

BONAVISTA ENERGY CORPORATION
COMMITTEE OPERATING GUIDELINES

Governance and Nominating Committee

The Governance and Nominating Committee's principal mandate is to ensure that Bonavista has an effective system of corporate governance, which complies with applicable laws and regulations. In order to accomplish this important function, this Committee assesses and makes recommendations regarding the effectiveness of the Board of Directors and its Committees and establishes processes for identifying, recruiting, appointing, evaluating and providing for ongoing development of Directors. The Committee reviews policies and procedures relating to disclosure and enforces conflict of interest and insider trading policies.

The Corporate Governance Committee also monitors the environmental, health and safety practices of Bonavista, to ensure compliance with applicable legislation, and conformance with industry standards, with the overall goal of preventing or mitigating losses. The Corporate Governance Committee is currently comprised of Mr. Knutson, Mr. Brown, Ms. McKenzie and Mr. Poelzer all of whom, with the exception of Mr. Poelzer, are independent Directors for the purposes of all of the independence tests. Mr. Knutson is the Chair of the Corporate Governance Committee.

Audit Committee

The Audit Committee is responsible for the integrity of Bonavista's financial reporting process and financial statements, the system of internal controls, the management of financial risks and the internal and external audit process, including the appointment, qualification and independence of the external auditors. The Committee reviews and recommends for approval Bonavista's quarterly and annual financial statements, MD&A, press releases, annual reports and other annual filings. This Committee also implements processes for monitoring compliance with laws and regulations, the disclosure of material information, including equity offering prospectuses, the maintenance of management information systems and the implementation of loss prevention and disaster recovery programs.

The Audit Committee is currently comprised of Mr. Brown, Mr. Kanovsky, Ms. McKenzie and Mr. Yeates, all of whom are independent Directors for the purposes of all of the independence tests. Mr. Brown is the Chair of the Audit Committee.

Reserves Committee

The Reserves Committee assists the Board of Directors in conducting Bonavista's oil and natural gas reserves evaluation process and in the public disclosure of reserves data and related information in connection with oil and gas activities. This Committee also assists the Board of Directors in fulfilling its responsibilities relating to general aspects of oil and gas operations and development, including capital allocation and budgeting, producing asset performance, performance benchmarking and portfolio management, as well as the responsibilities relating to acquisitions and divestments, including reserves determinations and property valuations.

The Reserves Committee is currently comprised of Mr. Yeates, Mr. Kanovsky, Mr. MacPhail and Mr. Slubicki all of whom, with the exception of Mr. MacPhail, are independent Directors for the purposes of all of the independence tests. Mr. Yeates is the Chair of the Operations and Reserves Committee.

Compensation Committee

The Compensation Committee's responsibilities include duties to assess and make recommendations regarding Bonavista's compensation, benefits, short term incentive and long term incentive programs, including recommending to the Board of Directors the compensation of the Chief Executive Officer, and monitoring the audit and disclosure of compensation arrangements. This Committee is also responsible for the establishment of processes for identifying, recruiting, appointing and evaluating the Executive Officers of Bonavista, along with the training, development and orderly succession of management. The Compensation Committee monitors Bonavista's compensation schemes and practices to ensure congruence between the performance of the Executive Officers and Bonavista when compared to the objectives and goals of Bonavista and the Corporation.

The Compensation Committee is currently comprised of Mr. Kanovsky, Mr. Knutson and Mr. Slubicki, all of whom are independent Directors for the purposes of their membership in such Committee. Mr. Kanovsky is the Chair of the Compensation Committee.

For a detailed description of the process for determination of the various components of the compensation of the Directors and Named Executive Officers of Bonavista, please refer to the section entitled "Executive Compensation" in Bonavista's Management Proxy Circular which is located at the beginning of the Corporate Governance section and is also filed on SEDAR at www.sedar.com

Disclosure Committee

The Disclosure Committee is a non-board committee and its responsibility is to determine what information is material in the context of Bonavista's affairs. The Disclosure Committee must take into account a number of factors in making judgments concerning the materiality of information. Factors include the nature of the information itself, the volatility of Bonavista's securities and prevailing market conditions.

- Chairman and Chief Executive Officer
- Vice Chairman and Executive Vice President
- President and Chief Operating Officer
- Senior Vice President and Chief Financial Officer
- all the other Senior Vice Presidents and Vice Presidents
- Investor Relations Analyst
- other employees as designated by the Chief Executive Officer and the Chief Financial Officer