee Chair**"). If a Committee Chair is not appointed by the Board, the members of the Committee shall designate a Committee Chair by majority vote of the full Committee membership. Notwithstanding any of the foregoing, the Committee Chair must be a member of the Committee.

In the absence of the Committee Chair at a meeting of the Committee, the members of the Committee present may appoint a chair from their number for such meeting.

### **3. Meetings**

#### ***Frequency of Meetings***

The Committee shall meet as often as the Committee considers appropriate to fulfill its responsibilities.

### ***Quorum***

No business may be transacted by the Committee at a meeting of the Committee unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum. Members may participate in a meeting of the Committee by electronic means, and a member participating in such a meeting by electronic means is deemed to be present at the meeting.

### ***Calling of Meetings***

The Committee Chair or chair of the Board (the "**Chair**") may call a meeting of the Committee by notifying the Corporation's Corporate Secretary who will notify the members of the Committee.

### ***Minutes; Reporting to the Board***

The Corporation's Corporate Secretary shall act as secretary at any meeting of the Committee, unless an alternative secretary is appointed by the Committee (who need not be a member of the Committee). Minutes and other records of meetings and activities of the Committee shall be recorded and maintained in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Committee Chair may report orally to the Board on any matter in their view requiring the immediate attention of the Board.

### ***Attendance of Non-Members***

The Committee may invite to a meeting of the Committee any officers or employees of the Corporation, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

### ***Access to Management and Books and Records***

The Committee shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the Corporation's management and employees and the books and records of the Corporation.

## **4. Responsibilities**

The Committee shall have the responsibilities outlined below as well as any other responsibilities that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these responsibilities, the Committee shall perform the responsibilities required of a nominating committee by the Corporation's governing corporate statute, applicable Canadian securities laws, any exchange upon which securities of the Corporation are listed, or any governmental or regulatory body exercising authority over the Corporation, as are in effect from time to time (collectively, the "**Applicable Requirements**") or as the Board otherwise deems necessary or appropriate.

### ***Nomination Matters***

Subject to compliance with any agreements or other arrangements concerning such matters, to fulfil its responsibilities with respect to nomination matters, the Committee shall:

- (a) establish policies and procedures for: (i) identifying and selecting potential nominees for the Board; and (ii) considering all nominees to the Board including those recommended by shareholders;

- (b) develop a long-term succession plan for the Board and annually or as required, identify and recruit potential nominees for election or appointment to the Board and, after considering:
  - (i) the results of the Board and director effectiveness evaluation process;
  - (ii) the competencies, skills and other qualities that the Committee considers to be necessary for the Board as a whole to possess, the competencies, skills and other qualities that the Committee considers each existing director to possess, and the competencies, skills and other qualities each new nominee would bring to the Board;
  - (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members;
  - (iv) any agreements or other arrangements concerning the size, qualifications or composition of the Board or that provide one or more of the parties with nomination rights; and
  - (v) independence and/or other Applicable Requirements,recommend to the Board the individual nominees for consideration by, and presentation to, the shareholders at the Corporation's next annual meeting of shareholders or appointment to the Board between such meetings;
- (c) recommend to the Board one member of the Board to serve as Chair and one member of the Board to serve as Lead Director;
- (d) review, monitor and make recommendations to the Board regarding the Corporation's director education programs;
- (e) periodically undertake an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of directors on the effectiveness of the Board and its committees in fulfilling their responsibilities, and recommend to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee;
- (f) annually or as required, recommend to the Board the individual directors to serve on (or to depart from) the standing committees of the Board, after considering: (i) the qualifications for membership on each committee; (ii) the extent to which there should be a policy of periodic rotation of directors among the committees; (iii) the results of the committee and director effectiveness evaluation process; (iv) the number of boards and other committees on which the directors serve; and (v) any agreements or other arrangements concerning the size or composition of the standing committees of the Board;
- (g) periodically examine and make recommendations to the Board in relation to mechanisms of Board renewal (e.g., a retirement policy or term limits for directors); and
- (h) review and approve any director nomination disclosure of the Corporation before it is publicly disclosed.

## ***Delegation***

The Committee may designate a sub-committee or any member of the Committee to review any matter within this Mandate as the Committee deems appropriate.

### **5. Outside Advisors**

Subject to approval by the Board, the Committee shall have the authority to seek, retain and terminate external accounting, legal, consulting or other advisors from a source independent of management, at the expense of the Corporation, as deemed appropriate by the Committee, to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors. The Corporation shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

### **6. No Rights Created**

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Corporation. While it should be interpreted in the context of all Applicable Requirements, as well as in the context of the Corporation's constating documents, it is not intended to establish any legally binding obligations.

### **7. Mandate Review**

The Committee shall periodically review and assess the adequacy of this Mandate and recommend any proposed changes to this Mandate to the Board for consideration.