

**PETROTAL CORP.  
HEALTH, SAFETY, ENVIRONMENT AND  
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER**

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**I. COMPOSITION**

1. The Health, Safety, Environment and Corporate Social Responsibility Committee (the “**Committee**”) will be composed of not less than three directors, the majority of whom shall be outside directors of PetroTal Corp. (the “**Corporation**”). Where the Committee is composed of only two directors, both shall be outside directors. A quorum will be a majority of the Committee members (“**Members**”) and, in the event the Committee consists of only two Members, the quorum will be both Members.
2. The Board of Directors of the Corporation (the “**Board**”) shall appoint one of the Members to act as the Committee chairperson (the “**Chair**”), who shall be an outside director of the Corporation.

**II. MEETINGS**

1. The Committee shall meet at least once annually or otherwise as may be directed by the Board or as circumstances warrant. In addition, the Committee shall monitor activities of the Corporation on a quarterly basis, or more frequently if circumstances dictate.
2. A Member or an officer of the Corporation, or any other individual as may be appropriate, shall be appointed at each meeting to act as secretary for the purposes of recording the minutes of each meeting.

**III. REPORTING**

1. The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes of such meeting. Where minutes have not yet been published, the Chair shall provide the Board with oral reports as requested.
2. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request to the Chair.
3. The Members shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries. The Committee shall also have the right to hire independent counsel and other advisors at the Corporation’s expense, if necessary to carry out its duties.

#### **IV. RESPONSIBILITIES**

1. The Committee shall have the general responsibility of: (i) regularly reviewing health and safety policies and procedures, monitoring compliance with such policies, maintaining management systems to implement such policies, and reporting on its findings to the Board; (ii) regularly reviewing environmental activities in terms of environmental policies of the Corporation and reporting on its findings to the Board; (iii) regularly reviewing social aspects of the Corporation's operations in terms of social responsibility policies of the Corporation and reporting on its findings to the Board.

##### **(a) General Responsibilities**

The Committee's general responsibilities shall be:

- (i) to review the appropriateness of and update the Corporation's health, workforce safety, process safety, social responsibility and environmental policies, management systems and programs annually and report to the Board thereon, with appropriate recommendations;
- (ii) to ensure that the Corporation has the necessary tools to measure its business units' health, workforce safety, process safety, social responsibility and environmental performance and compliance with applicable codes, standards, regulations and laws;
- (iii) to review the health, workforce safety, process safety, social impact and environmental performance and, whenever relevant, any non-compliance situation of the Corporation's business units, to recommend the required corrective measures;
- (iv) to ensure that health, workforce safety, process safety, social risks and environmental risk management procedures and emergency response measures are in place, periodically updated and distributed within the Corporation. The Committee will review the appropriateness of these procedures and measures and make appropriate recommendations; and
- (v) to report to the Board on the Corporation's health, workforce safety, process safety, social responsibility and environmental policies, programs and situations and make appropriate recommendations. Such report shall contain sufficient information, indicating the nature and object of each of the Committee's recommendations, to ensure an efficient follow-up.

##### **(b) Specific Responsibilities**

The Committee's specific responsibilities shall be:

- (i) to consider the interests of local communities that may be affected by the Corporation's operations and assess the Corporation's engagement with such communities;

- (ii) to assess the health, workforce safety, process safety, social risks, environmental risks and emergency situations brought to its attention to recommend the required corrective measures;
- (iii) to immediately communicate any incident giving rise to significant health, workforce safety, process safety or environmental risks to the Board;
- (iv) to recommend to the Board that the Corporation exercise due diligence with respect to non-compliance or emergency situations regarding health, workforce safety, process safety, social risks or environmental risks brought to its attention;
- (v) to review and report to the Board on all legal notices or civil, penal and/or criminal prosecutions brought to its attention, as well as any significant report by regulatory agencies, external health, safety, social and environment consultants or auditors concerning the Corporation's performance regarding health, workforce safety, process safety, social impact and environmental matters;
- (vi) to recommend to the Board measures, including necessary investments, taking into account available technologies and economic and financial restraints, to ensure compliance with applicable codes, standards, regulations and laws regarding the Corporation's health, workforce safety, process safety, social responsibility and environmental policies and programs;
- (vii) to analyze all health, workforce safety, process safety, social impact and environmental matters brought to its attention and deemed relevant or that the Board specifically asks the Committee to review; and
- (viii) to undertake such additional activities within the scope of its responsibilities as may be deemed appropriate in its discretion.