

**STELLA-JONES INC.**  
(the “Corporation”)

**MANDATE OF THE ENVIRONMENTAL, HEALTH & SAFETY COMMITTEE**

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1. **Formation.** The Board of Directors may appoint annually from its members an Environmental, Health & Safety 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, Health & Safety 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, Health & Safety Committee shall be appointed by the Board of Directors. The Board of Directors may remove from office any member of the Environmental, Health & Safety Committee, with or without cause. Any vacancy in the membership of the Environmental, Health & Safety Committee may be filled by the Board of Directors. All members of the Environmental, Health & Safety Committee shall cease to be in office at the close of each annual meeting of shareholders.

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

- Environmental, Health & Safety and occupational health and safety management system and policies;
- Public, policy and regulatory requirements on Environmental, Health & Safety matters as they relate to capital investments, operations and products of the Corporation and its subsidiaries;
- Evaluating environmental risks and mitigation strategies associated with business acquisitions and dispositions;
- Environmental, Health & Safety and occupational health and safety performance at the various sites;
- Management plans and long-term objectives for improved Environmental, Health & Safety and occupational health and safety performance;
- Impact of Environmental, Health & Safety and occupational health and safety issues on the Corporation’s medium and long-term business strategies;
- Corporate resources for effective Environmental, Health & Safety management; and
- Reporting system with respect to any significant Environmental, Health & Safety risk, emergency or non-compliance event.

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

5. **Chair, quorum and procedure.** The Environmental, Health & Safety Committee shall have the power to appoint a Chair and a Vice-Chair, 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, Health & Safety Committee may be held at the registered office of the Corporation or at such other places within or without Canada as the Environmental, Health & Safety Committee may from time to time determine. Meetings of the Environmental, Health & Safety Committee may be called by or by the order of the President, the Chair of the Environmental, Health & Safety Committee, the Vice-Chair or any two (2) members thereof.

Reviewed and approved by the Board of Directors on December 11, 2018.