

## APPENDIX "A"

### BLACKPEARL RESOURCES INC. (the "Company")

#### CHARTER OF THE BOARD OF DIRECTORS

##### I. PURPOSE

The Board of Directors is responsible for the stewardship of the business and for acting in the best interests of the Company and its shareholders. The Board of Directors will discharge its responsibilities directly and through its committees, currently consisting of the Audit, Compensation Committee, Reserves Committee and the Corporate Governance and Nominating Committee. The Board of Directors shall meet at least quarterly to review the business operations, corporate governance and financial results of the Company. Meetings of the Board of Directors shall also include meetings as required of the independent members of the Board without management being present.

##### II. COMPOSITION

The Board of Directors shall be constituted at all times of a majority of independent Directors in accordance with Multilateral Instrument 58-201. The Chairman of the Board should also be independent or alternatively the Board will appoint an independent lead Director.

##### III. RESPONSIBILITIES

The Board of Directors' mandate is the stewardship of the Company and its responsibilities include, without limitation to its general mandate, the following specific responsibilities:

- The assignment to the various committees of Directors the general responsibility for developing the Company's approach to: (i) corporate governance and nomination of Directors related issues; (ii) financial reporting and internal controls; (iii) oil and gas reserves; and (iv) issues relating to compensation of officers and employees.
- With the assistance of the Corporate Governance and Nominating Committee:
  - Developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines specific to the Company.
  - Reviewing the composition of the Board of Directors and ensuring it respects its independence criteria.
  - Satisfying itself as to the integrity of the Chief Executive Officer and other senior officers and that such officers create a culture of integrity throughout the organization.
  - The assessment, at least annually, of the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual Directors, including, consideration of the appropriate size of the Board of Directors.
  - Ensuring that an appropriate review selection process for new nominees to the Board of Directors is in place.
  - Ensuring that an appropriate orientation and education program for new members of the Board of Directors is in place.
  - Approving disclosure and securities compliance policies, including communications policies of the Company.
- With the assistance of the Audit Committee:

Recommending the appointment of the auditors and assessing the performance of the auditors.

  - Ensuring the integrity of the Company's internal controls and management information systems.
  - Ensuring the Company's ethical behaviour and compliance with laws and regulations, audit and accounting principles and the Company's own governing documents.
  - Identification of the principal risks of the Company's business and ensuring that appropriate systems are in place to manage these risks.
  - Reviewing and approving significant operational and financial matters and the provision of direction to management on these matters.

- Reviewing and approving the Company's quarterly interim and annual financial statements and notes, including the Management's Discussion and Analysis.
- As required and agreed upon, providing assistance to shareholders concerning the integrity of the Company's reported financial performance.
- With the assistance of the Reserves Committee:
  - Reviewing the Corporation's response to applicable rules, policies and guidelines respecting the reporting of oil and gas reserves and the valuation of such reserves.
  - Reviewing and approving the selection of the independent evaluator by management of the Corporation.
  - Reviewing the Corporation's procedures for providing information to the independent evaluator.
  - Meeting with the independent evaluator to determine whether any restrictions placed by management affect the ability of the evaluator to report without reservation on the reserves data.
  - Reviewing the reconciliation of changes in reserves and future net revenue.
  - Reviewing with management and the independent evaluator, and approving, the reserves data.
  - Reviewing procedures for reporting other information associated with oil and gas producing activities.
  - Reviewing and approving the Corporation's Form 51-101F1, Statement Of Reserves Data And Other Oil And Gas Information.
- With the assistance of the Audit Committee and the Chief Executive Officer, the establishment of appropriate performance criteria for the senior management team and the approval of the compensation of the senior management team.
- With the assistance of the Chief Executive Officer, monitor and review feedback provided by the Company's various stakeholders.
- Succession planning and the selection, appointment, monitoring evaluation and, if necessary, the replacement of the senior management to ensure management succession.
- The adoption of a strategic planning process, approval at least annually of a strategic plan that takes into account business opportunities and business risks identified by the Board and/or the Compensation Committee and monitoring performance against such plans.
- The review and approval of corporate objectives and goals applicable to the Company's senior management and monitoring realization of those objectives.
- The review and approval of the Corporation's approach to Health, Safety and Environment (HSE) issues and regular review of any HSE incidents.
- Reviewing with senior management:
  - major corporate decisions which require Board approval and approving such decisions as they arise.
  - major capital expenditure decisions (in excess of \$5 million) unless previously authorized in a budget or plan by the Board of Directors.
  - material decisions relating to senior personnel, major property acquisitions or divestments, major investments, etc.
- Performing such other functions as prescribed by law or assigned to the Board of Directors in the Company's constating documents and by-laws.

**IV. MISCELLANEOUS**

1. The members of the Board are expected to attend all meetings of Board of Directors unless prior notification of absence is provided.
2. The members of the Board are required to have reviewed board materials in advance of the meeting and be prepared to discuss such materials at the meeting, to actively participate in Board deliberations, and to take full responsibility for Board decisions.
3. Board members will treat their fellow board members with respect.
4. The members of the Board should endeavour to avoid conflicts between their own personal interests and those of the Company and, where conflicts exist, to fully disclose such conflicts to the Board and refrain from participating in decisions relating to the subject matter of such conflicts.

March 18, 2009