



## ENVIRONMENT & SAFETY COMMITTEE CHARTER

The Environment & Safety Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Surge Energy Inc. (the "**Corporation**"). Its primary function is to review and monitor the environmental policies and activities of the Corporation on behalf of the Board and the activities of the Corporation as they relate to the health and safety of employees of the Corporation in the workplace.

### **1. Reporting**

The Committee shall report to the Board.

### **2. Composition of Committee**

The Committee shall consist of a minimum of three directors appointed by the Board. The majority of the members of the Committee shall be independent. The Committee refers to Canadian securities regulation for definitions and guidance as to the meaning of "independent". The duties and responsibilities of a member of the Committee are in addition to his or her duties and responsibilities as a Director.

### **3. Appointment of Committee Members**

Members of the Committee shall be appointed at a meeting of the Board, typically held after the annual meeting of shareholders of the Corporation, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

### **4. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

### **5. Chairman**

The Board shall appoint the Chairman of the Committee. The role of the Chairman is to act as leader of the Committee to manage and co-ordinate the meetings and activities of the Committee and to oversee the execution by the Committee of its duties and responsibilities.

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside by a majority of members of the Committee present at such meeting.

## **6. Committee Meetings**

The Committee shall meet at least annually at the call of the Committee Chairman. The Committee Chairman may call additional meetings as required, including meetings at field facilities. In addition, a meeting may be called by the Board Chairman, the President or any member of the Committee.

Committee meetings may be held in person, by video conference, by means of telephone, by means of other electronic or other communication facility that permits each person to communicate with each other during the meeting or by a combination of any of the foregoing.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Committee Chairman or by a majority of the members of the Committee.

At the request of the Committee or its Chairman, certain members of senior management and others may attend Committee meetings on a regular basis.

## **7. Notice of Meeting**

Notice of the time and place of every meeting may be given orally, or in writing, or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

## **8. Quorum**

A majority of Committee members, present in person, by video conference, by telephone, by other electronic or communication facility or by a combination thereof, shall constitute a quorum.

## **9. Minutes**

At each meeting, the Committee shall appoint a recording secretary to take the minutes of the meeting. Minutes of Committee meetings shall be sent to all Committee members. The full Board of Directors shall be kept informed of the Committee's activities by a report following each Committee meeting.

## **10. Outside Resources**

The Committee may engage independent outside resources, at the expense of the Corporation, if it deems it necessary to carry out its responsibilities.

## 11. Responsibilities

The Committee shall:

### *Environmental Matters*

- (a) review and monitor the environmental policies, activities, training programs and the emergency response plan of the Corporation and its affiliates on behalf of the Board to ensure that the Corporation and its affiliates are in compliance with environmental laws and legislation;
- (b) recommend actions for developing policies, programs and procedures to ensure that the principles set out in any environmental policy statement are being adhered to and achieved;
- (c) review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation and its affiliates are taking all necessary action in respect of those matters and that it has been duly diligent in carrying out its responsibilities and activities in that regard;
- (d) review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- (e) report regularly and on a timely basis to the Board on environmental policies and significant activities of the Corporation and its affiliates relating to the environment, for consideration and approval, and to report regularly and on a timely basis to the Board on the state of compliance with applicable law and adherence to the policies of the Corporation and its affiliates;
- (f) develop a calendar of activities to be undertaken by the Committee for each ensuing year related to environmental matters and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders of the Corporation;

### *Employee Health and Safety*

- (g) review and monitor the health and safety policies, activities and training programs of the Corporation and its affiliates on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the employees of the Corporation and its affiliates in the workplace;
- (h) recommend actions for developing policies, programs and procedures to ensure that the principles set out in the policies of the Corporation and its affiliates related to the health and safety of their employees in the workplace are being adhered to and achieved;
- (i) review employee health and safety compliance issues and sensitive incidents to determine, on behalf of the Board, that the Corporation and its affiliates are taking all necessary action in respect of those matters and that it has been duly diligent in carrying out its responsibilities and activities in that regard;

- (j) review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- (k) report regularly and on a timely basis to the Board on health and safety policies and significant health and safety activities of the Corporation and its affiliates for consideration and approval, and to report regularly and on a timely basis to the Board on the state of compliance with applicable laws and adherence to the policies of the Corporation and its affiliates;
- (l) develop a calendar of activities to be undertaken by the Committee for each ensuing year related to employees' health and safety and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders of the Corporation; and
- (m) review and monitor the preparation and maintenance of an environmental health and safety manual on behalf of the Board and oversee the process of ensuring all employees, particularly field staff, are familiar with the manual.