

Philip Dean Pardo – Director, Chairman of Audit and Nominating & Compensation Committees

Mr. Pardo has been a Director of our Board since December 3, 2004. Mr. Pardo is Vice Rector on Academic Affairs and Director of Business School of Kazakh British Technical University. Previously (September 2000 to September 2004), he held the post of Associate Dean of the College of Continuing Education for the Kazakhstan Institute of Management, Economics and Strategic Research (KIMEP) where he taught courses in Small Business, Franchising, Public Administration and Finance. He was Director, Business Valuation for the Rice Group, Central Asia LLP from July 2000 to January 2003. Mr. Pardo served as Strategic Planning Manager with Maverick Development Corp. and Golden Eagle Services from July 2003 to December 2003 on a part-time basis. He has worked for Deloitte & Touche as Tax Director as well as LeBoeuf, Lamb, Greene & MacRae, from August 1997 till June 2000. Mr. Pardo serves as an independent director and is Chairman of the Audit Committee and Chairman of the Nominating & Compensation Committee.

S.A. (Al) Sehsuvaroglu – Chief Executive Officer, President & Director

Mr. Sehsuvaroglu has been serving as our President and Director of the Board since March 9, 2005. He is a Registered Professional Engineer in Texas since 1990. Commencing his 20-year with Halliburton Energy Services in 1978 through June 2000, he had increasing levels of responsibility in engineering in Algeria, France, Netherlands, United States, United Kingdom and Kazakhstan. In June 2000 till November 2001, he is Country Director for Kellogg Brown & Root Energy Services in Kazakhstan. In 2001, Mr. Sehsuvaroglu became Senior Vice-President of Operations with Nelson Resources, and up to February 2005, he led a team, which grew daily oil production from zero to 40,000 barrels per day in Kazakhstan.

Barry Raymond Swersky – Director, Co-Chairman & Vice-President, New Developments

Mr. Swersky has been serving on our Board of Directors and as Co-Chairman & Vice-President since December 3, 2005. Mr. Swersky, with many years of experience as international attorney, has consulted on technology investments in Israel together with the Meitav group since 2000. He has been on the board and is currently Chairman of Netline Communications Technologies (NCT) since December 2000. In Israel he is also serving on various other boards, including Suntime Ltd. (since 1993), where he acts as Chairman and CEO and MACS Ltd. (since 1990). He served on the board of Ogas Limited in England from January 2000 to March 2004). Previously, and within the framework of his activities in energy in Kazakhstan, Mr. Swersky served on the board of AES Suntime Power Limited. He is engaged in an oil and oil products transport logistics project between Kazakhstan and China. He is on the board of the Israel Festival, Jerusalem and, from October 2000 he serves as a Board Member of Tel-Aviv University's Jaffee Center for Strategic Studies.

Ruslan Z. Tsarni – Vice President, Business Development & Corporate Secretary

Mr. Ruslan Z. Tsarni has been serving as our Vice-President & Corporate Secretary since March 29, 2005. Before joining the Company, Mr. Tsarni served as Corporate Counsel of Nelson Resources Limited Group of companies, as well as Managing Director of several of its operating subsidiaries from February 2001 to March 2005. Prior to this, Mr. Tsarni was the Head of Legal Affairs of Golden Eagle Partners LLC from May 1999 to February 2000, where he developed downstream and upstream oil and gas businesses in Kazakhstan and served as Managing Director of its wholly owned subsidiary Tobe LLP. From July 1998 to May 1999 he was a Senior Associate with Salans Hertzfeld & Heilbronn Ltd.

Daming Yang - Director

Mr. Yang served as our President from April 14, 2000 until March 9, 2005. He continues to sit as a Director on our Board of Directors. He also served as the President and a member of the board of directors of both Big Sky Network Canada Ltd. and Chengdu Big Sky Technology Services Ltd. Mr. Yang was a director of Sichuan Huayu Big Sky Network Ltd. Mr. Yang has been the President of Big Sky Energy Kazakhstan Ltd. since July 2003 and Chairman of KoZhaN LLP since August 2003. From 1995 through 1998, Mr. Yang served as Vice President and then President of Tongli Energy Technical Service Co. Ltd.

Dr. Servet Harunoglu, Director

Dr Servet Harunoglu was appointed to the Board on May 10, 2005. Dr. Harunoglu holds a Ph.D in Electrical Engineering from Northwestern University, Chicago, IL (1973) and is a past Chairman of the Turkish Kazakh Businessmen's Association, having held the chair for 7 years.

From 1991 to the present, Dr Harunoglu held many posts, including but not limited to, Board membership of Fintraco Construction and Contracting Co. Inc., Tarkim Tarimsal Kimya A.S., Pimsa Poliuretan Manufacturing Co. Inc. and Donau Express Schiffarts GmbH. In addition, Dr Harunoglu was Chairman of Matin JV, based in Atyrau, Kazakhstan as well as Chairman of Polfin Consortium S.A. Dr Harunoglu has also been a member of the World Economic Forum and a member of the International Advisory Council of the Executives Club of Chicago.

None of our executive officers or directors have been involved in any bankruptcy proceedings within the last five years, been convicted in or has pending any criminal proceeding, been subject to any order, judgment or decree enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities or banking activity or been found to have violated any federal, state or provincial securities or commodities laws.

FAMILY RELATIONSHIPS

Mr. Wei Yang, a shareholder in Big Sky Energy Corporation, is Daming Yang's brother. As well, Mr. Yang is the sole shareholder of Big Sky Energy Canada Ltd. which owns 4,250,000 of our shares of common stock.

Board Committees and Attendance Records

There are currently five standing committees of the Board - the Nominating & Compensation Committee, the Audit Committee, the Corporate Governance Committee, the Mergers & Acquisitions Committee and the Reserves Committee.

The Audit Committee

The Audit Committee of Big Sky Energy Corporation was formed on February 2, 2001. The Committee's written charter was adopted by the Board of Directors ("Board") on March 27, 2001 and subsequently amended on November 12, 2003 and April 30, 2004. **A copy of the most up to date charter is attached to this Proxy as "Schedule A"**. In accordance with this written charter, the Audit Committee of the Board ("Committee") assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of Big Sky Energy Corporation

On December 3, 2004, Mr. Philip D. Pardo was appointed as the Chair of the Committee and as the financial expert of the Committee. On May 10, 2005, Dr Servet Harunoglu joined the Committee. The Committee is composed of two directors, both of whom are independent directors.

The Audit Committee met on 4 occasions in 2004 and on 2 occasions during the first three months of 2005. All members were in attendance. The Committee reviewed the audited financial statements of Big Sky Energy Corporation as of fiscal year ended December 31, 2004, with management and the independent auditors. Management has the responsibility for the preparation of Big Sky Energy Corporation's financial statements and the independent auditors have the responsibility for the examination of those statements.

In discharging its oversight responsibility as to the audit process, the Committee obtained from the independent auditors a written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence consistent with Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees", discussed with the auditors any relationships that may impact their objectivity and independence and satisfied itself as to the auditors' independence.

The Committee discussed and reviewed with the independent auditors all communications required by generally accepted auditing standards, including those described in Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees," and, with management present, discussed and reviewed the results of the independent auditors' examination of the financial statements.

Based on the above-mentioned review and discussions with management and the independent auditors, the Committee and Board of Directors approved that Big Sky Energy Corporation's audited financial statements be included in its Annual Report on Form 10-KSB for the year ended December 31, 2004, for filing with the Securities and Exchange Commission.

The Committee and Board of Directors also approved the appointment, subject to shareholder approval, of the independent auditors, BDO Kazakhstanaudit LLP.

Principal Accounting Firm Fees

Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by Deloitte & Touche LLP for the audit of our annual financial statements and review of financial statements included in our Form 10-QSB quarterly reports and services normally provided by Deloitte & Touche LLP in connection with statutory and regulatory filings or engagements were \$262,073 for the fiscal year ended 2004 and \$126,151 for the fiscal year ended 2003.

Audit-Related Fees

There were no fees for other audit related services for the fiscal years ended 2004 and 2003.

Tax Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by Deloitte & Touche LLP for tax compliance, tax advice, and tax planning was \$9,485 for the fiscal year ended 2004 and \$17,000 for the fiscal year ended 2003. The fees charged for 2003 included assistance with the completion and filing of our Canadian income tax returns.

All Other Fees

There were no other aggregate fees billed in either of the last two fiscal years for products and services provided by Deloitte & Touche LLP, other than the services reported above.

Pre-approval Policy and Procedure

The following policy and procedure has been adopted and incorporated into our Audit Committee charter:

All services provided by the independent auditor whether they be audit related or non-audit related, shall be pre-approved in writing either a) prior to the commencement of the contemplated services, or b) after the commencement of the contemplated services but before the completion of such services.

The Chairman of the Audit Committee or the designated Financial Expert, should they also be, at the time of approval, an independent director, are empowered to approve the contemplated services to be provided by the independent auditor on behalf of the committee. All approvals taken by the Chairman or Financial Expert must be disclosed to the committee as a whole either a) in writing or by e-mail at the time of the approval; or b) verbally at a subsequent committee meeting.

Since September 4, 2003, the date our Audit Committee members were appointed to the Committee, they have approved all services provided by Deloitte & Touche LLP. Prior to this, services were not pre-approved.

Deloitte & Touche LLP has advised us that, in connection with the audit of our financial statements for the year ended December 31, 2004, only full-time, permanent employees of Deloitte & Touche LLP performed the audit work.

The Nominating & Compensation Committee

The Company's Nominating & Compensation Committee ("N&C Committee") (formerly the Human Resources and Compensation Committee) was formed on February 2, 2001. At the first meeting of the reconstituted committee on May 18, 2004, it was decided to restructure the Committee to meet the new rules and regulations set forth by the United States Securities and Exchange Commission. To this end, the Committee changed its name to the Nominating & Compensation Committee and amended its charter to address its new mandate. The Company's Nominating & Compensation Committee's Charter is available on its website.

The Committee is composed of three directors, two being independent directors. The Committee met four times in 2004. As of May 10, 2005, Messrs. Pardo, Heysel and Balgimbayev sit on the Committee with Mr. Pardo serving as chairman.

The Nominating & Compensation Committee's mandate is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and to assist the Board in the discharge of their fiduciary responsibilities relating to the fair and competitive compensation of the employees of the Company. The Nominating & Compensation Committee is responsible for determining salaries, incentives and other forms of compensation for our officers, employees and consultants and administers our incentive compensation and benefit plans. The Nominating & Compensation Committee also holds responsibility for director selection and governance with respect to the conduct of our Board.

In order to carry out their purpose, the Committee will be compiling policy and procedures to:

- 1) identify prospective director nominees and recommend to the Board the director nominees for the next annual meeting or special meeting of stockholders at which directors are to be elected, and recommend individuals to the Board to fill any vacancies or newly created directorships that may occur between such meetings;
- 2) oversee the evaluation of the Board and management from a corporate governance perspective;
- 3) identify and recommend to the Board directors for membership on Board committees;
- 4) review and approve the Company's compensation philosophy;
- 5) review and approve compensation programs, plans and awards;
- 6)

- administer the Company's short- and long-term incentive plans and other stock or stock-based plans; and
- 7) issue an annual report on executive compensation for inclusion in the Company's proxy statement.

The Committee will consider stockholder nominations for director. Nominations for director submitted to the Committee by stockholders will be evaluated according to the Company's overall needs and the nominee's knowledge, experience and background. A nominating stockholder must give appropriate notice to the Company of the nomination not less than 90 days prior to the first anniversary of the preceding year's annual meeting. In the event that the date of the annual meeting is advanced by more than 30 days, the notice by the stockholder must be delivered not later than the close of business on the later of the 60th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting is first made.

The stockholder's notice shall include all information required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act, and the rules thereunder, as well as, the name of the stockholder, their address of record, the class and number of shares of the Company beneficially held by the stockholder, a description of all arrangements or understandings between the stockholder and each proposed nominee and any other persons pursuant to which nomination(s) are to be made by such stockholder, a representation that such

stockholder intends to appear in person or by proxy at the meeting to nominate the person(s) named in its notice and a written consent of the proposed nominee(s) to be named as a director.

The Corporate Governance Committee was formed on May 10, 2005. The Committee is composed of **two** directors, all being independent directors. The Committee is responsible for developing and recommending to the Board for approval the Company's approach to corporate governance issues. To the extent that any director believes it is appropriate to engage an outside advisor in connection with that person's role as a director, this committee is authorized to engage special advisors at the Corporation's expense. The Board is in process of adopting the Committee's charter, which then will be made available on the Company's website.

The members of the Corporate Governance Committee are Messrs. Barry Swersky (Chairman) and Daming Yang.

The Mergers & Acquisitions Committee (M&A Committee) was formed on May 10, 2005. The Committee is composed of **four** directors, all of whom are related. The Committee is responsible for reviewing of management's mergers and acquisitions strategy and policies for the Company's projects for growth, considering any reports submitted to the committee by management with respect to acquisitions and for reporting to the Board with respect to potential mergers. The Board is in process of adopting the Committee's charter, which then will be made available on the Company's website.

The members of the M&A Committee are Messrs. Daming Yang (Chairman), Matthew Heysel, Al Sehsuvaroglu and Bruce Gaston.

The Reserves Committee was formed on May 10, 2005. The Committee is composed of **two** directors, all being independent directors. The Committee is responsible for the review of the Company's appointment of the independent qualified oil and gas evaluator and its report on the Company's oil and gas reserves and their present value, and for public disclosures of reserves and present value data. The Board is in process of adopting the Committee's charter, which then will be made available on the Company's website.

The members of the Reserves Committee are Messrs. Nurlan Balgimbayev (Chairman) and Servet Harunoglu.

Insider Participation and Interlocks

While the Company has had transactions with companies and firms with which certain members of the Committee are, or at some point during fiscal year 2004 were, affiliated as an officer and/or director, there are no such relationships in which members of the Committee have a direct or indirect material interest. In addition, there are no interlocking relationships of the nature described above involving members of the Committee.