



**MANDATE OF THE HEALTH, SAFETY,
ENVIRONMENT AND QUALITY COMMITTEE
OF TERVITA CORPORATION**

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EARTH MATTERS



MANDATE OF THE HEALTH, SAFETY, ENVIRONMENT AND QUALITY COMMITTEE

1. PURPOSE

The health, safety, environment and quality committee (the "**Committee**") of Tervita Corporation (the "**Corporation**") is appointed by the board of directors of the Corporation (the "**Board**") to assist the Board in fulfilling its oversight and due diligence responsibilities with respect to health, safety, environmental and quality matters.

The purpose of the Committee is to:

- (a) review, report and make recommendations to the Board on the development and implementation of the policies, standards and practices of the Corporation on health, safety, environmental and quality matters;
- (b) to assist directors in meeting their responsibilities to the Corporation in satisfying its legal, industry and community obligations pertaining to health, safety, environmental and quality matters;
- (c) to assist directors in meeting their responsibilities to the Corporation in establishing appropriate health, safety, environmental and quality policies and procedures and maintaining management systems to implement such policies and monitor compliance; and
- (d) conduct an annual performance evaluation of the Committee.

The Committee will also review and/or approve any other matters specifically delegated to the Committee by the Board.

2. COMPOSITION AND MEMBERSHIP

2.1 Number, Appointment and Removal of Members

The Committee shall consist of at least three (3) directors or such greater number as the Board may from time to time determine. The members of the Committee shall be appointed by the Board. At least 25% of the members of the Committee shall be resident Canadians in accordance with the *Business Corporations Act* (Alberta).

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Any member of the Committee may be removed or replaced by the Board of Directors. The Board will fill vacancies on the Committee by appointment from among qualified members of the Board as it may see fit.



2.2 Qualifications and Independence of Members

A majority of the members of the Committee shall be "independent" directors, as such term is defined in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, which follows the definition of independence found at section 1.4 of National Instrument 52-110 *Audit Committees*.

All members of the Committee shall be generally familiar with health, safety, environmental and quality requirements within the environmental and energy services industry, including standard procedures and applicable legislation, at the time of their appointment or shall become so within a reasonable period of time following such appointment.

2.3 Committee Chair

The chair of the Committee (the "**Chair**") shall be appointed by the Board from among the members of the Committee. The Chair shall preside as chair at each Committee meeting, lead Committee discussions on meeting agenda items and report to the Board, on behalf of the Committee, with respect to the proceedings of each Committee meeting. The Chair shall continue as Chair until his or her successor is appointed.

If the Chair is unavailable or unable to attend a meeting of the Committee, the Chair shall ask another member to chair the meeting, failing which a member of the Committee present at the meeting shall be chosen, by a majority of the Committee present at such meeting, to preside over the meeting.

The Chair is responsible for the management and performance of the Committee in fulfilling this mandate (this "**Mandate**") and any other responsibilities delegated to it by the Board, including:

- (a) establishing the frequency of Committee meetings and reviewing such frequency from time to time, as appropriate;
- (b) collaborating with the chair of the Board (the "**Chairman of the Board**") to review and assess Committee attendance, performance and compensation and the size, composition and suitability of the Committee;
- (c) collaborating with the Chairman of the Board and the senior officer(s) of the Corporation (including the corporate secretary of the Corporation) to ensure information requested by Committee members is being provided and sufficient, and the agenda, information packages and related events for Committee meetings are properly coordinated; and
- (d) maintaining communication with Committee members, other directors and the Chairman of the Board to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee.



3. AUTHORITY OF THE COMMITTEE

3.1 Engaging and Retaining Advisors

The Committee may, upon notice to and approval of the Chairman of the Board, engage independent health, safety, environmental and quality consultants or advisors, at the expense of the Corporation, to assist the Committee in carrying out its duties.

The Committee shall have sole authority to approve related fees and retention terms of any such consultant or advisor.

3.2 Access

The Committee shall have unrestricted and direct access to the Corporation's personnel and documents and the resources necessary to carry out its responsibilities.

3.3 Subcommittees

The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee. No subcommittees shall consist of fewer than two (2) members.

3.4 Investigation

The Committee, at the request of the Board or on its own initiative, shall have the authority to direct and to supervise the investigation into any matter brought to its attention within the scope of its duties.

4. REMUNERATION OF COMMITTEE MEMBERS

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

5. MEETINGS

5.1 Committee Meetings

The Committee shall meet at least two (2) times annually, or more frequently if determined necessary to perform its duties. A meeting may be called by the Chair, any member of the Committee, the Chairman of the Board or the chief executive officer (the "**CEO**").

The CEO and the officers or senior staff person(s) responsible for determining the Corporation's health, safety, environmental and quality compliance shall be available to advise the Committee, and attend meetings at the invitation of the Chair. The CEO shall receive notice of meetings of the Committee. The Committee may invite to a meeting any other officers or employees of the Corporation, legal counsel, advisors



and other persons whose attendance it considers necessary or advisable in order to carry out its responsibilities.

Notwithstanding the foregoing, the Committee shall, as practicable, hold an *in camera* sessions, without management present, in connection with all Committee meetings.

5.2 Notice

A notice of time and place of every meeting of the Committee shall be given in writing to each member of the Committee at least two business days prior to the time fixed for such meeting, unless waived by a member entitled to attend. Attendance of a member of the Committee at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not properly called.

5.3 Quorum

Unless otherwise resolved by the Board, a quorum for meetings of the Committee shall be a majority of its members present in person or by telephone or video conference.

5.4 Decisions

Unless otherwise resolved by the Board, decisions of the Committee shall be determined by a majority of the votes cast.

Subject to the requirements of any applicable laws, regulations or rules, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee. A copy of any such written consent shall be kept with the minutes of the proceedings of the Committee.

5.5 Minutes

The Committee shall appoint a member of the Committee, the corporate secretary of the Corporation, or another person acceptable to the Committee to act as secretary at each meeting for the purpose of recording the minutes of each meeting. Minutes of every meeting shall be kept with the Corporation's corporate records.

The minutes of Committee meetings shall be in sufficient detail to convey the substance of all discussions held, and shall accurately record the decisions reached, as well as attendance of members of the Committee at each meeting. The minutes of Committee meetings shall be distributed to members of the Board.



5.6 Reporting

The Chair will regularly report the Committee's activities and recommendations to the Board by distributing the minutes of its meetings and or by oral or written report to the Board.

6. SPECIFIC DUTIES AND RESPONSIBILITIES

The Committee will perform the following duties with respect to health, safety, environmental and quality matters.

6.1 General

The Committee shall have the general authority to investigate any activity of the Corporation that has an impact on health, safety, the environment or quality. All employees are to cooperate as requested by the Committee.

Additionally, the Committee shall:

- (a) oversee and assess management's formulation and implementation of policies, standards and practices pertaining to health, safety, the environment and quality, and the Corporation's compliance with related legal and regulatory requirements;
- (b) review and recommend to the Board for approval any public disclosure relating to health, safety, environmental or quality incidents or the Corporation's health, safety, environmental or quality practices, including the disclosure to be included in the Corporation's management information circular and/or annual information form before the Corporation publicly discloses this information; and
- (c) assist the Board in assessing health, safety, environment and quality related risks.

6.2 Environment

The Committee shall have the following duties and responsibilities in relation to environmental and quality matters:

- (a) to review and monitor the environmental policies and activities of the Corporation on behalf of the Board for the purposes of complying with environmental laws and regulation;
- (b) to recommend actions for developing policies, programs and procedures that further adherence to, and achievement of, the Corporation's environmental policies and procedures;



- (c) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- (d) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- (e) to report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Corporation for consideration and the manner of disposition.

6.3 Health and Safety

The Committee shall have the following duties and responsibilities in relation to employees' health and safety matters:

- (a) to review and monitor the health and safety policies and activities of the Corporation on behalf of the Board for the purposes of complying with applicable laws, regulation and policies as they relate to the health and safety of the Corporation's employees in the workplace;
- (b) to recommend actions for developing policies, programs and procedures that further adherence to, and achievement of, the Corporation's policies and procedures related to the health and safety of its employees, as well as contractors and third parties, in the workplace;
- (c) to review health and safety issues and health and safety sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- (d) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- (e) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and regulation and adherence to the policies of the Corporation; and
- (f) do such other things within the scope of its responsibilities as it may, in its discretion, deem appropriate.



6.4 Other Duties and Responsibilities

At the request of the Audit Committee or management, the Committee shall assist in responding to any governance related matters received in connection with the Corporation's *Whistleblower Policy* or raised anonymously through the Confidence Line.

7. ANNUAL PERFORMANCE EVALUATION

On an annual basis, the Committee shall follow the process established and adopted by the Board for all committees of the Board for assessing the performance and effectiveness of the Committee, including a review of its compliance with this Mandate.

8. MANDATE REVIEW

The Committee shall review and assess the adequacy of this Mandate annually and recommend to the Board any changes it deems appropriate, including to account for best practice guidelines recommended by, and to comply with any rules or regulations disseminated by, securities regulators and stock exchanges, to the extent appropriate for the Corporation.

9. STANDARD OF LIABILITY

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. Subject to all applicable laws, regulations and listing requirements, as well as the Corporation's articles and by-laws, it is not intended to establish any legally binding obligations.