

Mandate of the Human Resources and Compensation Committee SECURE Waste Infrastructure Corp.

Objectives

The Human Resources and Compensation Committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities with respect to executive compensation and human resources matters.

In accordance with National Policy 58-201 Corporate Governance Guidelines, the purpose of the Committee is to:

- act in an advisory capacity to the Board;
- together with the Board, establish assessment criteria to ensure the chief executive officer of the Corporation (the "**CEO**") is effectively performing their duties; and
- monitor and assess, and assist the Board in fulfilling its oversight responsibilities in relation to the Corporation's approach to, compensation and benefits.

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, all of whom shall be "independent" as that term is defined in National Instrument 58-101 Disclosure of Corporate Governance Practices. An individual who previously served as 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 the 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.
- At least one member of the Committee must have knowledge of, and experience in dealing with, executive compensation matters generally comparable to the issues that can reasonably be expected to be raised on the Corporation's compensation matters.

Meetings and Minutes

- The Committee shall meet as often as necessary, provided that the committee shall meet not less than two times 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.
- 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

Performance Based Compensation

- The Committee shall assess the linkage of pay to performance to ensure that total compensation packages vary appropriately with corporate performance outcomes. Among other requirements associated with such performance-based assessments, the Committee shall:
 - review meaningful and measurable corporate goals for performance-based compensation and the payment tied to the achievement of those goals;
 - review the potential results of its compensation programs under a variety of scenarios to ensure that the Committee has an understanding of the linkage between shareholder interests and senior management payouts; and

- together with the Board, ensure that appropriate leverage has been built into the compensation package for exceptional performance, versus "ordinary" performance, versus inadequate performance and ensure that the intended relationship between pay and performance is aligned and that, in aggregate, the resulting compensation package under various performance scenarios is reasonable, not excessive, and will deliver the intended differentiation of compensation value based on corporate performance.

Compensation of Chief Executive Officer

- The Committee shall:
- annually review and recommend for approval to the Board corporate objectives and objectives specific to the CEO in connection with CEO compensation;
- assist the Board in evaluating the CEO's performance in light of those objectives;
- assess and recommend for approval to the Board the CEO's compensation level (considering all elements of the compensation package (including salary, short-term and long-term incentives, benefits, savings and perquisites)) based on the Board's evaluation of the CEO's performance in light of applicable objectives; and
- in determining the long-term incentive component of the CEO's compensation, consider:
- the Corporation's performance and shareholder return;
- the value of similar incentive awards to CEOs at comparable companies and among the Corporation's industry peers; and
- the awards given to the CEO of the Corporation in past years.

Director and Non-CEO Officer Compensation Matters

- The Committee shall recommend for approval to the Board:
- after reviewing the recommendations of the CEO, each element of total compensation for executive officers other than the CEO based on individual performance, the performance of the Corporation and an analysis of the compensation paid to such executive officers relative to a peer group of companies; and
- each element of total compensation for all directors.

Long-Term Incentive Plans

- The Committee shall approve all long-term incentive plans of the Corporation (including the Corporation's Unit Incentive Plan), and any changes thereto. The Committee shall also oversee the administration of such plans in accordance with their terms, which may include:
- recommending to the Board a scorecard with performance measures for any performance awards for the ensuing year (including a performance peer group);
- reviewing and recommending that the Board approve scorecard results;

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- recommending the Board approve the granting of equity based awards under the plans; and
- where applicable, determining in consultation with management whether the vesting of awards will be settled in shares or in cash, in accordance with the plans.

Short-Term Incentive Plans

- The Committee shall establish and administer the Corporate short-term incentive plans, which may include:
- recommending to the Board a scorecard with performance measures for the ensuing year;
- reviewing and recommending that the Board approve scorecard results;
- recommending the Board approve the bonus target levels, and annual bonuses of the Corporation's officers; and
- recommending the Board approve the Corporate short-term incentive plan pool.

Administration and Considerations

- In reviewing the incentives and bonuses awarded or paid to the CEO and each of the other executive officers under the applicable plans, the Committee shall ensure that if any allocation of incentives is made in respect of a particular component of an applicable plan, consideration is given for the minimum business performance levels determined under that component. The Committee shall ensure that incentives and bonuses adequately award exceptional performance levels in relation to the components of an applicable plan.
- The Committee shall also review and report to the independent directors of the Board on any malfeasance event that could lead to required disgorgement of bonus, incentive-based or equity-based compensation by the any of the Corporation's executive officers, in accordance with the governing plan for such events.
- At least every three years, or such other period as determined by the Committee or as may be required under applicable securities laws or rules of any exchange on which the securities of the Corporation are then traded, review and make recommendations to the Board regarding the Board's recommendation to shareholders of the Corporation relating to any required shareholder approval or re-approval, as the case may be, of any incentive plans of the Corporation and/or the approval or re-approval, as the case may be, of any unallocated awards thereunder.

Review of External Advisors

- The Committee Shall:
- conduct an annual review of all work performed by and all fees paid to the independent compensation consultant retained by the Committee;
- annually, and on an as-needed basis, specify the work to be undertaken for the Committee by such independent consultant and agree with such consultant the fees associated with this work; and
- report annually to the Board, for inclusion in appropriate public documents on: (i) the identity of the independent compensation consultant; (ii) the independent compensation consultant's mandate; and (iii) the amount of fees paid to the independent compensation consultant for all work done for the Committee.

Best Practices

- The Committee shall regularly review its compensation philosophies, policies and procedures for consistency with current, independent and qualified views of best practices. In particular, the Committee shall:
 - a. familiarize itself with the best practice views of institutional shareholders and corporate governance institutes and associations in respect of the oversight of executive compensation;
 - b. assess the Corporation's executive compensation levels against other companies of similar size and complexity in similar industries to ensure overall competitiveness of remuneration in comparison to the defined market;
 - c. consult with compensation consultants, legal counsel and any other advisors retained by the Committee with respect to compensation matters to regularly review the current state of affairs on best practices in executive and employee compensation; and
 - d. adopt, implement and utilize, as necessary and appropriate, approaches, practices and tools to facilitate thoughtful and informed decision-making in respect of the oversight of executive and other employee compensation, including with respect to the relative balance between annual and long-term compensation.

CEO Terms of Reference and Long-Term Goals

- At the request of the Board, the Committee shall, in consultation with the CEO, make recommendations to the Board with respect to:
 - the position description for the CEO, including
 - defining the limits of management's responsibilities, and
 - overall corporate goals and objectives that the CEO is responsible for meeting, taking into consideration goals and objectives relevant to CEO compensation; and
 - long-term development goals specific to the CEO.

Shareholder Say-on-Pay Vote

- Each year, the Committee shall review the results of any shareholder advisory vote on the Corporation's approach to executive compensation and consider whether any adjustments should be made to the compensation policies and practices as a result of such vote.

Other Matters

- The Committee shall review, assess and monitor compliance with the Corporation's Diversity and Inclusion Policy and report to the Board thereon annually. At the request of the Board, the Committee shall assist in the regular review of the Corporation's various other policies.
- The Committee shall receive and review complaints referred to it by the Chairman of the Board pursuant to the Corporation's Whistleblower Policy.
- 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.

Compensation Reporting

- The Committee shall review and recommend to the Board for approval, any public disclosure of information relating to the Corporation's executive compensation, 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.

Annual Performance Evaluation

- 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.

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 the Committee's primary duties and responsibilities set out above; in addition an employee may also raise concerns on matters over which the Committee has oversight responsibilities via the Corporation's whistleblower procedures.
- The Committee has the authority to engage independent counsel and other advisors, including compensation consultants or 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 Committee has the authority to evaluate whether any compensation consultant or advisor or human resources consultant retained or to be retained has any conflict of interest. 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.