

CORPORATE GOVERNANCE STANDARDS: DIFFERENCES IN GREENFIRE RESOURCES LTD.'S PRACTICES COMPARED TO NYSE STANDARDS

As a Canadian company listed on the New York Stock Exchange (“NYSE”), Greenfire Resources Ltd. (“Greenfire”, “we” or “our”) is not required to comply with most of the NYSE corporate governance standards and instead may comply with Canadian corporate governance practices (“Canadian Rules”). We are, however, required, under Section 303A.11 of the NYSE Listed Company Manual, to disclose the significant differences between our corporate governance practices and those required to be followed by U.S. domestic companies under the NYSE corporate governance standards.

The following is a summary of the significant ways in which our corporate governance practices differ from those required to be followed by U.S. domestic companies under the NYSE’s corporate governance standards. Except as described in this summary, we are in compliance with the NYSE corporate governance standards in all significant respects.

- Section 303A.07(c)(iii) of the NYSE Listed Company Manual requires, among other things, that the written charter of an audit committee state that the audit committee at least annually, obtain and review a report by the independent auditor describing the firm’s internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. The mandate of our Audit and Reserves Committee does not comply in all respects with these requirements, but does comply with Canadian Rules and provides, among other things, that such committee is responsible for reviewing the external auditor’s (and internal auditor if one is appointed by Greenfire) assessment of the internal controls of Greenfire, their written reports containing recommendations for improvement, and management’s response and follow-up to any identified weaknesses.
- Section 303A.08 of the NYSE Listed Company Manual requires that shareholders of the listed company be given the opportunity to vote on all equity-compensation plans and material revisions thereto. Canadian Rules require, in certain circumstances, that shareholders approve equity compensation plans and certain amendments thereto, but the Canadian Rules are not identical to the requirements of the NYSE Listed Company Manual. We comply with Canadian Rules.

- Section 303A.09 of the NYSE Listed Company Manual requires that, among other things, our governance guidelines include provisions relating to director compensation guidelines and director orientation and continuing education. We have adopted corporate governance guidelines and the mandate of our Board is in compliance with Canadian Rules. In addition, the mandate of our ESG and Compensation Committee provides that such committee shall, among other things: (i) review and recommend to the Board compensation to be paid to members of the Board, the chair of the Board, and the chair and members of each committee of the Board; and (ii) as required, develop, for approval by the Board, an orientation and education program for new recruits to the Board.
- Section 303A.10 of the NYSE Listed Company Manual requires that a listed company's code of business conduct and ethics mandate that any waiver of the code for executive officers or directors may be made only by the board or a board committee and must be promptly disclosed to shareholders. Our Code of Business Conduct and Ethics complies with Canadian Rules and only requires disclosure if required by law or stock exchange regulation.
- The NYSE Listed Company Manual requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings of a listed company, and requires that proxies be solicited pursuant to a proxy statement that conforms to the proxy rules of the United States Securities and Exchange Commission (the "SEC"). Greenfire is a "foreign private issuer" under United States securities laws, and Greenfire's common shares are accordingly exempt from the proxy rules promulgated by the rules of the SEC.
- The shareholder approval requirements set forth in the NYSE Listed Company Manual are different than those required by the Canadian Rules. Greenfire intends to comply with such Canadian Rules in lieu of the requirements set forth in the NYSE Listed Company Guide.
- The NYSE Listed Company Manual requires that the minimum quorum requirement for a shareholder meeting is one-third of the outstanding common shares. In addition, a company listed on NYSE is required to state its quorum requirement in its bylaws. Greenfire's quorum requirement is set forth in its By-laws, which provide that the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 25% of the issued shares entitled to be voted at the meeting.
- The NYSE Listed Company Manual requires that listed companies have an internal audit function. Greenfire does not have such a function, which is not required under applicable Canadian Rules.