

Enterra Energy Compensation Committee Mandate

I. Role and Objectives

The Compensation Committee is a committee of the board of directors (the "Board") of Enterra Energy Corp., the administrator to Enterra Energy Trust (the "Trust"), collectively referred to as (the "Company" or "Enterra") to which the Board has delegated its responsibilities by reviewing and, as appropriate, approving:

- (a) Overall budget salary increases for employees, including cash compensation excluding compensation of the Chief Executive Officer ("CEO").
- (b) Compensation and benefit proposals for the officers of Enterra excluding the CEO.
- (c) Recommendations to the Board with respect to compensation of executive officers other than the CEO and incentive compensation and equity based plans that are subject to the approval of the Board;
- (d) Company goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those goals and objectives, and either as a Committee or together with the independent directors (as determined by the Board), determining and approving the CEO's compensation based on this evaluation;
- (e) Policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of any emergency or retirement of the CEO;
- (f) Recommendations to the Board with respect to the adequacy and form of the compensation disclosure and "Report of the Compensation Committee" disclosure of Enterra in its information circular.

II. Composition

- (a) The Committee shall be composed of two members or such greater number as the Board may from time to time determine, all of whom shall be "independent" as defined in Multilateral Instrument 52-110 *Audit Committees* and as defined in Section 303A.02 of the Corporate Governance Rules of the New York Stock Exchange. Members shall be appointed annually from among the members of the Board.
- (b) The Secretary of the Board or another individual as selected by the Committee shall act as Secretary of the Committee.
- (c) A quorum shall be a majority of the members of the Committee.

III. Meetings

- (a) The Committee shall meet at least two times per year and/or as deemed appropriate by the Committee Chair.
- (b) Effective agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
- (c) The Committee shall ensure that the Minutes are prepared for each meeting of the Committee.
- (d) The CEO shall be available at all meetings of the Committee upon invitation by the Committee.
- (e) A member of senior management as well as individuals representing Human Resources and such other employees as appropriate shall be available to attend and/or to provide information to the Committee upon invitation by the Committee.

IV. Reporting

- (a) Periodically, the Committee will provide a report to the Board of the material matters discussed and material resolutions passed at the Committee meeting. Minutes of the Committee meeting will be provided to all Board members upon request.
- (b) Supporting schedules and information reviewed by the Committee shall be available for examination by any director of the Board upon request.
- (c) The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of Enterra and the Committee has sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO, director or officer compensation, including sole authority to approve such consultant's fees and other retention items.

Compensation Committee Mandate was approved by the Board on December 12, 2006.