

## MANDATE AND TERMS OF REFERENCE

### OF THE

## COMPENSATION COMMITTEE

### Role and Objective

The board of directors (the "**Board**") of Hammerhead Energy Inc. (the "**Corporation**") hereby establishes a committee of the Board to be called the Compensation Committee (the "**Committee**"), to which the Board has delegated certain of its responsibilities, including reviewing matters relating to the human resource policies and compensation of the directors, officers and employees of the Corporation and its subsidiaries in the context of the budget and business plan of the Corporation.

The Committee has the general responsibility for developing the Corporation's approach to matters concerning human resources and compensation and, from time to time, will review and make recommendations to the Board as to such matters consistent with applicable regulatory requirements and guidelines.

### Membership of the Committee

1. The Committee shall be comprised of two members or such greater number as the Board may from time to time determine, of whom all (or if there are two members, both of which) shall be "independent" (as such term is defined in National Instrument 58-101 — *Disclosure of Corporate Governance Practices* (as amended from time to time) and in NASDAQ Rule 5605(a)(2)). In addition, in affirmatively determining such independence, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Corporation which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director; and (ii) whether such director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation.
2. The Board, from time to time, shall appoint the Chair of the Committee, who shall be an independent director, and other members of the Committee.
3. Any members of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

### Mandate and Responsibilities of the Committee

The Committee shall formulate and make recommendations to the Board in respect of compensation issues relating to directors, officers and employees of the Corporation and its subsidiaries, key talent management strategies and practices, and succession plans for executive officers and key senior leadership roles, as applicable. The Committee shall be responsible for:

1. reviewing the compensation philosophy and remuneration policy for employees (including officers) of the Corporation and to recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate employees;

2. reviewing and recommending to the Board compensation to be paid to members of the Board, the chair of the Board, and the chair and members of each committee of the Board;
3. reviewing and recommending to the Board corporate goals and performance objectives and the compensation package for the President and Chief Executive Officer of the Corporation ("CEO"), including evaluating the performance in light of those corporate goals and objectives, and integrity of the CEO periodically, and determining (or making recommendations to the Board with respect to) the CEO's compensation level based on such evaluation;
4. reviewing and recommending to the Board, on recommendation of the CEO, the compensation benefits packages for all non-CEO officers and senior management positions within the Corporation;
5. reviewing and recommending to the Board with respect incentive-compensation plans and equity-based plans for directors and officers of the Corporation and its subsidiaries;
6. reviewing and recommending for approval of the Board, in conjunction with the CEO, bonuses to be paid to officers and employees of the Corporation and its subsidiaries, as applicable, and to establish targets or criteria for the payment of such bonuses, if appropriate;
7. reviewing and recommending to the Board with respect to any share ownership guidelines applicable to the senior executives and directors, and review the shareholdings of the senior executives and directors based on such guidelines as established from time to time;
8. overseeing succession planning for officers of the Corporation and periodically reviewing job descriptions related to the officer positions within the Corporation, specifically for the position of CEO;
9. reviewing talent management practices for critical skills required to execute the Corporation's strategic goals and business objectives;
10. considering the implications and the risks associated with the Corporation's compensation policies and practices and, to the extent deemed necessary by the Committee, establishing practices to identify and mitigate compensation policies and practices that could encourage executives to take inappropriate or excessive risks;
11. reviewing management's recommendations for proposed stock option, incentive award or share purchase plans and for grants under such plans, and making recommendations in respect thereof to the Board;
12. determining and recommending for approval of the Board in conjunction with the CEO bonuses to be paid to officers and employees of the Corporation and its subsidiaries and to establish targets or criteria for the payment of such bonuses, if appropriate;
13. reviewing and recommending to the Board for approval, when appropriate, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with hiring, termination or a change in control, for the CEO, all other executives and senior management of the Corporation, including the ability to adopt, amend and terminate such agreements, arrangements or plans;

14. comparing annually the total remuneration (including benefits), and the main components thereof, of the executives of the Corporation with the remuneration of peers in the same industry;
15. preparing and submitting a report of the Committee to the Board for approval of the Board and inclusion of annual disclosure required by applicable securities laws and stock exchange rules to be made by the Corporation including the Statement of Executive Compensation required to be included in the information circular – proxy statement of the Corporation and review other executive compensation disclosure before the Corporation publicly discloses such information;
16. appointing and overseeing any compensation consultants; and
17. reviewing management's reports to the Committee on significant human resources policies of the Corporation and human resources issues.

### **Meetings and Administrative Matters**

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
2. The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present shall designate from among the members present the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least one time per year and at such other times as the Chair of the Committee may determine. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
5. The Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
6. Minutes of all meetings of the Committee shall be taken and shall be made available to the Board. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.
7. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
8. The Company may delegate any of its responsibilities to single members of the Committee or subcommittees as the Committee deems appropriate in its sole discretion and as permitted by applicable law.
9. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board by the Chair of the Committee.

*Approved by the Board of Directors on February 23, 2023.*