

Mandate of the Audit Committee SECURE Waste Infrastructure Corp.

Objectives

The Audit Committee has been formed by the board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (together with its subsidiaries, the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- monitor the integrity of the Corporation's financial reporting process and systems of internal controls regarding finance, accounting and securities laws compliance;
- assist Board oversight of: (i) the integrity of the Corporation's financial statements; and (ii) the Corporation's compliance with securities laws and regulatory requirements;
- oversee audits of the Corporation's financial statements;
- monitor the independence, qualification and performance of the Corporation's external auditors; and
- provide an avenue of communication among the external auditors, management and the Board.

The Audit Committee will review any revisions to this mandate as recommended by the Corporate Governance and Nominating Committee and, if applicable, provide the Corporate Governance and Nominating Committee with input on such revisions, taking into account, among other things, changes in the business environment, industry standards on matters of corporate governance, additional standards and other factors that the Audit Committee believes are appropriate.

Oversight Function

- The Audit Committee's role is one of oversight. The Audit Committee is responsible for assisting the Board with overseeing the integrity of the Corporation's financial statements and for maintaining systems of internal controls to ensure the Corporation's internal and external auditors, management and the Board are informed on a timely basis of material developments and the Corporation complies with all securities laws and regulatory requirements, including the Corporation's public disclosure obligations. The external auditors are responsible for auditing the Corporation's financial statements.
- In carrying out its oversight responsibilities under this mandate, the Audit Committee and each of its members is entitled to, absent knowledge to the contrary, rely upon the accuracy and completeness of the opinions, reports and statements prepared by the Corporation's internal and external auditors, consultants and other advisors. The Audit Committee and its members do not provide any professional certification or special assurance as to the accuracy of the Corporation's financial statements or the opinions, reports and statements prepared by the Corporation's external auditors.
- In discharging its duties under this mandate, the Audit Committee shall have the authority to communicate directly with the Corporation's internal and external auditors.

Composition

- Subject to such exemptions as may be available to the Corporation under securities laws, Audit Committee members must meet the requirements of applicable corporate and securities laws and of the stock exchanges on which the securities of the Corporation trade.
- The Audit Committee shall consist of three or more directors as determined by the Board, all of whom shall be "independent" and "financially literate", as those terms are defined in National Instrument 52-110 Audit Committees ("**NI 52-110**") of the Canadian Securities Administrators.
- The Audit Committee shall have, at a minimum, one member with experience being a certified public accountant, Chief Financial Officer or corporate controller of similar experience, or demonstrably meaningful experience overseeing such functions as a senior executive officer.
- Audit Committee members shall be appointed annually by the Board, provided that any member may be removed or replaced as a member of the Audit Committee at any time by the Board, and shall, in any event, cease to be a member of the Audit Committee upon ceasing to be a member of the Board. The Board may fill any vacancy in the membership of the Audit Committee at any time.
- The Chair of the Audit 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 by majority vote of the members of the Committee.
- An individual who previously served as Chief Executive Officer ("**CEO**") of the Corporation, Chief Financial Officer ("**CFO**") of the Corporation or was otherwise employed by the Corporation must observe a five-year waiting period before holding a position on the Audit Committee.
- Committee members shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board first determines that such simultaneous service will not impair the ability of the relevant members to effectively serve on the Audit Committee, and required public disclosure is made.

Meetings And Minutes

- The Audit Committee shall meet at least quarterly, or more frequently if determined necessary to carry out its responsibilities.
- A meeting may be called by the Chair of the Audit Committee, the CEO of the Corporation, any member of the Audit Committee or the external auditors.
- A notice of time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee and the external auditors 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 Audit 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 Audit Committee shall require a majority of its members present in person, by telephone, by video conference or other electronic communication facility or by combination of any of the foregoing.

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- If the Chair is not present at any meeting of the Audit Committee, one of the other members of the Audit Committee present at the meeting will be chosen to preside by a majority of the members of the Audit Committee present at that meeting.
- Each of the CEO and the CFO shall be available to advise the Audit Committee, shall receive notice of meetings and may attend meetings of the Audit Committee at the invitation of the Chair on a non-voting basis. The Corporation's external auditors shall be invited to attend all meetings of the Audit Committee 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 shall hold in camera sessions, without management present, at every meeting of the Audit Committee.
- Decisions of the Audit Committee shall be determined by a majority of the votes cast.
- The Audit Committee shall appoint a member of the Audit Committee, an 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 Audit Committee and shall be signed by the Chair and the secretary of the meeting.
- The Audit Committee shall, after each meeting, report to the Board the results of its activities and reviews undertaken and make recommendations to the Board as deemed appropriate. All information reviewed and discussed by the Audit 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

MANDATORY DUTIES

Oversight in Respect of Financial Disclosure and Accounting Practices

The Audit Committee will:

- Prior to filing or public distribution, review, discuss with management and the external auditors and recommend to the Board for approval, the Corporation's audited annual financial statements, annual profit or loss press releases, interim financial statements, interim profit or loss press releases, annual information forms, management's discussion and analysis, financial statements required by regulatory authorities, financial information and any profit or loss guidance proposed to be provided to analysts and rating agencies, all audited and unaudited financial statements included or incorporated by reference in prospectuses or other offering documents and all documents which may be included or incorporated by reference into a prospectus which contain financial information within the Audit Committee's mandate, including without limitation, the portions of the management proxy circular for any annual or special meeting of shareholders containing significant financial information within the Audit Committee's mandate. This review should include discussions with management, and the external auditors of significant issues regarding accounting principles, practices and judgments.
- Develop and present to the Board a calendar of regular blackout periods in accordance with the Corporation's Policy on Trading in Securities, or other similar policy.
- Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in paragraph 1 above and periodically assess the adequacy of those procedures.
- Be responsible for reviewing the disclosure contained in the Corporation's annual information form as required by Form 52-110F1 Audit Committee Information Required in an AIF, attached to NI 52-110. If proxies are solicited for

the election of directors of the Corporation, the Audit Committee shall be responsible for ensuring that the Corporation's information circular includes a cross-reference to the sections in the Corporation's annual information form that contains the information required by Form 52-110F1.

- Ensure the preparation and filing of each annual certificate in Form 52-109F1 and each interim certificate in Form 52-109F2 to be signed by each of the CEO and CFO of the Corporation in accordance with the requirements set forth under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, as amended from time to time ("**NI 52-109**").
- Oversee the establishment of a procedure to ensure the accuracy of the matters certified by the Corporation's certifying officers as required under NI 52-109 and make reasonable inquiries to ensure that interim and annual filings are true and accurate in all material respects, do not omit to state a material fact or contain any misrepresentations and ensure that all necessary information as required under NI 52-109 is disclosed in the Corporation's interim and annual filings.
- In consultation with management, and the external auditors, consider the integrity of the Corporation's financial reporting processes and controls and the performance of the Corporation's internal financial accounting staff; discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures; and review significant findings prepared by the external auditors together with management's responses.
- Meet separately with each of management, and the external auditors to discuss difficulties or concerns, specifically: (i) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management; and (ii) any changes required in the planned scope of the audit, and report to the Board on such meetings. These separate meetings may take place as frequently as necessary, provided that the Audit Committee shall meet independently with each of management and the external auditors at least quarterly.
- Discuss with management and the external auditors any proposed changes in major accounting policies, standards or principles, the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting.
- Discuss with management the effect of any off-balance sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Corporation's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenses.
- Review with management and the external auditors significant financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues.
- Review any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management.
- Confirm through discussions with management and the external auditors that GAAP and all applicable laws or regulations related to financial reporting and disclosure have been complied with.
- Review the results of the Corporate Governance and Nominating Committee's annual evaluation of the Audit Committee's performance of its duties under this mandate for presentation to the Board by the Corporate Governance and Nominating Committee.

- Each year, the Audit Committee shall be responsible for preparing and approving an annual work plan setting out the scope of the Audit Committee's responsibilities and the topics to be addressed at meetings of the Audit Committee.

Oversight in Respect of Risk Management

The Audit Committee will:

- Identify and monitor the principal risks that could affect the financial reporting of the Corporation and periodically discuss with management the steps that management has taken to monitor and control such risks.
- Monitor the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance.
- Provide an avenue of communication among the external auditors, management and the Board.
- Review and oversee compliance with the Corporation's Energy Infrastructure Risk Policy and Delegation of Authority Policy. The Audit Committee shall have the authority to approve, from time to time, amendments to the Energy Infrastructure Risk Policy and, in accordance with the terms of the Energy Infrastructure Risk Policy, actions of the Corporation to manage energy marketing risks, provided that such approvals shall lapse if not ratified by the Board at the next meeting thereof.

Oversight in Respect of Internal Controls

The Audit Committee will:

- Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential and anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- Ensure that management regularly evaluates the effectiveness of the Corporation's disclosure controls and procedures and causes the Corporation to disclose its conclusions about the effectiveness of the disclosure controls and procedures in accordance with all applicable legal and regulatory requirements. The terms "annual filings," "interim filings," "disclosure controls and procedures" and "internal control over financial reporting" shall have the meanings set forth under NI 52-109.
- Monitor the quality and integrity of the Corporation's system of internal controls, disclosure controls and management information systems through discussions with management and the external auditors.
- Be responsible for monitoring any changes in the Corporation's internal controls over financial reporting and for ensuring that any change that occurred during the Corporation's most recent interim period that has materially affected, or is reasonably likely to materially affect, the Corporation's internal controls over financial reporting is disclosed in the Corporation's most recent annual or interim management's discussion and analysis.
- Oversee investigations of alleged fraud and illegality relating to the Corporation's finances and any resulting actions.
- Review and discuss with the CEO and CFO the procedures undertaken in connection with the CEO and CFO certifications for the annual and/or interim filings with applicable securities regulatory authorities.

- Review disclosures made by the CEO and CFO to the Corporation during their certification process for annual and/or interim financial statements with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which adversely affect the Corporation's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving management or other employees of the Corporation who have a significant role in the Corporation's internal controls.
- Review or satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted from the Corporation's financial statements and periodically assess the adequacy of those procedures.

Oversight in Respect of External Auditors

The Audit Committee will:

- Advise the external auditors of their accountability to the Audit Committee and the Board as representatives of the shareholders of the Corporation to whom the external auditors are ultimately responsible. The external auditors shall report directly to the Audit Committee. The Audit Committee is directly responsible for overseeing the work of the external auditors, shall review at least annually the independence, qualifications and performance of the external auditors and shall annually recommend to the Board the appointment of the external auditors or approve any discharge of auditors when circumstances warrant.
- Require the use of enhanced auditor reporting standards whereby auditors must clearly communicate key audit matters in their reports. Key audit matters are those matters which, in the auditors' professional judgment, were of the most significance in the audit of the Corporation's financial statements.
- Recommend to the Board for approval the fees and other compensation to be paid to the external auditors.
- Pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditors and all related terms of engagement.
- On an annual basis, review and discuss with the external auditors all significant relationships they have with the Corporation that could impair the auditors' independence and obtain a report describing all relationships between the external auditors and the Corporation.
- Review the external auditors' audit plan and discuss scope, staffing, locations, proposed fees, reliance upon management and general audit approach and approve any engagement letters with the external auditors.
- Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- Be responsible for the resolution of disagreements between management and the external auditors.
- Ensure that the external auditors are participants in good standing with the Canadian Public Accountability Board ("CPAB") in accordance with National Instrument 52-108 Auditor Oversight and participate in the oversight programs established by the CPAB from time to time and that the external auditors have complied with any restrictions or sanctions imposed by the CPAB as of the date of the applicable auditor's report relating to the Corporation's annual audited financial statements.
- Annually review the performance of the external auditors to determine whether the Corporation should adopt or maintain a policy of rotating its external auditors.

- When there is to be a change of external auditors, review all issues and provide documentation related to the change, including the information to be included in the Notice of Change of Auditor and documentation required pursuant to National Instrument 51-102 Continuous Disclosure Obligations (or any successor instrument) of the Canadian Securities Administrators and the planned steps for an orderly transition period.
- Review all reportable events, including disagreements, unresolved issues and consultations, as defined by applicable securities policies, on a routine basis, whether or not there is to be a change of external auditors.

Oversight in Respect of Other Items

Pursuant to the requirements of NI 52-110 and other applicable laws, the Audit Committee will:

- Review the Corporation's major financings and related offering documents.
- Review the Corporation's credit ratings and monitor the Corporation's activities relating to credit rating agencies, if applicable.
- Review the Corporation's credit facilities and monitor compliance by the Corporation with its financial covenants.
- Recommend to the Board the appointment, replacement, reassignment, or dismissal of the CFO.
- Review the appointment of the Chief Financial Officer.
- Receive and review complaints referred to it by the Chairman of the Board pursuant to the Corporation's Whistleblower Policy.
- Inquire into and determine the appropriate resolution of any conflict of interest in respect of audit or financial matters which are directed to the Audit Committee by any member of the Board, a shareholder of the Company, the external auditors or management.
- Review, approve or make recommendations to the Board in respect of corporate social responsibility (CSR) and environmental, social and governance (ESG) factors in the Corporation's reporting and public disclosure, including the Corporation's annual sustainability report, that are relevant to the Audit Committee's mandate or described in the Audit Committee's annual work plan.
- Review the summary of all approvals by the Audit Committee of the provision of audit, audit-related, tax and other services by the external auditors for the inclusion in the Corporation's annual information form.
- On at least an annual basis, review, with the Corporation's legal counsel, any legal matters or other events, including tax assessments, that could have a material current or future impact on the Corporation's financial statements, the disclosure of such material legal matters or events in the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.
- Review all material related party transactions and ensure that the nature and extent of such transactions is properly disclosed.
- Oversee and advise management with respect to the Corporation's cyber security risks and review and make recommendations to the Board in respect of any disclosure about cyber security risks to be included in the Corporation's reporting and public disclosure documents.

- Perform any other activities consistent with this mandate, the Corporation's by-laws, and other governing law as the Audit Committee or the Board deems necessary or appropriate.

Communication, Authority To Engage Advisors And Expenses

- The Audit Committee shall have direct access to such officers and employees of the Corporation, to the Corporation's external auditors and to any other consultants or advisors, as well as to such information respecting the Corporation, including the books and records of the Corporation and its subsidiaries, it considers necessary to perform its duties and responsibilities. The Audit Committee shall also request such information from the Board in regard to the accounts of the Corporation as the Audit Committee or the Board may consider necessary or appropriate to carry out its duties and responsibilities.
- Any employee may bring before the Audit Committee, on a confidential basis, any concerns relating to the matters over which the Audit Committee has oversight responsibilities, including those regarding questionable accounting or auditing matters.
- The Audit Committee has the authority to engage the external auditors, independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any auditors, counsel and other advisors, such engagement to be at the Corporation's expense. The Corporation shall be responsible for all other expenses of the Audit Committee that are deemed necessary or appropriate by the Audit Committee in order to carry out its duties.

Adopted by the Board of the Corporation on December 9, 2009. Last reviewed and/or amended October 31, 2023.