

## STELLA-JONES INC.

### ENVIRONMENTAL COMMITTEE MANDATE

1. **Formation.** The Board of Directors may appoint annually from its members an Environmental Committee consisting of such number of members as the Board of Directors may from time to time determine, but not less than three.

The Environmental Committee shall determine its own organization and procedure, except as provided in the By-Laws of the Corporation or as may be otherwise determined by the Board of Directors.

2. **Tenure and office.** All members of the Environmental Committee shall be appointed by the Board of Directors. The Board of Directors may remove from office any member of the Environmental Committee, with or without cause. Any vacancy in the membership of the Environmental Committee may be filled by the Board of Directors. All members of the Environmental Committee shall cease to be in office at the close of each annual meeting of shareholders.

3. **Powers.** The Environmental Committee shall advise and assist the Board of Directors on any environmental matter including, without limiting the generality of the foregoing, the following:

- environmental and occupational health and safety management system and policies;
- Public, policy and regulatory requirements on environmental matters as they relate to capital investments, operations and products of the Corporation;
- environmental and occupational health and safety performance at the various sites;
- management plans and long-term objectives for improved environmental and occupational health and safety performance;
- impact of environmental and occupational health and safety issues on the Corporation's medium and long-term business strategies;
- corporate resources for effective environmental management; and
- reporting system with respect to any significant environmental risk, emergency or non-compliance event.

4. **Signed resolution.** A resolution in writing signed by all the members of the Environmental Committee entitled to vote on that resolution at a meeting of the Environmental Committee is as valid as if it had been passed at a meeting of the Environmental Committee. A copy of every resolution referred to in this paragraph shall be kept with the minutes of the meetings of the Environmental Committee.

5. **Chairman, quorum and procedure.** The Environmental Committee shall have the power to appoint a Chairman and a Vice-Chairman, to fix its quorum, which quorum shall consist of not less than a majority of its members, and to determine its procedure.
6. **Meetings.** Meetings of the Environmental Committee may be held at the registered office of the Corporation or at such other places within or without Canada as the Environmental Committee may from time to time determine. Meetings of the Environmental Committee may be called by or by the order of the President, the Chairman of the Environmental Committee, the Vice-Chairman or any two (2) members thereof.