

VERMILION ENERGY INC.
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE MANDATE

The Health, Safety and Environment Committee (the “**Committee**”) is primarily responsible to act in an advisory capacity to the Board of Directors (the “**Board**”) in carrying out its oversight of the business of Vermilion Energy Inc. (the “**Corporation**”) as it relates to the conduct of activities in a safe and an environmentally responsible manner and in accordance with the Corporation's health, safety and environment policies.

Committee Composition & Meeting

- i. The Committee shall consist of not less than three directors and not more than five directors.
- ii. Each member of the Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation and the applicable rules of any stock exchange on which the Corporation's securities are listed.
- iii. The Committee shall meet at least two times a year. The Chair may call additional meetings as required.
- iv. At every Committee meeting, the Committee shall hold an *in-camera* session without management present.

Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee is responsible for the following:

- i. Annually review the Corporation's Health, Safety & Environment (the “**HSE**”) Policy, the HSE long range strategic plan and, if appropriate, make recommendations to the Board.
- ii. Monitor environmental, health and safety regulations and public policy changes.
- iii. Review the Corporation's HSE Policies to ensure they are effectively implemented, comply with applicable laws and regulations with respect to HSE and conform with industry standards.
- iv. Review management's reports and recommendations relating to the Corporation's environment, health and safety activities and performance:
 - a. contravention of an existing environment, health or safety regulation;
 - b. event or potential event that would, in the opinion of management, constitute a significant environment or safety occurrence;
 - c. non-compliance issues;
 - d. significant external or internal audit reports;
 - e. significant legislative and regulatory changes including policy proposals and modifications in major markets that could materially, including financial, operational or reputational, impact the Corporation's business ;
 - f. outstanding litigation as it relates to environment, health or safety matters;
 - g. long-range preventive programs designed to limit or mitigate future liability related to spills and reclamation; and
 - h. sustainability reporting initiatives such as the Corporate Sustainability Report (the “**CSR**”) relating to the HSE content.

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- v. Review significant standards, procedures, practices and reporting methodologies utilized by management as they relate to health, safety and environment matters.
- vi. Review key operational and environmental risks and the Corporation's risk mitigation processes and procedures related to those risk, and report to the Board.
- vii. Review and recommend to the Board HSE related metrics for corporate incentive scorecard(s).
- viii. Assess and recommend to the Board the Corporation's HSE scorecard results.
- ix. Review the insurable risks related to environment, health and safety issues and evaluate cost/insurance benefits associated with those risks, and consult with and review the recommendations of the Audit Committee concerning insurance.
- x. Review the Corporation's methods of communicating environment, health and safety policies and procedures.
- xi. Report, advise and make recommendations to the Board as appropriate on matters relating to environment, health and safety.

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Duties and Responsibilities Checklist	Meeting	
	Q1	Q4
i. Annually review the Corporation's Health, Safety & Environment (HSE) Policy, the HSE long range strategic plan and, if appropriate, make recommendations to the Board.		✓
ii. Monitor environmental, health and safety regulations and public policy changes.	✓	✓
iii. Review the Corporation's HSE Policies to ensure they are effectively implemented, comply with applicable laws and regulations with respect to HSE and conform with industry standards.	✓	✓
iv. Review management reports & recommendations.	✓	✓
v. Review significant standards, procedures, practices and reporting methodologies utilized by Management as they relate to HSE matters.	✓	✓
vi. Review key operational and environmental risks and the Corporation's risk mitigation processes and procedures related to those risk, and report to the Board.	✓	✓
vii. Review and recommend to the Board HSE related metrics for corporate incentive scorecard(s).	<i>As required.</i>	
viii. Assess and recommend to the Board the Corporation's HSE scorecard results.	✓	✓
ix. Review the insurable risks related to environment, health and safety issues and evaluate cost/insurance benefits associated with those risks, and consult with and review the recommendations of the Audit Committee concerning insurance.	✓	✓
x. Review the Corporation's methods of communicating environment, health and safety policies and procedures.	✓	✓
xi. Report, advise and make recommendations to the Board as appropriate on matters relating to environment, health and safety.	<i>As required.</i>	
xii. Review this Mandate and make recommendations to the Board as appropriate.		✓