

**TERMS OF REFERENCE OF THE CHAIR OF THE RESERVES, MARKETING  
OPERATIONS AND ENVIRONMENTAL, HEALTH & SAFETY COMMITTEE**

**I. PURPOSE AND COMPOSITION**

- A. The Chair's primary role is co-coordinating the affairs of the Reserves, Marketing Operations and Environmental, Health & Safety Committee ("RMEHS Committee") of the Board of Directors (the "Board of Directors" or the "Board") of Canadian Oil Sands Limited ("COSL") and acting as the main liaison between the RMEHS Committee and the Board in regards to updating and advising the Board of matters relating to the evaluation of reserves and resources, marketing operations, environmental, health and safety matters, operational issues and capital projects. The Chair must be a director who is independent. A Chair is "independent" if he or she is free from any direct or indirect relationship with COSL that, in the Board's view, would or could reasonably interfere with the exercise of his or her independent judgment. The Chair shall be a member of the RMEHS Committee.
- B. The Chair works with the Chief Operations Officer ("COO") to assist in relation to matters involving reserves and resource information, marketing matters, environmental, health and safety matters, operational issues and capital projects.
- C. The Chair is appointed annually by and reports to the Board of Directors.

**II. DUTIES AND RESPONSIBILITIES**

**A. Working with Management**

The Chair has the responsibility to:

- i) provide guidance to the COO on major issues and matters relating to reserves and resources, marketing operations, environmental, health and safety matters, operational issues and/or capital projects so that there is a coordinated flow of information and understanding among management and the members of the RMEHS Committee in relation to these issues and matters;
- ii) communicate with the COO regarding any other issues of the RMEHS Committee; and
- iii) work closely with the COO to facilitate management strategies regarding marketing operations, operational issues, capital projects and various environmental, health and safety matters relating to

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COSL being accurately represented to the RMEHS Committee and to the Board.

**B. Managing the RMEHS Committee and Coordination of Disclosure to the Board**

The Chair has the responsibility to:

- i) chair RMEHS Committee meetings;
- ii) keep the Chairman of the Board updated on matters and issues raised at the RMEHS Committee and to communicate, on a regular basis, those matters and issues raised at the RMEHS Committee to the full Board;
- iii) establish the frequency of RMEHS Committee meetings and review such frequency from time to time, as considered appropriate or as requested by the RMEHS Committee, the Board or management;
- iv) assist the COO and Senior Vice President, General Counsel and Corporate Secretary in the co-ordination of the agenda, information packages and related events for RMEHS Committee meetings;
- v) maintain a liaison and communication with all members of the RMEHS Committee to co-ordinate input from the members of the RMEHS Committee, and optimize the effectiveness of the RMEHS Committee;
- vi) maintain a liaison and communication with the independent reserves and resources evaluator as part of the RMEHS Committee's responsibility to engage and oversee the evaluation process by such independent reserves and resources evaluator;
- vii) facilitate open and frank discussions among the independent reserves and resources evaluator, the RMEHS Committee and management;
- viii) assist the Corporate Governance and Compensation Committee in determining the appropriate size and composition of the RMEHS Committee for approval by the Board;

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- ix) call special meetings of the RMEHS Committee, where appropriate;
- x) hold regular in camera sessions at RMEHS Committee meetings;  
and
- xi) review and approve the minutes of RMEHS meetings for which he  
or she has acted as the chair.

**III. REVIEW**

The Chair of the RMEHS Committee as well as the Corporate Governance and Compensation Committee, with input by all Board members and management, will review these terms of reference at least annually or, where circumstances warrant, at such shorter interval as is necessary, to determine if further additions, deletions or other amendments are required.