

PETRO-VICTORY ENERGY CORP.
CORPORATE GOVERNANCE SUMMARY

AND

BOARD OF DIRECTORS MANDATE

The Board of Directors of Petro-Victory Energy Corp., the “Company”, by mandate of the laws governing corporations regulated by the TSX and the TSX Venture Exchange is responsible to supervise the management of the business and affairs of the Company.

“The principal mandate of the Board is to oversee the management of the business and affairs of the Company” with explicit responsibility for the following:

INDEPENDENCE

The Board is responsible for managing its own affairs. It must develop and voice objective judgement on corporate affairs independently of management. It will be constituted with a majority of its members being independent directors.

Directors will be nominated by the Nominations Committee which shall consist of independent directors of the Board.

The Corporate Governance Committee of Petro-Victory Energy Corp.’s Board of Directors (the “Governance Committee”) is charged with the duty and responsibility to ensure that management adheres to and abides by the laws and regulations governing the Company, the Toronto Stock Exchange (“TSX”) regulations, the Company’s corporate charter, and as set forth in its public filings.

LEADERSHIP IN CORPORATE STRATEGY & EXECUTION

The Board ultimately has the responsibility to oversee the development and approval of the mission of the Company, its goals and objectives, and the strategy by which these objectives will be reached. In guiding the strategic choices of the Company, the Board must understand the inherent prospects and risks of such strategic choices.

The leadership for the strategic planning process comes from the management of the Company. The CEO and management will work in concert with the Board to carry out their strategic responsibilities. The Board shall bring objectivity and a breath of judgement to the strategic planning process.

The Board has the responsibility to review and approve the strategy developed by management as it evolves.

The Board is responsible for monitoring the performance of management in implementing the strategy and achievement of agreed upon goals.

The Board shall evaluate management's performance in achieving the goals on a quarterly, annual, and long-term basis.

MEETINGS

The Board shall have a minimum of four (4) meetings per year at which non-independent directors and members of management are not in attendance, "executive sessions". These meetings shall be chaired by a designated lead independent director. The chairman of the meeting shall establish and distribute an agenda (with supporting documentation) five business days prior to each meeting.

The Board shall have a monthly meeting at which all directors and executive officers are in attendance (in person or virtually). These meetings shall be chaired by the Chairman of the Board. The Chairman of the Board shall establish and distribute an agenda (with supporting documentation) five business days prior to each meeting. Board-only topics, shall be designated on the agenda and non-Board meeting participants shall be excused from the meeting.

At the discretion of and with the concurrence of the Board management may be invited to attend Board meetings.

The proceedings of all Board meetings will be documented and will records will be kept.

MANAGEMENT OF RISK

The Board shall understand the principal risks of all aspects of the business in which the Company is engaged, recognizing that business decisions require the incurrence of measured risk to generate targeted returns.

The Board is responsible for overseeing a balance of risk incurred and potential returns to the shareholders.

The Board is required to ensure that processes and analytical rigor are in place to monitor and manage business risks.

APPROACH TO CORPORATE GOVERNANCE

The Company will regularly assess Corporate Governance practices and adjust them to achieve the long-term viability of the Company.

OVERSIGHT OF MANAGEMENT

The Board must ensure that the execution of plans and operations are of the highest caliber.

The Board shall approve the appointment and employment of Corporate Officer positions including the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and Senior Vice President of Finance.

The Board will assess the Corporate Officers performance in effecting the strategies and goals of the Company established by the Board.

The Compensation Committee of the Board will recommend an annual process to assess the performance of the Corporate Officers and will present it to the Board for determining annual compensation plans and the Annual Incentive Compensation plan for the Senior Executives.

Management shall regularly brief the Board of the Company activities and immediately advise the Board of all significant developments that introduce corporate obligations or risk.

The Board shall review and approve significant matters proposed by management prior to management taking an action that obligates the Company or that indicates Company's willingness to act on significant matters. These shall include but are not limited to:

1. Scope and direction of the Company's activities
2. Approval of the Company's "Annual Operating Plan" and its attendant budget ("AOP"
3. The assessment of management's performance and its adherence to the plan and budget.
4. Making an offer or bid to acquire an asset or an indication of intent to so do.
5. Execution of contracts and Letters of Intent.
6. Agreement to participate in a joint activity with another party.
7. Execute a contract of significance (>\$100,000) that obligates the Company to a financial obligation and /or to perform an act, service or otherwise join in an activity including non-binding offers.
8. Form an entity, execution of contracts or agreements, other than furthering the performance of an approved activity. At all times prudent review by counsel and the CFO will be performed as indicated.
9. Senior or executive personnel will not be hired without the prior approval of the Board or the Corporate Governance and Compensation Committee as appropriate. Proposed engagements shall be reviewed and approved as compensation levels including incentive-based compensation and special terms and conditions beyond the Company's norms.
10. All proposed term sheets related to financings and/or transactions involving the securities of the Company shall be reviewed and approved by the Board.
11. Taking an action contrary to Company's policies and procedures, its code of conduct and ethics and the Company's Disclosure and Confidentiality Policy.
12. All proposals for debt offerings, security offerings, or other offerings affecting shareholders and creditors.
13. All proposals for the sale of assets, acquisitions, or mergers.
14. Making expenditures exceeding 5% of amounts established in an approved budget.

EXPECTATIONS OF BOARD MEMBERS

Commitment to being knowledgeable of the affairs of the Company and attendance at meetings.

Ability to understand financial performance.

Board members may contact and meet with the CEO at any time. They have access to the CFO and other members of management including requesting their joining meetings while showing respect for organizational relationships and lines of communication.

The proceedings of Board meetings and that of committees of the Board are confidential.

The Board and its Committees may seek outside advice and counsel at the Company's expense as it deems appropriate.

MANAGEMENT INFORMATION SYSTEMS AND CORPORATE RECORDS

The Board in partnership with the Chief Executive Officer and the Chief Financial Officer shall ensure that information systems that allow effective control and monitoring of the company's performance are in place and that Company records are properly maintained.

BOARD COMMITTEES

The Board shall establish standing and ad hoc committees of the Board and assign and delegate to the committees' responsibilities and authority to act with the authority of the Board on assigned matters. These committees shall include standing committees:

An Audit Committee

A Corporate Governance and Compensation Committee

A Reserves Committee

A Nominations Committee