

Mandate of the Corporate Governance and Nominating Committee SECURE Waste Infrastructure Corp.

Objectives

The Corporate Governance and Nominating Committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (the "**Corporation**") to: (i) assist the Board in fulfilling its oversight responsibilities with respect to the corporate governance and Board composition matters; and (ii) promote appropriate behaviour with respect to all aspects of the Corporation's business.

The Committee will periodically review and modify this mandate taking into account, among other things, changes in, the business environment, industry standards on matters of corporate governance, additional standards and other factors the Committee believes may be appropriate.

Composition

- The Committee shall consist of not less than three and not more than six directors, all of whom shall be "independent" as that term is defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices of the Canadian Securities Administrators. An individual who previously served as Chief Executive Officer (the "**CEO**"), Chief Financial Officer or was otherwise employed by the Corporation, must observe a five-year waiting period before holding a position on the Committee.
- Committee members shall be appointed annually by the Board, provided that any member may be removed or replaced as a member of the Committee at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of 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 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.

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- A quorum for meetings of the 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.
- 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, 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 Committee and shall be signed by the Chair and the secretary of the meeting.
- The 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 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

Pursuant to the requirements under applicable securities laws and in accordance with the Corporation's internal governance policies, the Committee is required to:

Governance

- Bring to the attention of the Board such corporate governance issues as are necessary for the proper governance of the Corporation and to develop the approach of the Corporation in matters of corporate governance, including the written statement of corporate governance principles applicable to the Corporation as set forth in the Corporation's annual information circular, and to make recommendations to the Board with respect to all such matters.
- Periodically review, reassess and recommend to the Board for approval, the mandate of the Board, the mandates of the Board's committees and the position descriptions for the Chair of the Board, the Lead Independent Director of the Board, if applicable, and the chair of each Board committee. In the case of the mandate of the Audit Committee, the Committee shall conduct its review at least annually.
- Recommend to the Board for approval the annual appointment or reappointment, as the case may be, of officers of the Corporation.
- Assist the Board in establishing structures and procedures to permit the Board to function independently of management.
- Monitor compliance with the Corporation's Code of Business Conduct (the "**Code**"), investigate any alleged breach or violation of the Code and review and approve, if considered appropriate, all proposed waivers to the Code; provided that: a) the Board shall be responsible for the reviewing and approving, if considered appropriate, any waiver of the Code for the benefit of any director or executive officer; and b) at its discretion, the Committee may

refer any investigation or waiver review/approval to another standing committee of the Board, provided that such investigation or waiver review/approval relates to matters over which the other standing committees have oversight responsibilities.

- The Committee shall receive and review complaints referred to it by the Chairman of the Board pursuant to the Corporation's Whistleblower Policy.
- Ensure that the Corporation's governance practices are fully disclosed in the Corporation's management information circular or annual information form, as appropriate.
- Review and make recommendations to the Board in respect of disclosure about annual committee meeting attendance in the Corporation's management information circular.
- Assist the Board in addressing any actual or perceived conflicts of interest, including the monitoring of compliance with policies relating to, and any required public disclosure of, such conflicts of interest.
- Periodically review and provide recommendations to the Board with respect to the governance policies and procedures of the Corporation, including those policies described on the Committee's work plan.
- Perform any other activities consistent with this mandate, the Corporation's bylaws and applicable law as the Corporation or the Board deems necessary or appropriate.
- Each year, the Committee shall be responsible for preparing and approving an annual work plan setting out the scope of the Committee's responsibilities and the topics to be addressed at meetings of the Committee.

Board Evaluation and Composition

- Assess and report to the Board in respect of matters relating to the ongoing composition of the Board, including:
 - recommending to the Board criteria for the composition and refreshment of the Board and the selection of directors, including the experience, competencies and skills that the Board, as a whole, should possess;
 - establishing, implementing and executing procedures to evaluate the independence, performance, competencies, skills and effectiveness of the Board, Board committees, all individual directors, the Chair and committee chairs (other than this Committee chair);
 - considering the appropriate size and diversity (with reference to established diversity targets) of the Board, with a view to facilitating effective decision making;
 - identifying, either directly or with the assistance of a search firm, candidates for membership on the Board and review their experience, competencies and skills, including their ability to satisfy the criteria approved by the Board, their ability to devote sufficient time and resources to his or her duties as a director (taking into account other responsibilities that may interfere with Board membership) and the independence and financial literacy of the candidate;
- periodically canvassing current members of the Board for suggestions for candidates for membership on the Board and maintaining a database of potential candidates;

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- reviewing and reporting to the Board on the diversity of the Board's composition, including considerations related to gender, ethnicity, age, business experience, professional experience and geographic backgrounds;
- recommending to the Board the individuals that should be nominated for election/re-election at the next annual meeting of shareholders of the Corporation; and
- identifying responsibilities that may materially interfere with or be incompatible with Board membership.
- Annually evaluate each Board committee's performance of its duties under its respective mandate, including the Committee's performance, and report the results of such evaluations to the Board.
- Recommend Board committees, as applicable, and those directors it considers qualified for appointment to each committee of the Board. If a vacancy occurs or is anticipated to occur at any time in the membership of any Board committee, the Committee will recommend to the Board a person or persons for appointment as a member to fill such vacancy.
- Periodically review and make recommendations to the Board regarding succession planning issues with respect to the members of the Board (including the Chair of the Board).
- Oversee the development, implementation and disclosure of the ongoing director education program including, as appropriate, education sessions on the Corporation's business by way of presentations and operating site visits, individual or group education sessions from internal personnel or external consultants on topics of importance to directors and the Corporation, and recommended formal educational opportunities through appropriate organizations to be made available to individual directors and paid for by the Corporation.
- Assess and report to the Board with respect to the Corporation's orientation and education program for new directors, and annually review such orientation and education program and update such program as necessary.
- Review any director resignation letter tendered pursuant to the Corporation's Majority Voting Policy and consider whether or not to accept the offer of resignation and recommend to the Board whether to accept such resignation.

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, including the books and records of the Corporation and its subsidiaries, it considers necessary to perform its duties and responsibilities. The Committee shall also request such information from the Board in regard to the operations of the Corporation as the Committee or the Board may consider necessary or appropriate to carry out its duties and responsibilities.
- Any employee 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 December 9, 2009. Last reviewed and/or amended on October 31, 2023.