

MEG ENERGY CORP.

HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

1. MANDATE

The mandate of the human capital and compensation committee (the "**Committee**" or "HCCC") of MEG Energy Corp. (the "**Corporation**") is to assist the board of directors (the "**Board**") in fulfilling its stewardship with respect to the Corporation's human capital strategy and management, and its compensation philosophy, policies and programs.

2. MEMBERSHIP

The Committee shall consist of at least three directors as determined by the Board. Each member shall be an independent director, as defined in the Corporation's Board of Directors Mandate. Members shall be appointed from time to time at the pleasure of the Board. A member of the Committee shall cease to be a member of the Committee upon ceasing to be a director of the Corporation. The Board shall appoint the chair (the "**Chair**") of the Committee annually from among the members of the Committee. If in any year the Board does not appoint a Chair, the incumbent Chair shall continue in office until the Board appoints another person as Chair.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

A. HUMAN CAPITAL

- (a) Review the Corporation's human capital strategy and organizational culture and assess the alignment with the Corporation's business strategy.
- (b) Receive periodic reports from management on human capital programs and practices, including employee training and development, talent management, inclusion and diversity, employee engagement, workplace culture and succession planning.
- (c) Oversee management's compliance with laws and regulations with respect to human capital and compensation matters, including the effect on the Corporation of changes to legislation pertaining to employees (other than occupational, health and safety legislation, which has been delegated to the Corporation's Health, Safety and Environment and Reserves Committee) such as human rights and workers' compensation legislation.
- (d) Oversee the Corporation's human capital management practices and related risk monitoring.
- (e) Review annually the Corporation's development and succession plans (emergency and long-term) for the Corporation's CEO and other executives.

- (f) Establish share ownership guidelines for the Corporation's executives and Board members and monitor compliance.
- (g) Review annually and recommend for approval by the Board the individual goals and objectives established for the President and Chief Executive Officer ("CEO") of the Corporation.
- (h) Establish a process, in conjunction with the Governance and Nominating Committee, to obtain an annual evaluation from all independent directors of the CEO's performance.
- (i) Review annually the CEO's evaluation of the performance of the Corporation's other executives.
- (j) Review and approve any management contracts, change of control agreements, executive employment agreements, indemnity agreements, and significant consulting contracts.

B. COMPENSATION

- (a) In consultation with management, establish the Corporation's general compensation philosophy, and oversee the development and implementation of compensation programs.
- (b) Oversee the Corporation's executive compensation programs to ensure such programs are properly coordinated, externally competitive and achieving their intended purposes.
- (c) Ensure that executive compensation related risks are understood and considered, and excessive or inappropriate risks are not being encouraged.
- (d) Review and recommend for approval by the Board and shareholders all equity-based compensation plans, including the Restricted Share Unit ("RSU") Plan, Stock Option Plan, or other incentive compensation plans and the administration of such plans.
- (e) Review and recommend for approval by the Board and shareholders (as required by the primary listing exchange) the share reserve for equity compensation plans.
- (f) Review annually and recommend for approval by the Board the total executive compensation program, including base salary, short-term incentive ("STI") and long-term incentive ("LTI") opportunity awards, perquisites and other benefits, including any employment agreements. Specific recommendations on an annual basis will include:
 - (i) Comparative peer groups to benchmark corporate performance and executive compensation.
 - (ii) Base salary ranges, and target STI and LTI awards, both as a percentage (or percentage range) of base salary.

- (iii) Corporate goals and objectives for inclusion in the corporate performance scorecard (including the performance range, e.g. threshold, target and maximum) at the start of each plan year or cycle and assessment of performance at the end of plan year or cycle to establish a corporate performance factor, including any appropriate adjustments, to be applied against the target STI award levels.
- (iv) Weighting of individual performance and corporate performance components in setting final STI awards.
- (v) Performance measures utilized for LTI awards in the form of performance share units (“**PSUs**”) administered under the RSU Plans.
- (vi) Mix of LTI awards in terms of RSUs, PSUs and/or stock options.
- (g) Evaluate annually and recommend for approval by the Board the total compensation of the CEO considering both individual performance against pre-determined goals and objectives and overall corporate performance.
- (h) Review annually and recommend for approval by the Board the total compensation of each of the Corporation's executives (other than the CEO).
- (i) Review annually and recommend for approval by the Board the total compensation budget for the Corporation including base salary, annual incentives and equity awards, including off-cycle equity awards.
- (j) Review annually and recommend for approval by the Board the compensation arrangements for the directors of the Corporation, the chair of the Board, and the chair and members of each committee of the Board, including the award of deferred share units (“**DSUs**”) under the DSU Plan.
- (k) Review annually and recommend for approval by the Board the executive and director compensation disclosure of the Corporation in its management information circular.
- (l) Review on a summary basis, any other significant compensation and benefit programs for employees, generally.
- (m) Reach out, as appropriate, with key shareholders, proxy advisors or other independent advisors and thought leaders to explain and advocate for the Corporation’s approach to compensation.
- (n) Retain advisers and consultants, as considered necessary, to assist the Committee in the discharge of its responsibilities.

4. ADMINISTRATIVE MATTERS

The following general provisions shall have application to the Committee.

- (a) The Committee shall meet at least semi-annually or as circumstances may require.
- (b) A majority of members of the Committee shall constitute a quorum, and no business may be transacted by the Committee except
 - (i) at a meeting of its members at which a quorum of the Committee is present in person or by telephone or other communication device that permits all persons participating in the meeting to speak and hear each other, or
 - (ii) by a resolution in writing signed by all the members of the Committee.
- (c) Any member of the Committee may be removed or replaced at any time by the Board and the Board may fill vacancies on the Committee.
- (d) The Committee may invite such advisers and directors, officers and employees of the Corporation as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
- (e) The time and place at which the meetings of the Committee shall be held and the calling of meetings and the procedure in all respects at such meetings shall be determined by the Committee, unless otherwise determined by the by-laws of the Corporation or by resolution of the Board.
- (f) The Chair shall preside at all meetings of the Committee, and in the absence of the Chair the members of the Committee present at a meeting shall appoint one of those members to act as chair of the meeting.
- (g) The Committee shall have the authority to
 - (i) conduct investigations and engage independent counsel and other advisers or consultants as it determines necessary to carry out its duties, and
 - (ii) set and pay the compensation for any advisers engaged by the Committee.
- (h) The Committee shall report to the Board on such matters and questions relating to the compensation of the directors and officers of the Corporation or any of its subsidiaries as the Board may from time to time refer to the Committee.
- (i) The members of the Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of the Corporation and its subsidiaries and to discuss such books and records as are in any way related to the compensation of any

one or more of the directors and officers of the Corporation with the officers and employees of the Corporation and its subsidiaries.

- (j) Subject always to Board approval, the Committee shall maintain a formal written charter that sets out the Committee's responsibilities, their manner of implementation, and any other requirements, and the Committee shall review and reassess the adequacy of the charter on an annual basis and recommend any proposed changes to the Board for approval.
- (k) At each meeting of the Committee, the independent directors shall have a meeting in the absence of non-independent directors and members of management.
- (l) The Chair of the Board is appointed as an ex-officio member of the Committee. Other independent directors of the Board may also attend meetings of the Committee as guests.
- (m) The Chair of the Committee shall report on the Committee's activities on not less than a semi-annual basis at a meeting of the Board.
- (n) Minutes of the Committee will be recorded and maintained and, upon request, will be promptly circulated to the directors who are not members of the Committee or, if that is not practical, shall be made available at the next meeting of the Board.

5. REVIEW

In accordance with section 4(j), this charter shall be reviewed by the Committee every year to determine if further additions, deletions or other amendments are required.

Last reviewed and approved by the Committee on April 22, 2021.

Last approved by the Board on May 3, 2021.