



REEXPLORATION INC.

(the “Corporation”)

## RELATED PARTY TRANSACTIONS POLICY

(approved by BoD October 15, 2021)

### INTRODUCTION

REExploration Inc. (the “**Company**”) recognizes that related party transactions involve a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof), and therefore, has adopted this Related Party Transactions Policy.

### DEFINITIONS

“Related Party” has the meaning ascribed to it under MI 61-101.

“Related Party Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which the Company is a participant and any Related Party has or will have a direct or indirect interest.

### APPROVAL PROCEDURES

Prior to entering into a Related Party Transaction, the Corporate Governance and Nominating Committee of the Board (the “**Committee**”) should review the material facts of such transaction and either approve or disapprove of the entry into such transaction. If advance Committee approval of a Related Party Transaction is not feasible, then such transaction should be considered and ratified (if the Committee determines it to be appropriate) at the Committee’s next regularly scheduled meeting. In determining whether to approve or ratify a Related Party Transaction, the Committee will take into account, among other factors it deems appropriate:

- 1) whether the Related Party Transaction is on terms no less favorable than terms that could be obtained in an arm's length transaction with a third party who is not a Related Party;
- 2) the purpose, and the potential benefits to the Company, of the Related Party Transaction;
- 3) whether the Related Party Transaction was undertaken in the ordinary course of business of the Company;
- 4) the approximate dollar amount involved in the Related Party Transaction, particularity as it related to the Related Party, and the extend of the Related Party's interest in the Related Party Transaction; and
- 5) any other information regarding the Related Party Transaction that is relevant in light of the circumstances of the particular Related Party Transaction or that may be material to investors, taking into account the Company's policies on conflicts of interest and corporate opportunities.

A director should not participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the director should provide all material information concerning the Related Party Transaction to the Committee.

If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management team to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, at least annually should review and assess ongoing relationships with the Related Party to confirm that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate.

A Related Party Transaction shall not be effective unless the Committee has approved or ratified the Related Party Transaction in accordance with this Policy.

If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed and, if appropriate, ratified by the Committee in accordance with the procedures set forth in this Policy. If the Committee determines not to ratify a Related Party Transaction that has been entered into without approval, the Committee may require the Company to take such action in relation to the Related Party Transaction as it deems necessary or desirable in the circumstances, including immediate discontinuance or rescission of the Related Party Transaction or changes to the Related Party Transaction to make it acceptable for ratification.

## **DISCLOSURE**

All Related Party Transactions that are required to be disclosed in the Company's filings under securities laws should be so disclosed in accordance with applicable laws, rules and regulations. All Related Party Transactions of which management is aware should be disclosed to the Committee.