



BRUIN E&P HOLDCO, LLC

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) OVERVIEW

Bruin E&P HoldCo, LLC (“Bruin” or the “Company”) recognizes the importance of being responsible environmental stewards, fostering a positive work environment, and conducting business ethically, transparently and with clear governance. The Company prioritizes management of environmental, social and governance (“ESG”) considerations throughout the business. Bruin is committed to operating in a safe, respectable and sustainable manner. Bruin follows federal, state, and local regulations and requirements, and Bruin aims to minimize our environmental footprint. In North Dakota, we work in close partnership with the Mandan, Hidatsa and Arikara Nation (“MHA Nation”) for operations on the Fort Berthold Indian Reservation. Across our assets, our team strives to operate without environmental incidents, and to promptly address and satisfactorily resolve any concerns.

Bruin believes that it has a duty to respect and engage with the communities in which its employees work and live. Bruin has also focused on creating a work environment that prioritizes ethical and responsible operations, thus, safeguarding employees and the communities in which we operate. To this end, Bruin prioritizes safe operations that are built on a culture of responsible operating procedures and reinforced by ongoing training.

Bruin is committed to sound governance and is led by an experienced leadership team which reports to a Board of Directors. Integral to Bruin’s governance are the Company’s policies and procedures for Corporate Governance, Anti-Corruption and Anti-Bribery and Cyber Security. Bruin has also adopted and implemented policies for Environmental Protection, Health and Safety, Diversity and Community Social Interactions and Involvement which are described below.

Please contact William Getschow, Bruin’s General Counsel, at wgetschow@bruinep.com and/or 281.990.6953 or Nader Daylami, Bruin’s Investor Relations Director, at ndaylami@bruinep.com and/or 713.456.3014, with any questions concerning Bruin’s approach to ESG compliance and/or the policies and procedures outlined below.

CORPORATE GOVERNANCE

Bruin is led by an experienced leadership team committed to strong corporate governance practices. Bruin’s management team reports to a Board of Directors and is accountable for sound management and risk management efforts. Bruin’s management spans five offices (three in North Dakota, one in Denver and one in Houston), working seamlessly in overseeing, managing resources and operating responsibly. Bruin’s management team is in regular communication with its Board of Directors which provides strategic oversight of the Company and its management team. Bruin’s management and its Board of Directors are committed to the sustainability of Bruin’s business model, which includes ESG performance and accountability. Critical business issues, including ESG issues such as safety, compliance, operations, and human resources, among others, are typically discussed with the Board on a monthly basis or more frequently, as needed.

The Company has safeguards in place to prevent unapproved, unethical and unsafe practices including the following:

- Mechanism for reporting misconduct, any violation of law or policies or fraud through a dedicated email address and/or phone number and a process for conducting confidential internal investigations, when appropriate.
- Regular communications and training for employees, consultants and contractors concerning approved practices, activities and reporting of any perceived concerns.
- Management implemented control environment which establishes processes and procedures to prevent fraudulent or illegal activity.
- Insider Trading Policy and Wire Transfer/Cash Disbursements Policy designed to create clear process and limitations for unauthorized use of confidential information and unauthorized payments.

ANTI-CORRUPTION & ANTI-BRIBERY

Bruin’s Anti-Corruption and Anti-Bribery Policy establishes requirements for all Bruin officers and employees and any agents, consultants, business partners or other third parties engaged in operations on behalf of Bruin.



BRUIN E&P HOLDCO, LLC

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) OVERVIEW

Bruin's employees, agents and consultants are required to attend annual trainings on Anti-Bribery and Corruption and provide annual acknowledgement of Bruin's requirements as part of such training.

Bruin has established processes and procedures for reporting any perceived Anti-Bribery and Corruption violations and Bruin's compliance officer is dedicated to reviewing and investigating any reported violations. In addition, Bruin utilizes third party legal and advisory resources for assistance in investigations, as deemed necessary.

CYBER SECURITY

Bruin recognizes that cyber security is growing increasingly important and the Company has an established process to assess and address potential cyber risks and/or threats. Bruin has implemented what it believes to be a comprehensive information security and cyber-security program as well as an incident response plan. As part of this program, Bruin conducts regular employee training and has implemented data loss prevention systems.

Bruin has an Information Technology and Computer Use Policy which employees are required to acknowledge and agree to annually. In addition, Bruin conducts regular training on cyber security threats and has conducted internal campaigns for reviewing effectiveness of Bruin's policies and training.

Bruin's wire transfer and cash disbursements policy is further designed to prevent unauthorized and unapproved transfer of funds which are requested as the result of cyber security threats.

Bruin has undergone a third-party assessment of Bruin's cyber security measures and practices and continues to evolve the program based on changing risks and best practices.

ENVIRONMENTAL

Bruin is committed to responsible operations and complies with federal, state, and local regulations, including those of the MHA Nation, and actively manages its environmental footprint. Over the past three years, all Company facilities have undergone regulatory inspections and compliance reviews for permits, training, product handling and sampling, facility operations, and security. These inspections and compliance reviews are conducted monthly, quarterly and annually. In addition, Bruin's field employees perform a weekly audio, visual and olfactory inspection of Bruin facilities on the Fort Berthold Indian Reservation and monthly inspections for all other Bruin facilities.

Bruin employs a number of initiatives and technology to both monitor and limit our environmental impact. Bruin operates under federal implementation plans (FIPs) and state implementation plans (SIPs), spill prevention, containment and countermeasure (SPCC) plans and a waste management policy. There are training requirements associated with each plan that address spill prevention and response, waste management (hazardous waste, non-hazardous waste and universal waste) and waste minimization.

Bruin works with reputable oil field service providers to assist with the planning and tracking of our well control drills and operational audits. Our operations adhere to a uniform set of standards. The external assessments ensure that Bruin's operations have specific procedures in place for all well control-related activities. These activities include monitoring wells while tripping pipe, drilling ahead, and during well shut-in and kill procedures. Well control equipment and maintenance, inspection and testing programs are also reviewed as part of the external assessment. Our oil field service provider has conducted annual safety inspections and analyzed Bruin's drilling, completion, production and workover operations.

Bruin conducts daily, weekly, quarterly and yearly environmental and safety trainings with employees, consultants and contractors. In addition, Bruin utilizes third party resources to track and monitor vendor backgrounds on safety and environmental compliance.

RESPONSIBLE OPERATIONS



BRUIN E&P HOLDSCO, LLC

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) OVERVIEW

Bruin utilizes cutting edge technology to ensure that the policies and procedures which Bruin has instituted as a part of Bruin's environmental, social and governance focus are followed and maintained.

Bruin operates Unmanned Aerial Vehicles (Drones) as part of Bruin's environmental, health and safety compliance. In addition, Bruin utilizes infrared cameras to regularly inspect facilities to ensure compliance with applicable laws, rules and regulations for gas emissions protocols and procedures.

Bruin also utilizes video camera technology to monitor certain Bruin's facility locations, including field offices in North Dakota.

Our internal systems work together to provide regularly updated data on operations, including environmental, health and safety reporting.

COMPLIANCE AND AUDITS

In connection with Bruin's material acquisition of operated assets in North Dakota in September 2017, Bruin commenced a new purchaser audit agreement with the United States Environmental Protection Agency (EPA) in February 2018 and finalized such agreement in July 2019. Pursuant to the EPA new purchaser audit agreement, Bruin inspected every well pad on the Fort Berthold Indian Reservation (FBIR) and worked with the EPA to complete all necessary corrective actions.

At the conclusion of our self-initiated audit, Bruin worked with the EPA to implement additional facility inspection operations and procedures. The EPA further coordinated with the Environmental Group of the MHA Nation in reviewing and approving the Bruin new purchaser audit agreement and updated facility inspection operations and procedures.

Similarly, Bruin commenced and completed a Self-Audit Program with the North Dakota Department of Environmental Quality (ND DEQ) in 2019 which covered an environmental self-audit to mitigate the risks of Bruin's operations for well pads off of the Fort Berthold Indian Reservation. Bruin worked with the ND DEQ to establish procedures for continued monitoring and reporting for such well pads following the self-audit.

Bruin has an experienced environmental staff and third-party resources who regularly review Bruin's procedures and operations for environmental compliance and conduct training of Bruin's employees, contractors and consultants.

HEALTH AND SAFETY

Bruin is committed to managing our assets and operating in a manner that protects the health and safety of employees, contractors, communities, partners, and the environment. Bruin operates in compliance with all applicable health, safety, and environmental regulations and standards. Bruin's health and safety plans developed for Company projects meet local, state, and federal agency requirements and address site preparation, rig mobilization and demobilization, drilling, completion, facilities and pipeline construction, day-to-day well operations, re-working, sidetracking, deepening, recompletion, site remediation, and plugging and abandonment.

All personnel on a project site receive a project-specific orientation before commencing work or accessing the project site(s). The orientation includes the methods to control or eliminate recognized hazards and the avoidance of conditions that can lead to illness or injury. All personnel are required to use appropriate personal protective equipment and devices in all operations where there is exposure to hazardous conditions and/or where the use of such equipment/devices reduces the risk of personal injury.

Bruin also uses the Job Safety Analysis (JSA) process, which is a useful tool for hazard identification and risk communication. The JSA process is used to identify hazards before a project begins or during an on-going project when the process changes. It is also used to provide training to employees on hazard identification. Once hazards have been identified, steps are taken to eliminate or reduce the hazards to a risk level that is acceptable to Bruin.



BRUIN E&P HOLDSCO, LLC

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) OVERVIEW

Bruin has implemented emergency response plans for any potential emergencies arising out of its operations and employees are trained in such emergency response plans.

Bruin's contractors are expected to develop, approve and establish safe operating procedures that effectively manage hazards and risks arising from the project activities.

Bruin's information technology group tracks Bruin's fleet vehicles and requires that Bruin's vendors utilize GPS tracking when available.

Bruin has a search and seizure policy, safety program, incident and reporting policy and regularly conducts training and updates stakeholders on such policies. Bruin's experienced health and safety staff regularly meet with industry peers in an effort to ensure Bruin is adhering to best practices in our operations.

DIVERSITY

Bruin is committed to diversity in the workplace and supports and values an environment of inclusion. Diversity in the workforce facilitates the introduction of new ideas and perspectives to help the Company operate responsibly and prosper. Bruin operates in part on the Fort Berthold Indian Reservation and strives to work with tribal members as part of Bruin's operations. Bruin further works with MHA Nation tribal leaders to assist with community training and scholastic opportunities including job placement and shadowing within the Bruin organization.

Bruin's Code of Business Conduct and Ethics was designed to support full compliance with applicable laws and practical ways we put our values to work every day, applying ethical principles to business decisions that deliver results the right and responsible way.

Bruin has policies and procedures in place to ensure compliance with applicable laws and has a compliance team to investigate any reports which can be made anonymously through dedicated telephone and electronic mail methods.

SOCIAL

Bruin proactively engages in the communities where we operate, including local community groups and charitable groups. Bruin regularly interacts with the property owners of the land on which we operate.

Bruin strives to respect human rights and native lands as well as to honor tribal traditions and beliefs. Bruin engages the MHA Nation on infrastructure and economic development, operational impacts, permitting, land access, regulations and other issues. We comply with tribal regulations including those regulations of MHA Tribal Employment Rights Office ("MHA TERO"), which aims to strengthen business opportunities for companies owned 100% by a member of the MHA Nation. Bruin has policies and procedures in place to comply with all tribal, local, state and federal laws that apply to our operations.

Bruin partners with the different community segments of the MHA Nation to discuss Company operations in the respective tribal segments and review and handle any concerns raised during Bruin's operations.

Bruin's supply chain group is directed by its internal counsel and has instituted control procedures for ordering equipment, supplies, goods and services, including formal bidding as required by MHA TERO.

Bruin's vendors are also monitored by a third-party group for previous environmental and safety incidents and insurance compliance and maintenance.

In addition to working with MHA Nation member-owned contractors, Bruin's community efforts include support for MHA Nation and local school districts and charitable contributions.



BRUIN E&P HOLDCO, LLC

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) OVERVIEW

Bruin organizes and provides financial support for blood drives, local trash and landscaping clean-up efforts, food banks, community cook-offs and sports tournaments for the benefit of the local communities where we operate.

MOVING FORWARD

The Bruin management team embraces and promotes actions to operate responsibly and ethically. Bruin operates with a focus on protecting and working with the communities in which we work and live.

Bruin's employees, agents and consultants continuously strive to amend and modify Bruin's practices and procedures to enable Bruin to most effectively operate in harmony with the environment and take all available measures to ensure health, safety, diversity and security and appropriate governance for Bruin's operations.