

Diversity Policy

Purpose

This Board Diversity Policy (the Policy) is intended to set out a framework that promotes diversity on the Board of Directors (the Board) of Bonterra Energy Corp. (the Corporation).

Policy Statement

The Board recognizes that diversity among its directors will support balanced consideration of matters and fulsome debate, which, in turn, will enhance decision making by the Board and maximize shareholder value. The Policy, Governance and Nominating Committee Charter includes recommending suitable candidates for election to the Board and annually evaluating the overall effectiveness of the Board. The Corporation is committed to a merit-based system for Board composition. The Policy, Governance and Nominating Committee (the Committee) will consider candidates on merit using objective criteria with due regard to the benefits of diversity and the needs of the Board when identifying suitable candidates for appointment to the Board. The Committee's considerations will include achieving an appropriate level of diversity having regard to factors such as skills, experience, education, gender, age, ethnicity and cultural background of Board members.

Objectives

In reviewing the composition of the Board, the Committee will consider the benefits of diversity in order to maintain an optimum mix of skills, knowledge and experience on the Board. The Committee will annually discuss and agree on the relevant measurable objectives for promoting diversity on the Board in light of the skills required on the Board at that time and make recommendations for consideration and approval by the Board. Although the Corporation considers the level of representation of women on the Board in the manner described above, gender and the benefit of diversity are among many factors that are considered in assessing the contribution of a director and, accordingly, the Corporation has not adopted targets relating to the appointment of women to the Board.

Candidate Identification Process

The Committee may engage an outside executive search firm to assist in identifying candidates for appointment to the Board. Any search, whether executed by an outside executive search firm or through an internal process, will be directed to include a diverse set of candidates, including female candidates, in its list of potential candidates and female candidates are to be included in the Board's list of potential nominees. If a female candidate is not ultimately selected, the Board must be satisfied that there are objective reasons to support its determination. The final decision will be based on merit and the contribution that the chosen candidate brings to the Board

Executive Appointments

Executive appointments at Bonterra are determined based on merit and qualifications relevant for the specific role. Consideration is given to a broad range of skills, background and experience. Diversity is taken into account; however, the ultimate decision is determined based on the best candidate for the role. As gender and the benefit of diversity are among many factors that are considered in assessing the contribution of an executive officer, Bonterra does not specifically consider the level of representation of women in executive roles and has not adopted a specific target regarding the number of women in executive positions.

Monitoring and Reporting

The Committee is responsible for monitoring compliance with the Policy and for reviewing and assessing the effectiveness of the Policy in promoting diversity to the Board on an annual basis. To measure the effectiveness of this policy, the committee will review:

- the number of women considered or brought forward for Board positions; and
- the skills, background and experience of such candidates to ensure they are being fairly considered relative to other candidates.

The Committee will report to the Board on an annual basis with respect to the objectives of the Policy. A summary of this Policy will be included on an annual basis in the Company's Management Information Circular.

Review of the Policy

The Policy, Governance and Nominating Committee will review this Policy from time to time as necessary and make recommendations on any required changes to the Board for consideration and approval.

This Policy was last approved by the Board of Directors on March 13, 2018.