

1. Each committee will make periodic recommendations to the Board in respect of the subject on which it was created to advise. The Board will take into consideration, but will not be bound by, committee recommendations.
2. The Governance and Human Resources Committee, in consultation with the Board Chair and the President and CEO, recommends committee chairs and members for appointment by the Board.
3. Committee members shall be appointed by the Board following the annual meeting of shareholders and shall hold office until the next annual meeting, or until their successors are appointed.
4. A committee member may be removed or replaced at any time by the Board and will cease to be a member upon ceasing to be a director of Tenaz Energy Corp. (the "Corporation").
5. Subject to the terms of reference in respect of a committee, any independent member of a committee who ceases to be independent for reasons outside the member's reasonable control shall immediately notify the Board as to this fact and shall resign his or her position as a member of the committee on the earliest of (i) the appointment of his or her successor; (ii) the next annual meeting of shareholders of the Corporation; and (iii) the date that is six months from the occurrence of the event which caused the member to not satisfy the necessary requirements for membership.
6. The Board Chair will be a non-voting observer of all committees on which he or she is not formally a member.
7. The number of members and composition of each committee is indicated in each of the Committee's terms of reference.
8. When a vacancy occurs in the membership of a committee, it may be filled by the Board and shall be filled by the Board if the membership of the committee is less than the minimum specified number for that committee.
9. Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the committee at least 48 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive notice of a meeting; and attendance at a meeting is a 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 is not lawfully called.
10. The committee chair or any two members of a committee may call a meeting of the Committee.
11. If a committee chair is not present at any meeting of a committee, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.

12. The Corporate Secretary will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member and to the full Board. A complete meeting record will be maintained by the Office of the Corporate Secretary and available to any director and the President and CEO. If the Corporate Secretary is not present at the meeting, a committee member, or any other person selected by the committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting.
13. A committee member may participate in a committee meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
14. A committee may invite such directors or, in consultation with the President and CEO, such employees of the Corporation, as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee.
15. A committee may, from time to time, require the expertise of outside resources. Each committee has the authority, in its sole discretion, to select, retain (or obtain advice of), terminate and approve the retention terms of any outside adviser or other expert or consultant that it determines to be necessary to carry out its duties, after consideration of the independence of such adviser, expert or consultant and any factors required by applicable law, as it deems appropriate.
16. Each committee may delegate matters under its jurisdiction to a subcommittee or individual committee member, with the provision that all work performed by such subcommittee and/or individual committee member must report all work done at each committee meeting since the previous committee meeting.
17. A quorum for the transaction of business at a committee meeting will be a majority of the authorized number of members. Questions arising at a meeting will be determined by a majority of votes of the members present.
18. Each committee will review its own terms of reference annually and any changes will be submitted to the Governance and Human Resources Committee for review and recommendation to the Board.
19. Terms of Reference for a Committee Chair

The chair of each Board committee shall:
 - a) lead the committee in undertaking the duties and responsibilities that it is charged with by the Board, as outlined in its terms of reference and these Guidelines for Committees;
 - b) ensure that committee members receive all the information they require in timely fashion;

- c) ensure the committee has adequate access to all members of management necessary for it to undertake its responsibilities;
 - d) set agendas for committee meetings;
 - e) chair committee meetings at which the committee chair is in attendance;
 - f) lead the committee in an annual review of its performance; and
 - g) ensure the committee is composed of members with the skill, experience and/or necessary training relative to the committee's responsibilities.
20. Each committee member is required to comply with the conflicts of interest provisions of the Corporation's *Code of Business Conduct and Ethics*.
21. In the event of conflict between this guideline and terms of reference or the Board Operating Guidelines, the terms of reference, as applicable, shall be determinative.