

## **BADGER INFRASTRUCTURE SOLUTIONS LTD.**

### **MANDATE OF THE SUSTAINABILITY, HEALTH & SAFETY COMMITTEE**

#### **Adoption**

This Mandate has been adopted by the Board of Directors (the **Board**) of Badger Infrastructure Solutions Ltd. (the **Corporation**).

#### **References to "Badger"**

In this Mandate, "**Badger**" means the Corporation and, where the context requires, the Corporation and its subsidiaries considered on a consolidated basis.

#### **Overview**

The Corporation will establish and maintain a Sustainability, Health & Safety Committee (the **Committee**), composed entirely of independent directors of the Corporation, to which the Board has delegated certain responsibilities relating to sustainability, health and safety. The objectives of the Committee are to assist the Board in fulfilling its oversight responsibilities (especially for accountability) in respect of development, implementation and monitoring of Badger's policies on such matters. Further, the Committee will prepare reports, if and when required, for inclusion in the disclosure documents for Badger.

The Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board. If determined necessary by the Committee, it will have the discretion to investigate and conduct reviews of any sustainability, health and safety issue, including the standing authority to retain experts and, with approval of the Board, special counsel.

#### **Composition of the Committee**

1. The Committee will consist of at least three directors of the Corporation (each, a **Director**). The Board will appoint the members of the Committee. The Board will appoint one member of the Committee to be the chair of the Committee (the **Committee Chair**).
2. Each Director appointed to the Committee by the Board must be an independent Director. Generally speaking, a Director is "**independent**" if such Director has no direct or indirect material relationship with Badger. A "**material relationship**" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the Director's independent judgment. In determining whether a Director is independent of management, the Board will make reference to the then current legislation, rules, policies and instruments of applicable regulatory authorities.
3. A Director appointed by the Board to the Committee will be a member of the Committee until replaced by the Board or until his or her resignation.

#### **Meetings of the Committee**

1. The Committee will meet at least semi-annually, or more frequently at the discretion of the members of the Committee as circumstances require, at such times and places as may be designated by the Committee Chair and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (**CEO**).
2. Notice of each meeting of the Committee will be given to each member of the Committee, the chair of the Board (the **Chair of the Board**), who will be entitled to attend each meeting of the Committee, and the CEO, who will attend whenever requested to do so by a member of the Committee.
3. Notice of a meeting of the Committee will:
  - (a) be in writing;

- (b) state the nature of the business to be transacted at the meeting in reasonable detail;
  - (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
  - (d) be given at least 48 hours prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
4. A quorum for the transaction of business at a meeting of the Committee will consist of a majority of the members of the Committee. However, it will be the practice of the Committee to require review, and, if necessary, approval of certain important matters by all members of the Committee.
  5. A member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to hear and communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at the meeting.
  6. In the absence of the Committee Chair, the members of the Committee will choose one of the members present to be Chair of the meeting.
  7. The secretary of Badger (the **Secretary**) will act as secretary of the meeting or, alternatively, the members of the Committee may choose one of the persons present to be the secretary of the meeting.
  8. Senior management of Badger, and other parties may attend meetings of the Committee at the invitation of the Committee Chair; however, the Committee may meet separately at any time. The Chair of the Board can attend all meetings.
  9. Minutes will be kept of all meetings of the Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Corporation's records, and will be available for review by members of the Committee, the Board, management, and the external auditor.
  10. The Committee will, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
  11. The Committee members will have an "in camera" session without management at every Committee meeting.

#### **Duties and Responsibilities of the Committee Chair**

1. The Committee Chair may be removed at any time at the discretion of the Board. The incumbent Committee Chair continues in office until (i) a successor is appointed, (ii) he or she is removed by the Board, or (iii) he or she ceases to be a director of Badger.
2. The Committee Chair has the following responsibilities and duties:
  - (a) effectively leads the Committee in discharging all duties set out in this Mandate and chairs meetings of the Committee;
  - (b) ensures the co-ordination of the agenda, information packages and related events for Committee meetings in conjunction with the Chair of the Board and the Secretary;
  - (c) ensures the Committee meets as frequently as necessary to carry out its duties effectively and ensures that there is sufficient time during Committee meetings to fully discuss all business properly put before the Committee;

- (d) ensures that the Committee works as a cohesive group, including by maintaining effective communication and working relationships between members of the Committee, the Board, management and advisors;
- (e) ensures that the resources available to the Committee (in particular, timely and relevant information) are adequate to support its work;
- (f) in collaboration with the Board and the Chair of the Board, reviews and assesses Committee attendance, performance and compensation and the size and composition of the Committee;
- (g) exercises all powers of the Committee between meetings, while attempting to involve all other members as appropriate prior to the exercise of any powers and, in any event, advises all other members of any decisions made or powers exercised; and
- (h) carries out any other or special assignments or any functions as may be requested by the Board.

### **Duties and Responsibilities of the Committee**

1. In discharging its responsibilities, the Committee will:
  - (a) as requested by the Audit Committee, review the adequacy of the Corporation's insurance program, specifically with regard to sustainability, health and safety liability coverage;
  - (b) review sustainability, health and safety performance, including significant incidents, emerging issues, summaries of inspections or audits, and corrective actions taken in response to deficiencies;
  - (c) review and make recommendations to the Board regarding sustainability, health and safety disclosure (e.g. statement of executive compensation, ESG reports, etc.);
  - (d) review trends and practices related to sustainability, health and safety, including trends and practices identified in proxy advisory firm reports, and make recommendations in respect thereof to the Board and/or other relevant committees;
  - (e) as required, retain independent advice in respect of sustainability, health and safety matters and, if deemed necessary by the Committee, meet separately with such advisors;
  - (f) review management's processes to ensure that employees receive the training necessary to meet sustainability, health and safety standards, and standards and policies as required by law and set by the Committee;
  - (g) facilitate information sharing with other committees as required to address matters of mutual interest or concern in respect of sustainability, health and safety issues;
  - (h) annually review and make recommendations to the Human Resources & Compensation Committee regarding sustainability, health and safety targets and criteria for compensation related purposes; and
  - (i) annually assess the adequacy of this Mandate and the performance of the Committee in fulfilling it, and recommend any proposed changes to the Mandate to the Corporation's Nominating and Governance Committee for its consideration and, if acceptable, recommendation to the Board for approval.
2. In addition to the foregoing, the Committee will undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its duties and responsibilities.

### **Document Control Information**

Approved by Board: Yes

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