

EAST WEST PETROLEUM CORP.

TECHNICAL COMMITTEE

TERMS OF REFERENCE

(Adopted by the Board of Directors on October 29, 2010)

PURPOSE

The overall purpose of the Technical Committee (the "**Committee**") will be to carry out the combined functions of matters associated with the evaluation of East West Petroleum Corp.'s (the "**Corporation**") reserves and, with respect to matters pertaining to environmental, health and safety matters, to assist the board of directors (the "**Board**") in carrying out its oversight and due diligence responsibilities by reviewing, reporting and making recommendations to the Board on the development and implementation of the policies, standards, procedures and practices of the Corporation with respect to the environment, health and safety and management systems so as to implement such policies, standards, procedures and practices and to monitor compliance.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of not less than three members of the Board, a majority of whom shall be "independent", within the meaning of Multilateral Instrument 52-110 *Audit Committees*.
2. All members of the Committee shall be generally familiar with principles of the evaluation of the reserves of an oil and gas corporation and environmental, health and safety requirements within the oil and gas industry, including standard policies, procedures and applicable legislation, at the time of their appointment or shall become so within a reasonable period of time following such appointment.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. If the Board shall fail to do so, persons who were members of the Committee immediately preceding the most recent annual meeting of shareholders of the Corporation, provided they continue to be directors of the Corporation, shall be deemed to be reappointed to the Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee..
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair (the "**Chairman**") from amongst their number.

5. The Chairman will provide leadership to the Committee and will lead the Committee in fulfilling the duties set out in its mandate.
6. The Chairman's duties will be to
 - (a) provide overall leadership to enhance the effectiveness of the Committee;
 - (b) take all reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its mandate, are well understood by the Committee members and executed as effectively as possible;
 - (c) foster ethical and responsible decision making by the Committee and its individual members;
 - (d) provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling the terms of its mandate;
 - (e) oversee the structure, composition, membership and activities delegated to the Committee;
 - (f) ensure that the Committee meets at least two times annually and as many additional times as necessary to carry out its duties effectively;
 - (g) establish the agenda for each Committee meeting;
 - (h) chair all meetings of the Committee, including closed sessions and *in camera* sessions. If the Committee Chair is not present at a meeting, the Committee members present will choose a Committee member to chair the meeting;
 - (i) encourage Committee members to ask questions and express viewpoints during meetings;
 - (j) deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus;
 - (k) ensure that the Committee meets in separate, regularly scheduled, non-management, *in camera* sessions with internal personnel or outside advisors, as necessary;
 - (l) ensure that the Committee meets in separate, regularly scheduled, non-management, *in camera* sessions;
 - (m) following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee;
 - (n) ensure that Committee materials are available to any Director on request;

- (o) take all reasonable steps to ensure that Committee members receive written information and are exposed to presentations from management to fulfill the Committee mandate;
 - (p) have an effective working relationship with members of Management;
 - (q) ensure that a performance evaluation of the Committee and the Chairman is conducted, soliciting input from all Committee members, other Directors and appropriate members of management;
 - (r) ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently;
 - (s) retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities; and
 - (t) carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.
7. The Secretary of the Corporation shall be the secretary of the Committee, unless otherwise determined by the Committee.
 8. The Committee shall meet regularly each year on such dates and at such locations as the Chairman shall determine and may also meet at any other time or times on the call of the chair of the Committee or any two of the other members of the Committee.
 9. Any two directors of the Corporation may request the Chairman to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the chair of the Committee.
 10. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
 11. The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chairman.
 12. The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation and to engage independent compensation consultants, at the expense of the Corporation, all as it considers being necessary or advisable in order to perform its duties and responsibilities.

TERMS OF REFERENCE IN RESPECT OF THE EVALUATION OF THE CORPORATION'S RESERVES

Reserve Report Approval Meeting

The Committee shall meet prior to the approval by the Corporation of its annual financial statements and the reports and statements referred to in section 2.1 of National Instrument 51-101 (the "**Reserves Instrument**") and, thereafter, as may be directed by the Board , or, upon their own volition, as circumstances may warrant.

Reporting

1. The Committee shall provide the Board with a summary of all meetings and of its recommendations, together with a copy of the minutes of such meeting for insertion into the minute book of the Corporation. Where minutes have not yet been published, the Chairman shall provide the Board with oral reports as requested.
2. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request to the Chairman.

Annual Responsibilities

The Committee shall have the general responsibility of overseeing the evaluation of the Corporation's petroleum and natural gas reserves, including retaining an "independent" (as such term is defined in the Reserves Instrument) engineering firm (the "**Engineering Firm**") which is a "qualified reserve evaluator" (as such term is defined in the Reserves Instrument) to prepare a report (the "**Report**") of an evaluation of the Corporation's petroleum and natural gas reserves, including all information required by Form 51-101F1 and Form 51-101F2 under the Reserves Instrument all in compliance with the Reserves Instrument and of meeting with representatives of the Engineering Firm and Management to discuss the Report's preparation and the conclusions contained in the Report.

General Responsibilities

The Committee's general responsibilities shall be:

1. To discuss and review with Management the selection of an independent engineering firm which is qualified to prepare a report of an evaluation of the Corporation's petroleum and natural gas reserves.
2. To consider and review with Management any change of the Engineering Firm.
3. To receive the Report and consider the principal assumptions upon which it is based.

4. To consider and review the Corporation's input into the Report and the key assumptions used therein.
5. To present a report (the "**Committee Report**") to the Board of the results of such review and to recommend whether the Report should be accepted by the Board.

Specific Responsibilities

Prior to presenting the Committee Report to the Board the Committee shall:

1. Review the Corporation's procedures relating to the disclosure of the information with respect to oil and gas activities, including its procedures for complying with the disclosure requirements and restrictions of the Instrument.
2. Review the appointment of the Engineering Firm and, in the case of any proposed change in such appointment, determine the reasons for the proposal and whether there have been disputes between the Engineering Firm and Management.
3. Review the Corporation's procedures for providing information to the Engineering Firm.
4. Meet with Management and the Engineering Firm to:
 - (a) determine whether any restrictions affect the ability of the Engineering Firm to report without reservation on the reserve data (as such term is defined in the Instrument); and
 - (b) review the reserve data and the Report.
5. Review and make a recommendation to the Board as to whether to approve the content and filing of the statements and reports referred to in section 3.4(e) of the Reserves Instrument.
6. To hold an *in camera* (i.e. without the presence of Management) meeting with representatives of the Engineering Firm to discuss the Report, including the following:
 - (a) the scope of the Engineering Firm's engagement by the Corporation and, in particular, any restrictions thereon;
 - (b) the details of any relationship which the Engineering Firm has with the Corporation that may affect or might be viewed as affecting its independence;
 - (c) the process followed by the Engineering Firm in conducting its reserve analysis;

- (d) the sources of information for the Report;
 - (e) whether the Engineering Firm has any reason to think that any of the information provided to it was not accurate or correct;
 - (f) whether the Engineering Firm had access to all information it thought relevant to complete its engagement;
 - (g) discussion of the price and cost forecasts used in the Report and whether the assumptions used would still be current;
 - (h) discussion of the assumptions made regarding oil and gas marketing and whether the Engineering Firm still considers these assumptions to be reasonable;
 - (i) discussion of the reserve additions and reserve revisions which occurred from the previous report of Corporation's reserves to that of the Report and the reasons for such revisions;
 - (j) consideration of operating costs, working interests, royalty burdens, required capital expenditures and timing, recovery rates and decline rates;
 - (k) whether the Engineering Firm considered it necessary to carry out any on-site inspections as part of its reserve analysis; and
 - (l) what levels of oil and gas production were assumed in the Report and whether the Engineering Firm had access to information since the date of the Report which allows it to confirm or disaffirm the production profiles and other aspects of the Report since the date of the Report.
7. In reviewing the Report, meeting with representatives of the Engineering Firm and presenting the Committee Report to the Board, the Committee shall be entitled to retain, and rely upon, the advice of outside experts.
8. The Committee may do such other things within the scope of its responsibilities as it may, in its discretion, deem appropriate.

Periodic Responsibilities

1. The Committee shall review and approve all material change reports and related press releases for compliance with the Reserves Instrument.
2. The Committee shall review and approve all disclosure made by and on behalf of the Corporation:
 - (a) to the public;
 - (b) in any document filed with a securities regulatory authority; or

- (c) in other circumstances in which, at the time of making the disclosure, the Corporation knows, or ought reasonably to know, that the disclosure is or will become available to the public,

for compliance with the Reserves Instrument.

- 3. When directed by the Board, the Committee shall:
 - (a) review the procedures relating to disclosure of information with respect to the Corporation's oil and gas activities, including the Corporation's procedures for complying with the disclosure requirements and restrictions of the Reserves Instrument;
 - (b) review the procedures of the Corporation for providing information to "qualified reserves evaluators" and "qualified reserve auditors" (as such terms are defined in the Reserves Instrument); and
 - (c) have and carry out the same responsibilities as described above under "Annual Responsibilities" for any evaluation required or requested by Management or the Board that is not a year end evaluation.

TERMS OF REFERENCE IN RESPECT OF THE EVALUATION OF ENVIRONMENTAL, HEALTH AND SAFETY MATTERS

The duties and responsibilities of the Committee with respect to environmental, health and safety matters shall be:

- 1. to investigate any activity of the Corporation that has an impact on the environment or the health or safety of its employees;
- 2. to review and monitor the environmental, health and safety policies and activities of the Corporation on behalf of the Board to ensure that the Corporation is in compliance with environmental health and safety laws and legislation;
- 3. to recommend actions for developing policies, programs and procedures to ensure that the Corporation's environmental, health and safety policies and procedures are being adhered to and achieved;
- 4. to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect to those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- 5. to report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental, health and safety policies and activities of the Corporation for consideration and the manner of their disposition;

6. to develop a calendar of activities to be undertaken by the Committee for each ensuing year related to environmental, health and safety matters and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of the shareholders of the Corporation;
7. to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
8. to do such other things within the scope of its responsibilities as it may, in its discretion, deem appropriate.

ACCOUNTABILITY

The Committee shall conduct an annual review and assessment of its performance and its mandate, including compliance with its mandate, and its role, duties and responsibilities, and submit such report, including recommending changes to the Committee's mandate, to the Board.