

**PETROTAL CORP.
CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER**

I. PURPOSE

1. The corporate governance and compensation committee's (the "**Committee**") primary role is to assist the board of directors (the "**Board**") of PetroTal Corp. (the "**Corporation**") in meeting their responsibilities to the Corporation in respect of corporate governance and compensation.

II. COMPOSITION

1. The Committee will be composed of at least three directors of the Corporation appointed by the Board, all of whom shall be independent within the meaning of Section 1.2 of *National Instrument 58-101 Disclosure of Corporate Governance Practices*. A quorum will be a majority of the Committee members ("**Members**").
2. The Board shall appoint one of the Members to act as Committee chairperson (the "**Chair**").
3. All Committee members should be free from any direct or indirect material relationship being one that could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.

III. MEETINGS

1. The Committee shall meet at least once annually or otherwise as may be directed by the Board or as circumstances warrant.
2. A Member or an officer of the Corporation, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purposes of recording the minutes of each meeting.

IV. 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.

V. OUTSIDE CONSULTANTS OR ADVISORS

1. The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors, including compensation consultants, to assist or advise the Committee independently on any matter within its mandate.
2. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

VI. RESPONSIBILITIES

The Committee's primary responsibilities are: (i) reviewing and determining the compensation policies of the Corporation with respect to directors, officers, employees and consultants of the Corporation; (ii) proposing to the full Board new nominees to the Board and for assessing directors on an ongoing basis; and (iii) responding to and implementing the guidelines set forth from time to time, by any applicable regulatory authorities (the "**Guidelines**"). The specific functions of the Committee in carrying out these responsibilities are:

1. Compensation:
 - (a) recommend executive compensation policies, practices and overall compensation philosophy;
 - (b) recommend total compensation packages for all officers, employees and consultants of the Corporation;
 - (c) recommend bonus, stock options and grants of other equity securities;
 - (d) reviewing, in consultation with the Board, the performance of the chief executive officer ("CEO"), including a review of corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and making recommendations to the Board with respect to the CEO's compensation level based on this evaluation;
 - (e) recommend major changes in the Corporation's benefit plans; and
 - (f) review, and retain outside consultants and advisors to review (as necessary), the adequacy and form of directors' compensation to ensure it realistically reflects the responsibilities and risks of membership on the Board.

2. Nominating and Assessment of Directors:

- (a) to regularly assess what competencies and skills the Board and its Committees should possess to align with the opportunities, risks, ethical culture and long-term strategy of the Corporation, other Board succession planning considerations and other needs of the Board and its Committees; at least annually, review the composition of the Board against the skills criteria applicable to potential candidates for nomination to the Board, as well as serving directors, to guide the long-term strategy and ongoing business operations of the Corporation;
- (b) to develop, review, and recommend to the Board, Board succession planning and director recruitment processes and lead the implementation of such processes;
- (c) in consultation with the Board, maintain, on an ongoing basis, an evergreen database of potential candidates, and during an active recruiting initiative arrange for the highest potential short-listed candidates to meet with at least the Board chair, the Chair and the Corporation's chief executive officer ;
- (d) to regularly reviews the profile of the Board, including the age and tenure of individual directors and the representation of diversity, geography and various areas of expertise;
- (e) to consider and recommend candidates to fill new positions on the Board created by either expansion or vacancies that occur by resignation, retirement or for any other reason;
- (f) to review candidates recommended by shareholders;
- (g) to conduct inquiries into the backgrounds and qualifications of possible candidates;
- (h) to recommend the director nominees for approval by the Board and the shareholders;
- (i) to consider questions of possible conflicts of interest of Board members;
- (j) to recommend members and chairs of the Corporation's committees;
- (k) to establish director retirement policies; and
- (l) to establish and implement an orientation and education program for new members of the Board.

3. Board Chair Succession Planning

- (a) develop and periodically update a succession planning process for the Chair, which shall take into account the ideal skills, experience, and characteristics for a successor Chair as well as the opportunities, risks and strategic direction of the Corporation and any other relevant circumstances.

4. Director Orientation and Continuing Education
 - (a) oversee the policies and processes relating to director orientation and continuing education.
5. Nominating Executive Officers:
 - (a) to review Executive Officer candidates recommended by Management;
 - (b) to conduct inquiries into the backgrounds and qualifications of possible candidates;
 - (c) to recommend the Executive Officer nominees for approval by the Board;
 - (d) to consider questions of possible conflicts of interest of Executive Officers; and
 - (e) the succession plans relating to the Executive Officer positions;
6. Corporate Governance:
 - (a) to consider and review the Corporation's corporate governance principles and process and to compare the same to the Guidelines;
 - (b) to propose changes to the Board necessary to respond to or comply with the Guidelines;
 - (c) to act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board;
 - (d) to develop and recommend to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function effectively and independently of management;
 - (e) to recommend appointments of corporate officers and senior management to the Board;
 - (f) reviewing and, as appropriate, approving, executive compensation disclosure prior to the Corporation publicly disclosing this information;
 - (g) to establish, review and update periodically a Code of Business Conduct and Ethics (the "Code") and ensure that management has established a system to monitor compliance with the Code; and
 - (h) to review the Corporation's disclosure of its corporate governance program and compliance with the Guidelines in the Corporation's annual report or management proxy circular for each annual general meeting.