

NUVISTA ENERGY LTD.

MANDATE OF THE GOVERNANCE AND NOMINATING COMMITTEE

Role and Objective

The Corporate Governance and Nominating Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Nuvista Energy Ltd. ("**NuVista**") its subsidiaries, partnerships and other controlled entities, to whom the Board has delegated responsibility for developing and monitoring the Board's approach to corporate governance and nomination of directors. The objectives of the Committee are as follows:

- To assist the directors in meeting their responsibilities (especially for accountability) in respect of establishing an appropriate system of corporate governance including practices to permit the Board to function independently of management;
- To assist the Board in determining Board composition, including nomination of directors, giving consideration to the competencies and skills each new nominee will bring to the boardroom relative to the competencies and skills of existing directors and of the Board as a whole; and
- To strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee and management.

Membership of Committee

- The Committee shall be comprised of at least three directors, all of whom are "independent" (as such term is used in Multilateral Instrument 58-101).
- The Board shall have the power to appoint the Committee Chair and other members of the Committee.

Meetings

- At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Committee Chair shall not be entitled to a second or casting vote.
- A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board.
- Meetings of the Committee should be scheduled to take place at least annually. Minutes of all meetings of the Committee shall be taken. The CEO and CFO shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Committee Chair.
- The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.

Mandate and Responsibilities of Committee

- To assist the Board in meeting its responsibility for the stewardship of NuVista, the Committee shall review the following matters, at least annually, to ensure that such items are being addressed by

NuVista and the Board. It is understood that the Committee will provide oversight and recommendations in respect of these areas of activity and will in no way limit or detract from Board and management responsibilities in these matters:

- adoption of a corporate strategy and a strategic planning process;
 - adoption, on an annual basis, of corporate objectives;
 - identification of NuVista's principal business risks and the system to manage such risks;
 - succession planning, including the appointment, training and monitoring of senior management;
 - the disclosure policy for NuVista; and
 - the integrity of NuVista's internal control and management information systems.
- The Committee has the responsibility to review annually and recommend to the Board for approval:
 - the composition, membership and mandates of the Board Committees, with a view that Board Committees be generally composed of independent directors.
 - corporate governance guidelines outlining the duties and responsibilities of the Board.
 - the mandate of the Board.
 - the position description outlining the duties and responsibilities of the Chair of the Board and the Chief Executive Officer, as prepared by them and to review their performance at least annually.
 - in conjunction with the Chair of the Board, the make-up and size of the Board and all nominees to the Board. The Committee will also develop, for Board approval, the guidelines for the nominating process which shall include, without limitation, considering what competencies and skills the Board, as a whole, should possess, the competencies and skills the Board considers each existing director to possess and the competencies and skills each proposed nominee will bring to the Board as well as whether the new nominee can devote sufficient time and resources to his or her duties as a member of the Board.
 - the corporate governance report, including a description of NuVista's system of corporate governance, for inclusion in NuVista's information circular.
 - The Committee also has the responsibility to:
 - ensure that an appropriate orientation and education program is provided to new Board members.
 - develop, review, update and ensure procedures are in place for monitoring compliance with the Code of Business Conduct and Ethics for NuVista.
 - conduct, with the Chair of the Board, an annual assessment of the effectiveness of the Board and the Committees of the Board, and to report on such assessment to the full Board.

- review the adequacy and form of compensation of the directors annually to ensure the compensation realistically reflects the responsibilities and risk involved in being an effective director and make appropriate recommendations to the Board for approval.
- consider any other matters which would assist the directors to meet their corporate governance responsibilities, including adherence to any appropriate governance guidelines established by the securities regulatory authorities in Canada or other regulatory bodies, and to this end, monitor, on a continuous basis, regulatory law and guidelines in respect of governance matters.
- consider, with the Chair of the Board, any requests by individual directors to engage outside advisors at the expense of NuVista.
- The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at the expense of NuVista without any further approval of the Board.

Approved by the Board: March 6, 2008