

Enterra Energy Governance and Nominating Committee Mandate

I. Role & Objectives

A. Role

The Governance and Nominating Committee (the "Committee") of the board of directors (the "Board") of Enterra Energy Corp., in its capacity as administrator to Enterra Energy Trust (the "Trust"), collectively referred to as the "Company" or "Enterra", acknowledges the formal guidelines relating to corporate governance in Canada as provided for by National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines*, both of the Canadian Securities Administrators and the overriding objective of promoting appropriate behaviour with respect to all aspects of Enterra's business.

The primary function of the Committee is to assist the Board in carrying out its responsibilities by reviewing corporate governance and nomination issues and making recommendations to the Board as appropriate. The Committee will continuously review and modify its guidelines with regard to applicable business environment, industry standards on matters of corporate governance, additional standards which the Board believes may be applicable to Enterra's business, the location of Enterra's business and its unitholders and the application of laws and policies.

B. Objectives

- (a) To develop and recommend for approval by the Board a set of corporate governance guidelines applicable to Enterra and periodically review Enterra's approach to corporate governance matters.
- (b) To review on an ongoing basis the effectiveness of the Board and its committees in fulfilling the mandate of the Board.
- (c) To review and recommend to the Board for approval reports concerning Enterra's governance practices as required by any regulatory authorities.
- (d) To assess and report to the Board in respect of matters relating to the ongoing composition of the Board, including:
 - (i) to consider the appropriate size of the Board,
 - (ii) its composition of members between unrelated directors or related directors,
 - (iii) the annual nomination of directors for election and minimum holdings of trust units of Enterra Energy Trust, if any, for each director,
 - (iv) to monitor individual performance of each member of the Board,
 - (v) to identify individuals qualified to become board members consistent with criteria approved by the Board, and to select, or to recommend the Board select, the director nominees of the next annual meeting of the unitholders,
 - (vi) to review and recommend to the Board as to the acceptance of any offer to resign of any director of the Board.
- (e) To annually undertake a performance evaluation of the Board, the Committee, and other committees of the Board.
- (f) To act as a forum for individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the board or individual members of the Board.
- (g) To develop and recommend to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function independently of management.
- (h) To develop for approval by the Board and periodically review orientation and education programs for new directors.
- (i) To annually review and recommend to the Board the appointments to each committee of the Board and any changes to the mandates of the committees.

- (j) To periodically review and monitor Enterra's communication policy with a view to determining whether Enterra is communicating effectively with its unitholders, other stakeholders, the investment community and the public generally.
- (k) To review such other matters of a governance nature as may be directed by the Board from time to time.

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*. 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.
- (d) A majority of the Committee members should be free from any business or other relationship that could impair the exercise of independent judgment.
- (e) Members should have or obtain sufficient knowledge of Enterra's governance requirements to assist in providing advice and counsel on ongoing compliance and improvements to governance activities of the Company.

III. Meetings

- (a) The Committee shall meet as often as necessary to carry out its responsibilities.
- (b) Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
- (c) Minutes of each meeting shall be prepared by the Secretary to the Committee.
- (d) The CEO shall be available at all meetings of the Committee upon invitation by the Committee.
- (e) The Committee may, by specific invitation, have other resource persons in attendance.

IV. Reporting

- (a) Periodically, the Committee will provide a verbal 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.
- (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 the Company 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.

Amended Governance and Nominating Committee Mandate was approved by the Board on December 12, 2006.