

CROWN POINT ENERGY INC.

RESERVES & HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

MANDATE AND TERMS OF REFERENCE

Role and Objective

The Reserves & Health, Safety and Environment Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Crown Point Energy Inc. ("**Crown Point**" or the "**Corporation**") to which the Board has delegated the responsibility for the matters set forth herein in respect of: (i) certain responsibilities of the Board in accordance with National Instrument 51-101 ("**NI 51-101**"); and (ii) the development and monitoring of the approach of Crown Point to health, safety and environment matters.

Membership of Committee

1. The Committee will be comprised of at least three (3) directors of Crown Point or such lesser or greater number as the Board may determine from time to time, a majority of whom shall be:
 - (a) individuals who are not and have not been, during the preceding 12 months:
 - (i) an officer or employee of Crown Point or of an affiliate of Crown Point;
 - (ii) a person who beneficially owns 10% or more of the outstanding voting securities of Crown Point; or
 - (iii) a relative of a person referred to in subparagraphs (i) or (ii), residing in the same home as that person; and
 - (b) free from any business or other relationship which could reasonably be seen to interfere with the exercise of their independent judgment.
2. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.

Mandate and Responsibilities of the Committee

Petroleum and Natural Gas Reserve and Resource Matters

In connection with the petroleum and natural gas reserve and resource reporting and disclosure obligations of Crown Point, the Committee is responsible for:

1. reviewing the Corporation's procedures relating to the disclosure of information with respect to oil and gas activities including reviewing its procedures for complying with its disclosure requirements and restrictions set forth under applicable securities requirements;
2. reviewing the Corporation's procedures for providing information to the independent evaluator;
3. meeting, as considered necessary, with management and the independent evaluator to determine whether any restrictions placed by management affect the ability of the evaluator to report

without reservation on the Reserves Data (as defined in NI 51-101) (the "**Reserves Data**") and to review the Reserves Data and the report of the independent evaluator thereon (if such report is provided);

4. reviewing the appointment of the independent evaluator and, in the case of any proposed change to such independent evaluator, determining the reason therefor and whether there have been any disputes with management;
5. providing a recommendation to the Board as to whether to approve the content or filing of the statement of the Reserves Data and other information that may be prescribed by applicable securities requirements including any reports of the independent engineer and of management in connection therewith;
6. reviewing the Corporation's procedures for reporting other information associated with oil and gas producing activities; and
7. generally reviewing all matters relating to the preparation and public disclosure of estimates of the Corporation's reserves and resources.

Health, Safety and Environment Matters

The Committee will oversee health, safety and environment matters and make recommendations to the Board in relation to health, safety and environment matters, including:

1. reviewing the nature and extent of the development of, and compliance by the Corporation with, appropriate health, safety and environment policies and standards having regard to industry and community standards and applicable laws;
2. reviewing health, safety and environmental proceedings, claims or other contingencies that could have a material effect on the financial position or operating results of the Corporation and reporting the results of such review to the Board;
3. annually reviewing and assessing the funding of future environmental and reclamation obligations of the Corporation;
4. reviewing the nature and extent of compliance with any applicable health, safety and environmental standards and laws, as well as any mitigating or remedial actions taken for and on behalf of the Corporation in respect of any non-compliance with any such standards or laws;
5. reviewing trends and current and emerging issues in the health, safety and environment areas and reviewing the impact of proposed legislation relating to health, safety and environment matters and recommending to the Board the appropriate responses thereto; and
6. reviewing emergency response planning procedures for the Corporation for the health, safety and environment areas.

Meetings and Administrative Matters

1. At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee will generally be scheduled to take place at least once per year and at such other times as the Chair of the Committee may determine or as requested by the Board, the Chief Executive Officer or the Chief Financial Officer.
5. Agendas will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
7. Minutes of the Committee will be recorded and maintained and may be circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board as requested.
8. The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
9. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
10. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board by the Committee Chair.

Amended and Restated as of November 2013