

**CANADIAN NATURAL RESOURCES LIMITED**  
**(the “Corporation”)**

**Charter of the Health, Safety, Asset Integrity and Environmental Committee  
of the Board of Directors**

**I. Health, Safety, Asset Integrity and Environmental Committee Purpose**

The Health, Safety, Asset Integrity and Environmental Committee is appointed by the Board of Directors (the “Board”) to assist the Board in fulfilling its responsibility for the stewardship of the Corporation in overseeing the business and affairs of the Corporation. The Health, Safety, Asset Integrity and Environmental Committee’s primary duties and responsibilities are to:

1. generally provide guidance and oversight to management of the Corporation and establish that management has designed and implemented effective safety, health and environmental (which, for greater clarity, includes greenhouse gas emissions) risk programs, controls and reporting systems and reporting to the Board in respect thereof;
2. receive and review the Corporation’s quarterly stewardship report containing key performance indicators on the Corporation’s health and safety, asset integrity and environmental performance;
3. consider and recommend to the Board, jointly with the Audit Committee of the Board, the accounting firm to be retained by the Corporation to complete an independent assurance review of the Corporation’s GHG emissions reporting;
4. receive and review the report prepared in respect of an independent assurance review of the Corporation’s GHG emissions and the reporting thereof;
5. generally provide guidance and oversight to management of the Corporation and establish that management has designed and implemented an effective voluntary employee wellness program that is available to all employees and which promotes and encourages healthy living choices by employees; and,
6. review management’s commitment, overall plans and strategies in the areas of Corporate citizenship, ethics, social responsibility (including climate change) and community affairs to ensure they are in line with the Corporation’s goals and image.

## **II. Health, Safety, Asset Integrity and Environmental Committee Composition, Procedures and Organization**

1. The Health, Safety, Asset Integrity and Environmental Committee shall consist of at least three (3) directors as determined by the Board, the majority of whom shall be independent, non-executive directors who meet the independence requirements of the regulatory bodies to which the Corporation may be subject to.
2. The Board at its organizational meeting held in conjunction with each annual general meeting of the shareholders shall appoint the members of the Health, Safety, Asset Integrity and Environmental Committee for the ensuing year. The Board may at any time remove or replace any member of the Health, Safety, Asset Integrity and Environmental Committee and may fill any vacancy in the Health, Safety, Asset Integrity and Environmental Committee.
3. The Board shall appoint an independent, non-executive member of the Health, Safety, Asset Integrity and Environmental Committee as chair of the Health, Safety, Asset Integrity and Environmental Committee. If a Health, Safety, Asset Integrity and Environmental Committee Chair is not designated by the Board, or is not present at a meeting of the Health, Safety, Asset Integrity and Environmental Committee, the members of the Health, Safety, Asset Integrity and Environmental Committee may designate a chair by majority vote of the Health, Safety, Asset Integrity and Environmental Committee membership.
4. The Secretary or the Assistant Secretary of the Corporation, or in their absence, an alternative secretary designated by the Health, Safety, Asset Integrity and Environmental Committee, shall act as Secretary of the Health, Safety, Asset Integrity and Environmental Committee.
5. The quorum for meetings shall be one half (or where one half of the members of the Health, Safety, Asset Integrity and Environmental Committee is not a whole number, the whole number which is closest to and less than one half) of the members of the Health, Safety, Asset Integrity and Environmental Committee subject to a minimum of two members of the Health, Safety, Asset Integrity and Environmental Committee present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and to hear each other.
6. The Health, Safety, Asset Integrity and Environmental Committee shall meet at least two (2) times annually at such times and at such locations as may be requested by the chair of the Health, Safety and Environmental Committee and at such times as any member of the Health, Safety and Environmental Committee may request.

7. The Health, Safety, Asset Integrity and Environmental Committee shall meet in-camera without management at each regularly scheduled meeting.

### **III. Health, Safety, Asset Integrity and Environmental Committee Duties and Responsibilities**

The overall duties and responsibilities of the Health, Safety, Asset Integrity and Environmental Committee shall be as follows:

- (i) in conjunction with management, ensure that the Corporation is properly addressing safety, health, environmental (which, for greater clarity, includes greenhouse gas emissions), asset integrity and corporate social responsibility (including climate change) issues in the context of legal, effective and efficient operational considerations;
- (ii) review and report to the Board the appropriateness of the policy guidelines in place to administer the Corporation's environmental programs and recommend for approval by the Board any substantive changes in or additions to environmental policies, standards, accountabilities and programs for the Corporation;
- (iii) review and report to the Board the appropriateness of the policy guidelines in place to administer the Corporation's occupational health and safety programs and recommend for approval by the Board substantive changes in or additions to occupational health and safety policy guidelines for the Corporation;
- (iv) annually review the key performance metrics of the Corporation's employee wellness program to monitor the program's effectiveness;
- (v) review and report to the Board the appropriateness of the policy guidelines in place to administer the Corporation's corporate social responsibility, including specific review of major financial contributions singly in excess of \$250,000 per annum, or, \$1,250,000 in aggregate, in support of worthwhile community programs and contributions in the form of human resources in the communities in which the Corporation operates and recommend for approval by the Board substantive change in or additions to corporate social responsibility policy guidelines for the Corporation;

- (vi) review and report to the Board the nature and extent of compliance by the Corporation with all legislative and regulatory matters relating to environmental protection and occupational health and safety policies and ensure that matters which may be outstanding are being handled and reported appropriately as well as the nature and extent of, and reason for, any non-compliance, and the plan and timetable to correct deficiencies;
- (vii) review and report to the Board on the results of the independent assurance review of the Corporation's GHG emissions reporting including any items identified through the review;
- (viii) assess the impact of proposed or enacted laws and regulations related to the health, safety, and environment (which includes greenhouse gas emissions) in those jurisdictions where the Corporation operates;
- (ix) to receive periodic updates on current, pending or potential litigation by or against the Corporation related to health, safety, and environment;
- (x) review and report to the Board the Corporation's efforts to develop and maintain beneficial relationships with governments, especially regarding legislative and regulatory matters;
- (xi) review quarterly the key performance indicators for health and safety, asset integrity and environmental performance against goals, objectives and targets in those areas and on a periodic basis, actions and initiatives undertaken to mitigate related risk.
- (xii) review and report to the Board on the Corporation's quarterly summary stewardship report and recommend to the Board acceptance of the Corporation's full annual stewardship report;
- (xiii) review and report to the Board any other environmental, occupational health, safety, asset integrity or corporate social responsibility matters (not otherwise discussed herein) which the Health, Safety, Asset Integrity and Environmental Committee considers suitable, or the Board may specifically direct;
- (xiv) obtain advice and assistance from internal or external experts, as the Health, Safety, Asset Integrity and Environmental Committee requires for the performance of its duties; advising

the Board of its selection of outside experts and reporting to the Board the findings of those experts;

- (xv) to perform any other activities consistent with this Charter, the Corporation's By-laws and governing law, as the Health, Safety, Asset Integrity and Environmental Committee or the Board deems necessary or appropriate;
- (xvi) review annually the Health, Safety, Asset Integrity and Environmental Committee Charter and recommend any changes to the Charter to the Nominating Governance and Risk Committee for approval by the Board; and
- (xvii) to maintain minutes of meetings and to report on a regular basis to the Board on significant results of the foregoing activities.