



Environmental Social Governance and Health and Safety Committee Mandate

Adopted by the Board on May 7, 2020

Purpose

Africa Oil Corp. (the “Company”) is committed to ensuring it conducts its activities in a manner that will protect the health and safety of its employees, contractors, the public and the environment. The purpose of the Environmental Social Governance, and Health and Safety (“ESGHS”) Committee (the “ESGHS Committee”) is to assist the Board of Directors (the “Board”) of the Company, to review the Company’s performance with respect to Environmental Social Governance, and Health and Safety matters, including the Board’s oversight of the Company’s climate-related risks and opportunities.

Duties:

Without limiting the generality of the foregoing, the ESGHS Committee shall be responsible for reviewing and providing recommendations to the Board on the following specific matters:

1. Performance of the Company related to Environmental, Social, Governance, and Health and Safety:
 - Review and monitor annual and longer-term plans, targets and results
 - Review the performance of management and the adequacy of resources provided
2. Environmental, Social, Governance, and Health and Safety Risks:
 - Review the effectiveness of the Company’s processes for material risk identification, assessment and management
 - Review reports from management on significant incidents and issues and determine whether the Company is taking all necessary action in respect of those matters
 - Review and monitor the Company’s processes for risk mitigation and management and confirm that relevant risk management guidelines are applied to safety, health and environmental matters
 - Investigate, or cause to be investigated, any extraordinary negative safety, health and/or environmental related performance issues where appropriate
3. Compliance with Environmental, Social, Governance, and Health and Safety legal and regulatory requirements:
 - Review the policies and management systems to ensure compliance with applicable legal and regulatory requirements
4. External Environmental, Social, Governance, and Health and Safety reporting and disclosures:
 - Review management’s materiality assessment of priority sustainability issues and corporate commitments to addressing those issues
 - Review the Company’s approach to climate-related risks and opportunities reporting and disclosures
 - Review the Company’s Sustainability Reporting and other external reports
 - Review the results of operational safety, health and environmental related audits and management’s activities to maintain appropriate internal and external audits
5. The Company’s strategy to address Environmental, Social, Governance, and Health and Safety trends, future regulations and decisions that could impact the performance of the Company:
 - Review the Company’s strategy and response to climate-related risks and opportunities
 - Review national and international legislation, regulations and decisions that could affect the Company’s operating environment
 - Review other emerging issues, trends and public opinion which could impact the Company’s activities, plans, strategies or reputation and recommend, where significant, appropriate responses to the Board
 - Review the Company’s communication with stakeholders on environmental issues

Committee Composition

The ESGHS Committee shall consist of at least three members of the Board, two of whom shall be independent non-management directors.

The Board shall appoint the members of the ESGHS Committee annually. The Board may at any time remove or replace any member of the ESGHS Committee and may fill any vacancy in the ESGHS Committee.

Advisors

A senior officer of the Company, appointed by the CEO shall act as an advisor to the ESGHS Committee. In addition, the ESGHS Committee shall have access to such other officers and employees of the Company and to such information as it may require, and may engage independent environmental consultants, advisors and legal counsel at the expense of the Company, as it determines necessary to carry out its duties.

Meetings

The ESGHS Committee shall meet as necessary in order to fulfill the responsibilities described above, and in any event, shall meet quarterly and shall provide a report to the Board at the Board meeting immediately following each ESGHS Committee meeting.

A quorum for the transaction of business at any meeting of the ESGHS Committee shall be two members.