

## MANDATE OF THE HEALTH, SAFETY, SUSTAINABILITY AND ENVIRONMENT COMMITTEE

### OBJECTIVES

The Health, Safety, Sustainability and Environment Committee (the "Committee") is appointed by the board of directors (the "Board") of Secure Energy Services Inc. (the "Corporation") to assist the Board in ensuring that the Corporation conducts its activities in such a manner as to promote sustainable development, the protection of human life, the preservation of the environment and the improvement of the communities in which it operates.

The objective of the Committee is to assist the Board in fulfilling its oversight responsibilities in respect of the Corporation's health, safety, sustainability and environment ("HSS&E") matters, including, but not limited to, personnel and public health, safety and security, operational risk management programs, emergency response plans and programs, and environment and sustainability management programs.

The Committee's primary duties and responsibilities are to assist the Board in fulfilling its oversight responsibilities in relation to:

- » the establishment and review of HSS&E policies;
- » management of the implementation of compliance systems;
- » monitoring the effectiveness of HSS&E policies, systems and monitoring processes;
- » receiving results and updates from management with respect to HSS&E performance; and
- » any additional matters delegated to the Committee by the Board.

The Committee will review and modify its mandate with regards to, and to reflect changes in, the Corporation's business environment, industry standards, matters of corporate governance, additional standards which the Committee believes may be applicable to the Corporation's business, the location of the Corporation's business and its shareholders and the adoption and implementation of applicable laws and policies.

### COMPOSITION

The Committee shall consist of not less than three and not more than six directors, the majority of whom shall be "independent" as that term is defined in *National Instrument 58-101 Disclosure of Corporate Governance Practices* (as set out in Schedule "A" hereto).

The members of the Committee shall be appointed annually by the Board. The Board may fill any vacancy in the membership of the Committee at any time. The Chair of the Committee shall be appointed annually by the Board. If a Chair of the Committee is not designated or present, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

## MEETINGS AND MINUTES

The Committee shall meet as often as necessary to carry out its responsibilities, provided that the Committee shall meet not less than once per year.

A meeting may be called by the Chair of the Committee, the Chief Executive Officer of the Corporation (the "CEO") or any member of the Committee. 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 twenty-four hours prior to the time fixed for such meeting, unless waived by all members 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 lawfully called.

A quorum for meetings of the Committee shall require a majority of its members present in person or by telephone. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting will be chosen to preside by a majority of the members of the Committee present at that meeting.

The CEO shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair on a non-voting basis. Other management representatives shall be invited to attend as necessary on a non-voting basis. Notwithstanding the foregoing, the Chair of the Committee shall hold in camera sessions, without management present, at every meeting of the Committee.

Decisions of the Committee shall be determined by a majority of the votes cast.

The Committee shall appoint a member of the Committee, other officer of the Corporation, or legal counsel to act as secretary at each meeting for the purpose of recording the minutes of each meeting. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the secretary of the meeting.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair.

## SCOPE, DUTIES AND RESPONSIBILITIES

### Oversight of Health, Safety and Environment Policies

The Committee will:

1. Develop policies and maintain standards of performance that meet or exceed legal and regulatory requirements and industry standards in the areas of HSS&E.
2. Identify risks related to HSS&E and recommend the adoption of appropriate programs and procedures to reduce risks.

3. Review the Corporation's strategies with respect to HSS&E.
4. Review the methods of communicating the Corporation's HSS&E policies and procedures throughout the organization.
5. Review and monitor the policies, procedures and practices relating to the reporting of health, safety and environment incidents with respect to the Corporation's employees, facilities and operations, in compliance with regulatory laws.
6. Review trends and current and emerging issues in the HSS&E areas and review the impact of proposed legislation relating to such matters and recommend to the Board the appropriate responses thereto.
7. Review emergency response planning procedures for the Corporation for the environment, health and safety areas.
8. Advise and make recommendations to the Board as appropriate on matters relating to HSS&E.
9. Monitor current, pending or threatened legal action by or against the Corporation related to health, safety or environment issues.
10. Review with management the Corporation's loss prevention policies and emergency response plans and recovery programs and require management to implement and routinely test the plans.
11. Review reports regarding significant health, safety and environment incidents, emerging issues, summaries of inspections or audits and corrective actions taken in response to deficiencies.
12. Require management to take steps to ensure that employees receive the training necessary to meet health, safety and environment standards set by law and policies set by the Committee.
13. Require management to regularly monitor and report on the Corporation's HSS&E performance.
14. Conduct an annual performance evaluation of the Committee and each of its members including a review of the Committee's mandate.
15. Perform any other activities consistent with this Mandate, the Corporation's by-laws, and applicable law as the Committee or the Board deems necessary or appropriate.

## **COMMUNICATION, AUTHORITY TO ENGAGE ADVISORS AND EXPENSES**

The Committee shall have direct access to such officers and employees of the Corporation and to any other consultants or advisors, and to such information respecting the Corporation it considers necessary to perform its duties and responsibilities.

Any person may bring before the Committee, on a confidential basis, any concerns relating to matters over which the Committee has oversight responsibilities.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and other advisors, such engagement to be at the Corporation's expense. The Corporation shall be responsible for all other expenses of the Committee that are deemed necessary or appropriate by the Committee in order to carry out its duties.

Adopted by the Board of the Corporation on November 7, 2013 and amended on November 5, 2015 and February 24, 2020.

## Schedule "A"

### National Instrument 58-101

#### Standard of "Independence"

1. A committee member is independent if he or she has no direct or indirect material relationship with the Corporation.
2. For the purposes of paragraph 1, a "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.
3. Despite paragraph 2, the following individuals are considered to have a material relationship with the Corporation:
  - (a) an individual who is, or has been within the last three years, an employee or executive officer of the Corporation;
  - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the Corporation;
  - (c) an individual who:
    - (i) is a partner of a firm that is the Corporation's internal or external auditor,
    - (ii) is an employee of that firm, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
  - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
    - (i) is a partner of a firm that is the Corporation's internal or external auditor,
    - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
  - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Corporation's current executive officers serves or served at that same time on the entity's compensation committee; and
  - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Corporation received, more than \$75,000 in direct compensation from the Corporation during any 12 month period within the last three years.
4. Despite paragraph 3 above, an individual will not be considered to have a material relationship with the Corporation solely because: (a) he or she had a relationship identified in paragraph 3 if that relationship ended before March 30, 2004; or (b) he or she had a relationship identified in paragraph 3 by virtue of paragraph 8 if that relationship ended before June 30, 2005.

5. For the purposes of paragraphs 3(c) and 3(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
6. For the purposes of paragraph 3(f), direct compensation does not include
  - (a) remuneration for acting as a member of the Board or of any committee of the Board; and
  - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation if the compensation is not contingent in any way on continued service.
7. Despite paragraph 3, an individual will not be considered to have a material relationship with the Corporation solely because the individual or his or her immediate family member:
  - (a) has previously acted as an interim chief executive officer of the Corporation, or
  - (b) acts, or has previously acted, as a chair or vice-chair of the Board or of any committee of the Board on a part-time basis.
8. For the purposes of paragraphs 1 through 7, the Corporation includes a subsidiary entity of the Corporation and a parent of the Corporation.