

Mandate of the Environment, Social and Governance Committee SECURE Waste Infrastructure Corp.

Objectives

The Environment, Social and Governance Committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (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 environment, social and governance ("**ESG**") 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 ESG policies;
- efforts to meet or exceed all laws and regulations regarding ESG matters;
- management of the implementation of ESG compliance systems;
- monitoring the effectiveness of ESG policies, systems and monitoring processes;
- receiving results and updates from management with respect to ESG performance;
- reviewing, approving and making recommendations to the Board with respect to sustainability topics;
- providing oversight of the Corporation's performance against formalized sustainability targets;
- providing oversight of the Corporation's performance against formalized safety targets;
- overseeing and monitoring the Corporation's commitment to integrating ESG policies into the Corporation's practices and behaviour;
- monitoring the Corporation's compliance with ESG Policies;
- monitoring management systems and internal controls addressing key risks in the areas of health, safety, sustainability and the environment, and reviewing risk management efforts undertaken by management; and
- any additional matters delegated to the Committee by the Board.

The Committee will periodically 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 Committee believes are appropriate.

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.
- The 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 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, 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

Oversight of Health, Safety, Sustainability and Environment Policies

The Committee will:

- Develop policies and maintain standards of performance that meet or exceed legal and regulatory requirements and industry standards in the areas of ESG.
- Identify risks related to ESG and recommend the adoption of appropriate programs and procedures to reduce risks.
- Review the Corporation's strategies with respect to ESG.
- Review the methods of communicating the Corporation's ESG policies and procedures throughout the organization.
- Review and monitor the policies, procedures and practices relating to the reporting of health, safety, sustainability and environment incidents with respect to the Corporation's employees, facilities and operations, in compliance with regulatory laws.
- Review and recommend to the Board for approval any public disclosure relating to health, safety, sustainability and environmental incidents and practices and corporate social responsibility and ESG factors, including the disclosure to be included in the Corporation's management information circular, annual information form, annual sustainability report and other public disclosures, as appropriate, before the Corporation publicly discloses this information.
- Monitor current, pending or threatened legal action by or against the Corporation related to health, safety, sustainability or environment issues.
- Review reports regarding significant health, safety, sustainability and environment incidents, emerging issues, summaries of inspections or audits and corrective actions taken in response to deficiencies.
- Require management to take steps to ensure that employees receive the training necessary to meet health, safety, sustainability and environment standards set by law and policies set by the Committee.
- Require management to regularly monitor and report to the Committee on the Corporation's ESG performance.
- Review the results of the Corporate Governance and Nominating Committee's annual evaluation of the Committee's performance of its duties under this mandate for presentation to the Board by the Corporate Governance and Nominating Committee.

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- 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.
- Each year, prepare and approve an annual work plan setting out the scope of the Committee's responsibilities and the topics to be addressed at meetings of the Committee.
- Receive and review complaints referred to it by the Chairman of the Board pursuant to the Corporation's Whistleblower Policy.

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 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. Last reviewed and/or amended on October 31, 2023.