



(Excerpt from the management information circular dated October 3, 2020 (the “Circular”). A full copy of the Circular can be found on SEDAR website located at www.sedar.com “Company profiles” – ShaMaran Petroleum Corp. and the Corporation’s website at www.shamaranpetroleum.com.)

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICE

The Corporation’s Board of Directors and management have established certain corporate governance practices which, in the opinion of the Board, are consistent with the overall business of the Corporation and its stage of development. The following represents the disclosure required by National Instrument 58-201 - Disclosure of Corporate Governance Practices (“NI 58-201”).

Corporate Governance Practices

National Policy 58-201 - Corporate Governance Guidelines sets out guidelines for effective corporate governance. These guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance. NI 58-101 requires that if management of an issuer solicits proxies from its security holders for the purpose of electing directors, specified disclosure of the corporate governance practices must be included in its management information circular.

The Board of Directors has considered the guidelines set out in NP 58-201 and believes that its approach to corporate governance is appropriate and works effectively for the Corporation and its Shareholders. The following is a description of the Corporation’s corporate governance practices which have been approved by the Board.

The Board of Directors

All six of the proposed nominees for election as directors at the Meeting are current directors of the Corporation. The Board of Directors is currently comprised of Chris Bruijnzeels, Adel Chaouch, Terry L. Allen, Michael Ebsary, Keith C. Hill and William A.W. Lundin. With the exception of Dr. Chaouch and Mr. Bruijnzeels, all members of the Board of Directors are “independent” within the meaning of NI 58-101. Dr. Chaouch is not “independent” as he is the current CEO of the Corporation and Mr. Bruijnzeels is not “independent” as he is the former CEO of the Corporation and held such position within the past three (3) years and is a current paid advisor to the Corporation.

The independent directors exercise their responsibilities for independent oversight of management and are provided with leadership through their position on the Board and ability to meet independently of management whenever deemed necessary.

Directorships

The current directors of the Corporation may serve as directors of other reporting issuers. The following directors serve (or have served in the past five years) on the boards of directors of other reporting issuers or reporting issuer equivalent(s) as follows:

Director	Reporting Issuer(s) or Equivalent(s)
Chris Bruijnzeels	<ul style="list-style-type: none"> International Petroleum Corporation, Norwegian Energy Company ASA
Adel Chaouch	<ul style="list-style-type: none"> Previously, Ophir Energy plc
Terry L. Allen	<ul style="list-style-type: none"> None
Michael Ebsary	<ul style="list-style-type: none"> None
Keith C. Hill	<ul style="list-style-type: none"> Africa Oil Corp. Africa Energy Corp. Eco (Atlantic) Oil & Gas Ltd. TAG Oil Corp.
William A.W. Lundin	<ul style="list-style-type: none"> None

During fiscal year ended December 31, 2019, the Board and its committees held the following number of meetings. The following table does not include decisions made by the Board and the committees of the Board by written resolution during 2019:

	BOARD / STANDING COMMITTEES OF THE BOARD				
Director	Board 4 meetings⁽¹⁾	Audit Committee 4 meetings⁽¹⁾	Compensation Committee 2 meetings⁽¹⁾	Reserves Committee 2 meetings⁽¹⁾	Corporate Governance and Nominating Committee 1 meeting⁽¹⁾
Chris Bruijnzeels	4 of 4	-	1 of 1	2 of 2	-
Adel Chaouch ²	3 of 3	-	-	-	-
Terry L. Allen	4 of 4	4 of 4	-	2 of 2	1 of 1
Michael Ebsary	4 of 4	4 of 4	2 of 2	-	-
Keith C. Hill	4 of 4	2 of 2	2 of 2	-	-
William A.W. Lundin ²	3 of 3	-	-	2 of 2	1 of 1
Brian Edgar ³	2 of 2	2 of 2	1 of 1	-	0 of 1

⁽¹⁾ The numbers in each row represent the number of meetings the director/committee member attended in 2019 and the second number represents the number that he/she was eligible to attend.

⁽²⁾ Dr. Chaouch and Mr. Lundin each became a Director of the Corporation following the AGM in June 2019 so were not eligible to attend the first Board meeting of 2019.

⁽³⁾ Mr. Edgar resigned from the Board on June 26, 2019.

Orientation and Continuing Education

The measures that the Board of Directors takes in connection with orienting new Board members regarding the role of the Board, its directors, the committees of the Board and the nature and operation of the Corporation's business include providing each new member with information concerning the role and responsibilities of a public company director and discussing with new members the Corporation's operations. New directors also have the opportunity to meet with management, technical experts and consultants of the Corporation. As each director has a different set of skills and professional background, the Board seeks to tailor orientation of new members according to the particular needs and experience of each new director. For example, if the new director is highly sophisticated with regard to the oil and gas industry, orientation on that matter would not be necessary or if a director has a high level of financial expertise, finance orientation may not be included. In addition, all new and existing Board members are provided with a Directors' Manual which contains, among other things, information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies, the Board's mandate, the charters of the Board and its committees, corporate policies and other relevant information. The Directors' Manual is updated regularly.

The Board encourages continued education for its directors and ensures that all directors are kept apprised of changes in the Corporation's operations and business and changes in the regulatory environment affecting the Corporation's day to day business. At every Board meeting, management provides updates and briefings to directors with respect to the business and operations of the Corporation. The Corporation's outside legal counsel also provides directors and senior officers with summary updates of any developments relating to the duties and responsibilities of directors and officers and corporate governance matters. Board members may also attend external education seminars that they determine necessary to keep themselves up-to-date with current issues relevant to their services as directors of the Corporation. In addition, as part of the annual director assessment process, directors are canvassed by the Corporate Governance and Nominating Committee for their input on what additional information would assist them in increasing their effectiveness as directors. The Corporate Governance and Nominating Committee considers directors' responses and makes recommendations.

Ethical Business Conduct

The Corporation is committed to conducting its business in compliance with the law and the highest ethical standards. Accordingly, the Corporation has adopted a written Code of Business Conduct and Ethics, as amended (the "Code") applicable to directors, officers and all employees of the Corporation. Directors, officers or employees who have concerns or questions about violations of laws, rules or regulations, or of the Code, are required to report them to the Corporation's legal counsel. Following the receipt of any complaints submitted hereunder, the Corporation's Chief Executive Officer and Chair of the Corporate Governance and Nominating Committee will investigate each matter so reported and report to the Board which will take corrective disciplinary actions, if appropriate, up to and including termination of employment. The Corporation encourages all directors, officers, and employees to report promptly any suspected violation of the Code to the Corporation's Chief Executive Officer and Chair of the Corporate Governance and Nominating Committee. The Corporation does not tolerate any retaliation for reports or complaints regarding suspected violations of the Code that were made in good faith. There has been no departure from the Code during the Corporation's most recently completed financial year.

All directors, officers and employees have an obligation to act in the best interest of the Corporation. Any situation that presents an actual or potential conflict between a director, officer or employee's personal interests and the interests of the Corporation are to be reported to the Corporation's legal counsel.

The Code is available on the Corporation's website at www.shamaranpetroleum.com, and is available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website which may be accessed at www.sedar.com.

In addition to the Code, the Corporation has adopted policies to assist in the conduct of ethical business which include the following:

- an Internal Employee Alert Policy to encourage employees, officers and directors to raise concerns regarding accounting, internal controls or auditing matters, on a confidential basis free from discrimination, retaliation or harassment.
- a Blackout Period Policy for its directors, executive officers and senior management of the Corporation to raise the general level of awareness of the trading and confidential obligations of directors, executive officers and senior management. All directors, executive officers and senior management are expected to comply with the Blackout Period Policy.
- a Corporate Disclosure Policy to ensure effective communication between the Corporation, its shareholders and the public.

At the present time, the Board has four (4) standing committees: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Reserves Committee. Disclosure with respect to the Audit Committee, as required by NI 52-110 – *Audit Committee*, is contained under the heading “Audit Committee and National Instrument 52-110, Audit Committees (“NI 52-110”) Disclosure” and in Schedule “A” to this Information Circular.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is currently comprised of three directors: Michael Ebsary (Chair), Terry L. Allen and William A.W. Lundin. All members are considered “independent” within the meaning of NI 58-101. The Corporate Governance and Nominating Committee is responsible for developing and monitoring the Corporation's approach to corporate governance issues. The Committee oversees the effective functioning of the Board, oversees the relationship between the Board and management, ensures that the Board can function independently of management at such times as is desirable or necessary, identifies individuals qualified to become new Board members and recommends to the Board the director nominees at each annual meeting of shareholders and, with the assistance of the Board and where necessary, develops an orientation and education program for new recruits to the Board. In identifying possible nominees to the Board, the Corporate Governance and Nominating Committee considers the competencies and skills necessary for the Board as a whole, the skills of existing directors and the competencies and skills each new nominee will bring to the Board, as well as whether or not each nominee will devote sufficient time and resources to the Board. The Corporate Governance and Nominating Committee also annually reviews and makes recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the appropriateness of the committees of the Board; and (iii) the effectiveness and contribution of the Board, its committees and individual directors, having reference to their respective mandates, charters and position descriptions. The Corporate Governance and Nominating Committee meets at least once annually.