

SCANTIME ENERGY
CHARTER OF EXPECTATIONS FOR DIRECTORS
MAY 2023

1. PERSONAL AND PROFESSIONAL CRITERIA

The Managing General Partner uses the following criteria for evaluating incumbent Directors and potential candidates for election to the Board:

- (a) The Director is an individual of the highest personal and business integrity.
- (b) The Director brings outstanding and relevant business or other valuable experience, such as:
 - holds or has recently held a position of high-level responsibility;
 - has experience managing a major public company;
 - has experience in the energy sector or an industry similar to those in which the Partnership's subsidiaries operate;
 - has broad exposure to or understanding of policy-making at multi-industry organizations; and/or
 - possesses a high level of expertise in areas that are important to the Partnership.
- (c) The Director can contribute to the development of the strategic alliances, operating businesses and/or investment activities in which the Partnership has an interest.
- (d) The Director is willing to participate in stakeholder engagement in a way that strengthens the interests of the Partnership and enhances trust and reputation among stakeholders.
- (e) The Director contributes to the effective functioning and decision-making of the Board and its committees.
- (f) The Director understands and contributes to the broad range of issues that the Board and its committees must consider.
- (g) The Director does not have a conflict of interest relating to the business and affairs of the Partnership or its affiliates and is free to act in the best interests of the Partnership.
- (h) The Director is able to devote the time necessary to prepare for and attend meetings of the Board and its committees and to stay informed of significant corporate developments.
- (i) The Director's background adds to the Board's diversity of perspectives.

2. MEETING ATTENDANCE

The Managing General Partner expects that Directors should make every possible effort to attend in person all regularly scheduled meetings of the Board and of the committees on which they serve. When meetings are scheduled in advance, Directors should determine whether they have conflicts and bring these to the attention of the Secretary of the Managing General Partner. Directors are expected to use best efforts to attend special meetings of the Board (which are usually called on shorter notice) in person or by telephone. Meeting materials that are circulated to Directors in advance of a meeting are expected to be reviewed by Directors prior to the meeting.

3. CONFLICTS OF INTEREST

A Director who directly or indirectly has an interest in a contract, transaction or arrangement with the Managing General Partner, the Partnership or certain of its affiliates is required to disclose the nature of his or her interest to the full Board. Such disclosure may generally take the form of a general notice given to the Board to the effect that the Director has an interest in a specified company or firm and is to be regarded as interested in any contract, transaction or arrangement which may after the date of the notice be made with that company or firm or its affiliates. If a Director is uncertain of the nature or extent of a potential conflict, he or she should seek a ruling on the matter, in advance or at the time of the meeting, from the Chair of the meeting.

4. CHANGE OF CIRCUMSTANCES

Directors are responsible for informing the Chair of the Board, as soon as reasonably practical, of any change in their personal or professional circumstances that may impact their continued ability to serve the Managing General Partner effectively, or, if they have been determined by the Board to be independent, that may impact their continued standing as an Independent Director. The Nominating and Governance Committee will review such changes and consider the appropriateness of a Director's continued membership on the Board and its committees. Directors are expected to obtain consent from the Chair of the Nominating and Governance Committee prior to accepting a directorship at any public company that is not affiliated with the Partnership's service providers under its master services agreement.

5. RESIGNATION EVENTS

A Director will submit his or her resignation from the Board to the Managing General Partner if any of the following events occur:

- (a) the Director becomes unable to attend at least 75% of the regularly scheduled meetings of the Board;
- (b) the Director becomes involved in a legal dispute, regulatory or similar proceeding that could materially impact his or her ability to serve as a Director and/or negatively impact the reputation of the Managing General Partner or the Partnership;
- (c) the Director takes on new responsibilities in business, government, the community or likewise which may conflict with the goals of the Managing General Partner or the Partnership and/or materially reduce his or her ability to serve as a Director; or
- (d) there is any other change in the Director's personal or professional circumstances that could adversely impact the Managing General Partner or the Partnership or the Director's continued service on the Board.

The Chair of the Board will review any submitted resignation with the Nominating and Governance Committee and recommend to the Board whether the resignation should be accepted.

This Charter of Expectations for Directors was reviewed and approved by the Board on May 4, 2023.