

VERMILION ENERGY INC. (the “Corporation”)
MANDATE OF INDIVIDUAL DIRECTORS

General

The Board of Directors (the “**Board**”) is responsible for stewardship of the Corporation and providing independent oversight of the management of the business and affairs of the Corporation. In carrying out its responsibilities the Board has the statutory obligation to act in accordance with the provisions of the Alberta *Business Corporations Act* and the regulations thereunder, the Corporation’s articles and by-laws, and other relevant legislation and regulations as specified therein.

Specific Responsibilities

Each Director of the Board will have the following specific responsibilities in furtherance of the Board's stewardship and oversight of the Corporation:

- Assume a stewardship role, as mandated by the Alberta *Business Corporations Act*, and contribute to oversight of management of the business and affairs of the Corporation.
- Act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Act in compliance with the Corporation’s Code of Business Conduct and Ethics and other policies applicable to Board of Directors.
- Ensure sufficient time to devote to the Director’s responsibilities, including committee membership and committee leadership responsibilities and participation in director orientation and on-going director development activities.
- Maintain a clear and timely understanding of the Corporation and its operations, including its strategic and business plans, emerging trends and issues, significant capital allocations and expenditures, risks and management of those risks.
- Prepare for each Board and Committee meeting by reviewing materials provided and requesting, where appropriate, information that will allow the Director to properly participate in the Board’s deliberations, make informed business judgments, and exercise oversight.
- Absent a compelling reason, attend (in person or virtually) every Board and Committee meeting, and actively participate in deliberations and decisions. When attendance is not possible a Director should become familiar with the matters covered at the meeting.
- Participate in Board deliberations fully and frankly and in a manner that encourages free and open discussion of issues. Be a positive and constructive member of the Board.
- Each Director is expected to meet the above stated responsibilities and understand that poor annual performance reviews and/or non-compliance with applicable mandates and policies may result in a requirement for corrective education and/or removal from the Board.