

SECURE

Position Description: Chair of the Audit Committee SECURE Waste Infrastructure Corp.

Purpose and Composition

- The Chair's primary role is to co-ordinate the affairs of the Audit Committee of the board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (the "**Corporation**") and to act as the main liaison between the Audit Committee and the Board with respect to updating and advising the Board of matters within the mandate of the Audit Committee. The Chair must be a member of the Audit Committee and meet the independence standards set out in National Instrument 52-110 Audit Committees of the Canadian Securities Administrators.
- The Chair works with the Chief Financial Officer ("**CFO**") to assist in relation to matters involving financial information, internal controls and disclosure controls.
- The Chair is appointed annually by, and reports to, the Board.

Duties and Responsibilities

Leadership

The Chair provides independent, effective leadership to the Audit Committee and leads the Audit Committee in fulfilling the duties set out in the Audit Committee's mandate. In particular, the Chair has the responsibility to:

- provide overall leadership to enhance the effectiveness of the Audit Committee; and
- take all reasonable steps to ensure that the responsibilities and duties of the Audit Committee, as outlined in its mandate, are well understood by the Audit Committee members and executed as effectively as possible.

Ethics

The Chair has the responsibility to foster ethical and responsible decision making by the Audit Committee and its individual members.

Committee Governance

The Chair has the responsibility to:

- oversee all aspects of the Audit Committee's direction and administration in fulfilling its mandate;
- oversee the structure, composition and membership of, and activities delegated to, the Audit Committee; and
- ensure that all of the Audit Committee members are "independent" and "financially literate" as those terms are defined in the Audit Committee's mandate.

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Committee Meetings

The Chair has the responsibility to:

- ensure that the Audit Committee meets as often as necessary to carry out its duties effectively and in any event at least quarterly;
- establish a calendar for holding meetings and set the agenda for each Audit Committee meeting with the Chair of the Board, other Audit Committee members, members of management and outside advisors, as appropriate;
- in conjunction with the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer and the corporate secretary, ensure that agenda items for all Audit Committee meetings are ready for presentation and that adequate information is distributed to Audit Committee members in advance of such meetings in order that Audit Committee members may properly inform themselves on matters to be acted upon;
- call and chair meetings of the Audit Committee;
- ensure sufficient time during Audit Committee meetings to fully discuss agenda items;
- encourage Audit Committee members to ask questions and express viewpoints during meetings;
- ensure that minutes are kept for all meetings of the Audit Committee and that they are signed by the Chair and the secretary of the meeting;
- deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus; and
- ensure that the Audit Committee meets in separate, regularly scheduled, non-management, in camera sessions and in closed sessions, each of which being chaired by the Chair, with internal personnel or outside advisors, as needed or appropriate.

Committee Reporting

The Chair has the responsibility to:

- following each meeting of the Audit Committee, report to the Board on the results of its activities, reviews undertaken, and recommendations of the Audit Committee and at such other times and in such manner as the Board may require or as the Audit Committee considers advisable; and
- ensure that Audit Committee materials are available to any director on request.

Working with Management and Auditors

The Chair has the responsibility to:

- ensure that the Audit Committee meets separately with each of management and the external auditors as frequently as necessary, and in any event, at least quarterly;
- interact with the CFO on major issues and matters relating to accounting disclosure, financing, risk management and internal and disclosure controls as such risk management and internal and disclosure controls relate to the financial statements and financial matters so that there is a coordinated flow of information and understanding among management and the members of the Audit Committee in relation to these issues and matters;

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- communicate with the CFO regarding issues raised by the Audit Committee;
- be the main contact between the Audit Committee and the Corporation's internal and external auditors;
- work closely with the CFO to ensure the presentation of consistent and complete financial disclosure and financial forecasts to the Audit Committee;
- take all reasonable steps to ensure that Audit Committee members receive written information and are exposed to presentations from management, the external auditors and independent advisors to fulfill the Audit Committee's mandate;
- ensure that the Audit Committee receives adequate and regular updates from management and the external auditors on all issues relating to audits, financial statements, management's discussion and analysis, annual and interim earnings, press releases, procedures for disclosure of financial information and disclosure controls;
- facilitate effective communication between Audit Committee members and management, both inside and outside of Audit Committee meetings; and
- have an effective working relationship with members of management.

Evaluations

The Chair has the responsibility to coordinate with the Corporate Governance and Nominating Committee to ensure that an annual performance evaluation of the Audit Committee and the Chair is conducted, soliciting input from all Audit Committee members, other directors and appropriate members of management.

Advisors / Resources

The Chair has the responsibility to:

- ensure that resources and expertise are available to the Audit Committee so that it may conduct its work effectively and efficiently; and
- coordinate with the Audit Committee to retain, oversee, compensate and terminate independent advisors, including the external auditors, to assist the Audit Committee in its activities.

Other

The Chair has the responsibility to carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Audit Committee.

Review

The Corporate Governance Committee, with input from members of the Audit Committee, other Board members and management, as necessary or appropriate, will periodically review this position description to determine if further additions, deletions or other amendments are required. The Chair shall report annually to the Board on the role of the Audit Committee and the effectiveness of the Audit Committee in contributing to the objectives and responsibilities of the Board as a whole.

Adopted by the Board of the Corporation on December 9, 2009. Last reviewed and/or amended on February 20, 2025.