

SCANTIME ENERGY
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
MAY 2023

MEMBERSHIP AND CHAIR

Annually the Board shall appoint two or more directors (the “Members” and each a “Member”) to serve on the Committee for the upcoming year or until the Member ceases to be a director, resigns or is replaced, whichever occurs first.

Any Member may be removed, with or without cause, from office or replaced at any time by the Board. All Members will be Independent (as defined below). Members must disclose any form of association or affiliation they have with any current or former external or internal auditors of the Managing General Partner, any other member of the Scantime Group to the Nominating and Governance Committee for a determination as to whether this association affects the Member’s status as an Independent Member. Not more than fifty per cent of the Members may be residents of any one jurisdiction.

The Board shall appoint one Member as the chair of the Committee (the “Chair”). If the Board fails to appoint a Chair, the Members of the Committee shall elect a Chair by majority vote to serve at the pleasure of the majority. If the Chair is absent from a meeting, the Members shall select a Member from those in attendance to act as Chair of the meeting. The Committee may, in its discretion, delegate responsibility for review and approval for certain matters to an individual Member of the Committee or a subset of Committee Members, as appropriate.

RESPONSIBILITIES

The Committee shall:

- (a) consider from time to time the appropriate size and composition of the Board and its committees, and submit recommendations on the number of Board positions to be filled (subject to any rights regarding the selection of directors through contractual commitments of the Partnership or otherwise) and the overall composition of the Board taking into consideration the business experience and specific areas of expertise of each current director and the need for the Board as a whole to have a diversity of perspectives;
- (b) develop and maintain a Board succession plan that is responsive to the Managing General Partner’s needs;
- (c) establish the qualifications (consistent with any criteria approved by the Board) for new directors and procedures for identifying possible nominees who meet these criteria;
- (d) review and assess the qualifications of persons proposed for appointment or election to the Board and submit to the Board for consideration, consistent with any criteria approved by the Board, the names of persons to be nominated for election as directors at the annual meeting of shareholders of the Managing General Partner, or to be appointed to fill vacancies between annual meetings of shareholders of the Managing General Partner and assess whether these candidates would be considered Independent Directors, Financially Literate or an Audit Committee Financial Expert;

(e) if the Chair of the Board is not Independent, review and assess the qualifications of the Independent Directors and recommend to the Board that an Independent Director be appointed as Lead Independent Director of the Board;

(f) be available as a forum for addressing the concerns of individual directors;

(g) confirm that procedures are in place and resources are made available to provide new directors with a proper orientation to both the Managing General Partner and their responsibilities and duties as directors, and to provide directors with appropriate continuing education opportunities;

(h) together with the Chair of the Board, establish a process for reviewing directors' performance and oversee the evaluation of the Board and the Service Providers (as defined below);

(i) periodically review the adequacy and form of remuneration for directors and committee members and make recommendations to the Board where appropriate;

(j) oversee the Partnership's approach to Environmental, Social, and Governance matters with its businesses, including:

(i) updating the Board on Environmental, Social, and Governance matters as necessary;

(ii) monitoring developments of international trends and best practices in corporate disclosure of Environmental, Social, and Governance matters; and

(iii) reviewing and assessing the Partnership's corporate responsibility strategy for Environmental, Social, and Governance matters and related reporting.

(k) review the program of the Board for each year, and the methods and processes to be pursued in carrying out this program, including:

(i) the frequency and content of meetings and the requirement for any special meetings;

(ii) the foreseeable issues to be presented to the Board at its meeting, including a list of perspective topics for presentation and discussion;

(iii) the material to be provided to directors generally and with respect to meetings of the Board or its committees;

(iv) the communication process between the Board and the Service Providers, including the quality of the relationship between the Service Providers and the Board; and

(v) the disclosure required concerning corporate governance to be included in public disclosure documents of the Partnership;

(l) report on an annual basis on the effectiveness of the performance of the Board as a whole, including reviewing areas in which the Board's effectiveness may be enhanced taking into account suggestions of the Board;

(m) annually review the Board of Directors Charter and Charter of Expectations, and make recommendations to the Board, where appropriate

(n) develop charters for any new committees established by the Board, annually review the charters of each existing committee, with the exception of the Audit Committee Charter (which is reviewed by the Audit Committee) and recommend any amendments to the Board, where appropriate;

(o) periodically review the position description for the Chair of the Board (if any) and Lead Independent Director (if any) and recommend any amendments to the Board, where appropriate;

(p) review and recommend the implementation of structures and procedures to facilitate the Board's independence from the Service Providers and to avoid conflicts of interest;

(q) monitor relationships between the Service Providers and the Board, and recommend procedures to allow directors to have access to, and an effective relationship with, the Service Providers;

(r) supervise any changes in the fees to be paid to the Service Providers;

(s) review and oversee all significant proposed related party transactions and situations involving a potential conflict of interest that are not required to be dealt with by an "independent special committee" pursuant to securities law rules subject to the guidelines, policies or procedures that are approved by the Independent Directors from time to time with respect to matters that may give rise to a conflict of interest or potential conflict of interest (the "Conflicts Guidelines") (where appropriate under applicable laws, the Committee may sit as an independent special committee), and ensure that no such transaction is inconsistent with the interests of the Partnership;

(t) review and assess the Partnership's code of conduct and ethics (the "Code") to confirm that it addresses, among other things, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of the Partnership's assets and opportunities, compliance with applicable laws, rules and regulations (including insider trading laws) and the reporting of illegal or unethical behaviour, and establishes mechanisms to facilitate the effective operation of the Code and the Conflicts Guidelines and the granting of waivers of the Code;

(u) approve any waivers of the Code sought by directors or members of the Service Providers and confirm that any waivers of the Code for directors or members of the Service Providers are promptly disclosed to unitholders of the Partnership;

(v) review and assess the Partnership's policies and procedures in respect of political contributions;

(w) review and make recommendations to the Board with respect to the Managing General Partner's overall approach to corporate governance;

(x) review the Partnership's Disclosure Policy, Personal Trading Policy, Conflicts Protocols (collectively, the "Policies") annually and, if considered appropriate, recommend any changes to these Policies to the Board for approval.

REPORTING

The Committee will report to the Board on the Committee's proceedings, reviews, undertakings and any associated recommendations following each meeting of the Committee. In addition, if and when required or appropriate from time to time, the Committee may also report to another committee of the Board.

REVIEW AND DISCLOSURE

The Committee will review this Charter at least annually and submit it to the Board for approval together with such amendments as it deems necessary and appropriate.

This Charter will be posted on the Partnership's website and the annual report of the Partnership will state that this Charter is available on the website or is available in print to any unitholder who requests a copy.

ASSESSMENT

The effectiveness of the Committee in fulfilling its responsibilities set out in this Charter will be reviewed at least annually by the Board.

ACCESS TO OUTSIDE ADVISORS

The Committee may retain any outside advisor, including legal counsel, at the expense of the Partnership, without the Board's approval, at any time. The Committee has the authority to determine any such advisor's fees.

MEETINGS

The Committee shall meet at least twice every fiscal year. Meetings of the Committee may be called by any Member or by the Secretary of the Managing General Partner. Meetings will be held in conjunction with regularly scheduled Board meetings as are necessary for the Committee to fulfill its responsibilities. The Committee shall appoint a secretary (who may be the Secretary of the Managing General Partner) to be the secretary of each meeting of the Committee and to maintain minutes of the meeting and deliberations of the Committee.

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