

ENVIRONMENT, SOCIAL & GOVERNANCE COMMITTEE

Committee Mandate

OVERALL PURPOSE / OBJECTIVE

The Environment, Social & Governance Committee (the “**ESG Committee**”) is appointed by the Board of Directors to assist the Board in carrying out its governance and oversight responsibilities in relation to the Corporation’s identification and management of ESG matters including:

- Health & Safety, including worker safety, product safety, asset integrity and crisis management;
- Environment & Sustainability, including low carbon and climate change impacts, GHG emissions, air quality, ecological impacts;
- Business Ethics, including supply chain management, political contributions, and anti-corruption; and
- Social Capital and contribution, including community engagement, social investment, social impact, First Nations engagement, human rights, and customer privacy.

(collectively, the “**ESG Matters**”)

The ESG Matters do not include broad oversight of Corporate Governance (which is overseen by the Human Resources and Corporate Governance Committee) or Enterprise Risk (which is overseen by the Audit Committee). However, components of both areas are relevant to the ESG Matters.

In performing its duties, the ESG Committee will maintain effective working relationships with the Board of Directors, management, and other Committees of the Board. To perform his or her role effectively, each Committee member will need to develop and maintain his or her skills and knowledge, including an understanding of the ESG Committee’s responsibilities and the Corporation’s business operations and risks.

ROLES AND RESPONSIBILITIES

The ESG Committee will:

- oversee the management of the Corporation in setting the Corporation’s general strategy and direction with respect to ESG Matters, including the identification, assessment and prioritization of material and strategically significant ESG Matters, and consider and recommend policies, practices, approaches and disclosures that conform with the strategy;
- identify issues and trends in respect of the ESG matters that could impact the Corporation’s ability to create long-term value for stakeholders;

- ensure that the management of ESG issues is integrated throughout the wider Corporation, and ensure that different functions within the Corporation are prepared to take advantage of new opportunities in respect of the ESG Matters;
- review, monitor and report to the Board on the performance, policies and activities of the Corporation and its subsidiaries on ESG matters, including the Corporation's operating management system and system of internal controls as they relate to the ESG Matters;
- review, monitor and report to the Board on actions and initiatives undertaken by the Corporation to prevent, mitigate and manage risks related to ESG Matters which may have the potential to adversely impact the Corporation's business, operations, performance, or reputation or are otherwise pertinent to the Corporation and its stakeholders;
- review and monitor any critical incidents respecting the Corporation's assets or operations involving: a fatality or a life-threatening injury to a person, or any incidents involving personnel and public safety, property damage, environmental damage or physical security that have the potential to severely and adversely impact the Corporation's reputation and or business continuity;
- review, monitor and report to the Board on the findings of any significant examination or audit by regulatory agencies or external auditors concerning ESG Matters and review the audit scope and approach of any external auditors related to ESG Matters;
- provide oversight of the Corporation's voluntary public disclosure on ESG matters including any material sustainability reports;
- review and assess this Mandate annually and recommend any proposed changes for approval; and
- perform such other duties, tasks, and responsibilities relevant to the purpose of the ESG Committee as may from time to time be requested by the Board of Directors.

Reporting Responsibilities

The ESG Committee will update the Board about Committee activities and make appropriate recommendations and ensure the Board is aware of matters that may significantly impact the Corporation.

AUTHORITY

The Board authorizes the ESG Committee, within the scope of its responsibilities, to:

- perform activities within the scope of its mandate;

- ensure the attendance of corporate officers at meetings, as appropriate;
- request and gain access to members of management, employees and relevant information;
- establish procedures for dealing with the various aspects of their mandate; and
- engage and compensate independent counsel and other advisers as it deems necessary to carry out its duties.

ORGANIZATION

Membership

The Board of Directors will nominate the ESG Committee members and the Chair of the Committee who will be an independent Director. In the absence of the Chair, a member of the Committee can act in the capacity of the Chair provided the quorum is maintained.

The ESG Committee shall consist of not less than three nor more than five members. There shall be a majority of independent, non-executive Directors of the Corporation. Replacements are appointed by the Board in case of resignation or vacancy.

A quorum of any meeting will be two members by telephone or in person.

Each member should have skills and experience commensurate with the discharge of such duties and responsibilities.

Members will be appointed for a one-year term of office. However, the Board of Directors may, by resolution, from time to time, remove any member of the ESG Committee, with or without cause, or add to or otherwise change the membership of the ESG Committee. A member of the ESG Committee shall *ipso facto* cease to be a member of the ESG Committee upon ceasing to be a director of the Corporation.

If and whenever a vacancy shall exist on the ESG Committee, the remaining members may exercise all its powers so long as a quorum remains.

The secretary of the ESG Committee will be the meeting secretary, or such other person as nominated by the Board.

Meetings

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the ESG Committee at least 48 hours prior to the time fixed for such meeting. A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.

Meetings shall be held not less than once a year at the call of the Chair. Teleconferences, although not the preferred meeting method, are acceptable.

Special meetings may be called by the secretary of the ESG Committee on the direction of the Chief Executive Officer and one member or any two members of the ESG Committee.

The secretary shall circulate the Agenda and supporting documentation to the ESG Committee members a reasonable period in advance of each meeting.

The ESG Committee invites the Chief Executive Officer, the Board Chair and, as necessary, any other resource persons except during a camera period where only the ESG Committee members are entitled to attend. The Chair shall have the right to determine who shall and who shall not be present at any time during a meeting of the ESG Committee.

The secretary of the ESG Committee shall circulate the minutes to members of the Board after approval of such minutes by the Chair.

As a minimum, the Chair of the ESG Committee (or another member of the Committee) shall attend the Board meeting at which a Committee report is tabled.