

BADGER INFRASTRUCTURE SOLUTIONS LTD.

MANDATE OF THE BOARD OF DIRECTORS

Adoption

This Mandate of the Board of Directors 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 Board (each member thereof, a **Director**, and together, Directors) is responsible for the stewardship of the business and affairs of Badger. As such, the Board has a responsibility to oversee the conduct of Badger's business, provide direction to management and ensure that all major issues affecting the business and affairs of Badger are given proper consideration. The Board oversees the activities of management who are responsible for the day-to-day conduct of the business of Badger.

Composition and Operation

The Board must consist of at least five Directors. At least two-thirds of the Board must be individuals who qualify as independent Directors. Generally speaking, a Director is "**independent**" if such Director has no direct or indirect material relationship with Badger and 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, the Board will make reference to the then current legislation, rules, policies and instruments of applicable regulatory authorities.

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its chair, which must be an independent Director (the **Chair of the Board**), nominating candidates for election to the board, constituting committees of the Board and determining compensation for the Directors. Subject to the constating documents of Badger and the *Business Corporations Act* (Alberta) (the **ABCA**), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

The Board will have the following standing committees:

- a. Audit Committee;
- b. Human Resources & Compensation Committee;
- c. Nominating & Governance Committee; and
- d. Sustainability, Health & Safety Committee,

(each, a **Committee**, and collectively, the **Committees**).

Duties and Responsibilities of the Chair of the Board

1. The Chair of the Board may be removed at any time at the discretion of the Board. The incumbent Chair of the Board 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.
2. The Chair of the Board has the following responsibilities and duties:
 - (a) effectively leads the Board in discharging all duties set out in this Mandate and applicable

laws, and chairs meetings of the Board (other than portions of such meetings in respect of which the Chair of the Board is conflicted or where the Chair of the Board is unable to be present and needs to appoint an alternate);

- (b) in collaboration with the Committee chairs, the Chief Executive Officer of the Corporation (the **CEO**) and the corporate secretary of the Corporation, ensures the co-ordination of the agenda, information packages and related events for Board and Committee meetings;
- (c) ensures the Board meets as frequently as necessary to carry out its duties effectively and ensures that there is sufficient time during Board meetings to fully discuss all business properly put before the Board;
- (d) ensures that the Board works as a cohesive group, including by maintaining effective communication and working relationships between members of the Board, management and advisors;
- (e) ensures that the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- (f) support the Director recruitment process, as well as the orientation of new Directors, and the continued education of incumbent Directors;
- (g) communicates with individual Directors regarding confidential performance assessment results;
- (h) support the Board Nominating & Governance Committee, coordinate the establishment and mandate of *ad hoc* or special Board committees, as required;
- (i) provide advice and counsel to the CEO;
- (j) represent stakeholders and the Board to management, and represent management to the Board;
- (k) chair annual and special meetings of the Corporation's shareholders;
- (l) at the request of the CEO and at his or her discretion, or as otherwise appropriate, speak on behalf of the Board or the Corporation and represent the Board at meetings with external stakeholders; and
- (m) carries out any other or special assignments or any functions as may be requested by the Board.

Duties and Responsibilities of the Board

The Board's fundamental objectives are to enhance and preserve long-term security holder value, to ensure Badger meets its obligations on an ongoing basis and to ensure that Badger operates in a reliable, responsible and safe manner. In performing its functions, the Board should also consider the legitimate interests of its other stakeholders such as employees, customers and communities. In broad terms, the stewardship of Badger involves the Board in strategic planning, financial reporting, risk management and mitigation, senior management determination, communication planning and internal control integrity. In satisfaction of these responsibilities, Directors are expected to regularly attend meetings and review all materials in advance of all meetings.

Specific Duties

1. Legal Requirements

- (a) the Board has the oversight responsibility for meeting Badger's legal requirements and for

properly preparing, approving and maintaining Badger's documents and records.

- (b) The Board has the legal responsibility to:
 - (i) manage the business and affairs of Badger;
 - (ii) act honestly and in good faith with a view to the best interests of Badger;
 - (iii) exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
 - (iv) act in accordance with its obligations contained in the ABCA and the regulations thereto, the constating documents of Badger, and other relevant legislation and regulations.
- (c) The Board has the legal responsibility for considering the following matters as a full Board which, pursuant to the ABCA, may not be delegated to management or to a committee of the Board:
 - (i) any submission to the security holders of a question or matter requiring the approval of the security holders;
 - (ii) the filling of a vacancy among the Directors;
 - (iii) the appointment of additional Directors;
 - (iv) the issuance of securities;
 - (v) the declaration of dividends;
 - (vi) the purchase, redemption or any other form of acquisitions of securities issued by Badger;
 - (vii) the payment of a commission to any person in consideration of his/her purchase or agreeing to purchase securities of Badger from Badger or from any other person, or procuring or agreeing to procure purchasers for any such securities;
 - (viii) the approval of management proxy circulars;
 - (ix) the approval of quarterly and annual financial statements and other related financial disclosure requirements and material;
 - (x) the approval of any take-over bid circular or Directors' circular; and
 - (xi) the adoption, amendment or repeal of bylaws.

2. Independence

The Board will have the responsibility to:

- (a) implement appropriate structures and procedures to permit the Board to function independently of management; and
- (b) implement a system which enables an individual Director to engage an outside advisor at the expense of Badger in appropriate circumstances.

3. Strategy Development, Approval and Oversight

The Board will periodically, but at least annually:

- (a) develop, together with management, Badger's short- and long-term strategy, including with respect to corporate development and financing;
- (b) approve Badger's capital and operating expenditures; and
- (c) review Badger's operating and financial performance results relative to established strategy and budgets.

4. Managing Risk

The Board has the responsibility to identify and understand the principal risks of the business in which Badger is engaged, to achieve a proper balance between risks incurred and the potential return to security holders, and to confirm that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of Badger. In discharging this responsibility, the Board will periodically, but at least annually, review with management emerging and material risks, as well as mitigation efforts and performance, taking into consideration input from the Committees.

5. Appointment, Training and Monitoring of Senior Management

The Board will:

- (a) appoint the officers of the Corporation and approve their compensation (upon recommendations from the Human Resources & Compensation Committee), and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing security holder value;
- (b) ensure that a process is established that adequately provides for succession planning including the appointment, training and monitoring of senior management;
- (c) ensure that the Human Resources & Compensation Committee meets regularly with the CEO, without other members of management, to discuss his views on the executive leadership team in general, and his potential successors. The Board, without the CEO, will meet to discuss the candidates he identified to the Human Resources & Compensation Committee as possible successors. The succession plan for the CEO will be a focus area for both the Human Resources & Compensation Committee and the Board; and
- (d) establish limits of authority delegated to management.

6. Reporting and Communication

The Board has the responsibility to:

- (a) verify that Badger has in place policies and programs to enable Badger to communicate effectively with, and receive feedback from, its security holders, other stakeholders and the public generally;
- (b) verify that the financial performance of Badger is properly reported to security holders, other stakeholders and regulators on a timely and regular basis;
- (c) verify that the financial results of Badger are reported fairly and in accordance with generally accepted accounting standards;
- (d) verify that voting results for each motion, including appointing the Board, at Badger's shareholder meetings are disseminated to the market and that prior year voting results are included in the following year's information circular;
- (e) verify that corporate disclosure relating to ESG matters is reported accurately, fairly and in

accordance with applicable governing standards, if any; and

- (f) verify the timely reporting of any other developments that have a significant and material impact on the value of Badger; and
- (g) report annually to security holders on its stewardship of the affairs of Badger for the preceding year.

7. Monitoring and Acting

The Board has the responsibility to:

- (a) review and approve Badger's quarterly and annual financial statements and other related financial disclosure requirements and material, and oversee Badger's compliance with applicable audit, accounting and reporting requirements;
- (b) verify that Badger operates at all times within applicable laws and regulations to the highest ethical and moral standards;
- (c) approve and monitor compliance with significant policies and procedures by which Badger is operated;
- (d) monitor Badger's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (e) take such action as it determines appropriate when performance falls short of its goals and objectives or when other special circumstances warrant;
- (f) verify that Badger has implemented adequate internal control and information systems which ensure the effective discharge of its responsibilities; and
- (g) review and approve Badger's code of conduct and any amendments thereto, oversee the Audit Committee in monitoring compliance therewith, and consider waivers in respect of material departures therefrom in favour of any director or officer of Badger.

8. Sustainability, Health and Safety Matters

The Board will review the effectiveness and adequacy of sustainability, health and safety policies, reporting, training and response procedures, and will consider any related recommendations made by the Sustainability, Health & Safety Committee.

9. Other Activities

- (a) The Board may perform such other activities as are consistent with this Mandate, the Corporation's constating documents, and the ABCA as the Board determines necessary or appropriate in discharging its duties and responsibilities.
- (b) In conjunction with the Nominating & Governance Committee, the Board will review and assess, on an annual basis, the adequacy of this Mandate and the performance of the Board in fulfilling it.
- (c) As a standing agenda item, the independent Directors will have an "in camera" session without management at every regularly scheduled Board meeting, and at other meetings when deemed appropriate.

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Document Control Information

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