

EverGen Infrastructure Corp.

SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

1. Mandate

The primary function of the Safety, and Sustainability Committee (the “**Committee**”) is to assist the Board in fulfilling its oversight responsibilities relating operating in a safe, environmentally and socially responsible (sustainable) manner and ensuring the integrity of policies and practices with respect to:

- (a) Workforce and public safety in Company activities and at its operating sites; and
- (b) Sustainability in the Company activities with respect to people (wellbeing), planet (environmental) and prosperity (community and innovation) considerations

The Committee monitors, evaluates, advises and makes recommendations in accordance with these terms of reference by reviewing reports and other information provided by the Senior Management of EverGen Infrastructure Corp (the “Company”) and outside experts. Consistent with this function, the Committee will encourage continuous improvement of and fulfillment of Company’s policies, procedures and practices at all levels.

2. Composition and Operation

The Committee shall be composed of not fewer than three Directors. At least two Directors shall be independent Directors within the meaning of the provisions of National Instrument 52-110 – Audit Committee, as may be amended or replaced from time to time (“NI 52-110”).

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Committee shall ensure that at least some of its members have relevant experience with safety and sustainability in an operating and corporate environment.

The Board shall appoint a chair (the “**Chair**”) from among the Committee members. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

A majority of members shall constitute a quorum for meetings of the Committee, present in person or via telephone or via other telecommunication device that permits all persons participating in the meeting to speak and hear one another.

The Committee shall meet at least twice a year on such dates as may be determined by the Committee and shall conduct additional meetings as required from time to time.

Attendance by invitation at all of or a portion of Committee meetings is determined by the Chief Executive Officer (“CEO”) or Committee Chair and would normally include the CEO and Chief Operating Officer of the Company and such other officers or support staff as may be deemed appropriate.

The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely. These procedures will include delivery of notices, agendas, minutes and supporting materials to the Committee members at least (5) days prior to the meeting except in unusual circumstances.

The Committee may engage independent counsel and other advisors as may be deemed or considered necessary and determine the fees of such counsel and advisors.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.

Members shall be provided with a minimum of 48 hours’ notice of meetings. The notice period may be waived by all members of the Committee.

3. Responsibilities and Duties

- (a) Report to the Board on matters and items related to the safety and sustainability program of the Company;
- (b) Ensure that there is appropriate processes in place to facilitate identification various safety and sustainability risks that may arise from the Company operations and related mitigation and possible resulting consequential risks to the Company, its subsidiaries and directions, officers and employees;
- (c) Assess whether the Company’s safety and sustainability policies are effective, properly implemented and comply with applicable legislation and industry standard;
- (d) Review corporate safety and sustainability activities and performance;
- (e) Review the Company’s method of communicating (internally and externally) safety and sustainability policies, practices and procedures;
- (f) Review and assess the sufficiency of resources to the Corporations safety and sustainability program;

- (g) Ensure that appropriate reporting procedures are established relating to safety and sustainability matters by management to ensure adequate reports are made to the Chair of the Committee on a regular basis;
- (h) Review insurable risks related to safety and sustainability issues and evaluate adequacy of insurance coverage; and
- (i) Perform any other activities consistent with this mandate and generally, covering laws as the Committee or Board deems necessary or appropriate.

4. Safety and Wellness

To fulfill its responsibilities and duties, the Committee shall:

- (i) review and make recommendations, as appropriate, in regard to the Company's safety and wellness program, including corporate occupational health, wellness and training programs and related policies and procedures;
- (ii) ensure that there are appropriate processes in place to facilitate identification of various safety and wellness risks that may arise from the Company's operations and related mitigation and possible resulting consequential risks to the Company, its subsidiaries and directors, officers and employees
 - (A) review the Company's control and response plans to identified safety and wellness risks;
 - (B) direct management to develop, maintain and update first aid and emergency response plans for each site; and
 - (C) direct management to develop, maintain and update procedures for the efficient and effective reporting of on-site accidents; and
- (iii) review the Company's safety and wellness activities and performance to:
 - (A) assess the effectiveness of safety and health program and to make recommendations for improvement, where appropriate;
 - (B) assess whether the Company's safety and sustainability policies are effective, properly implemented and comply with applicable legislation and industry standard;
 - (C) review the Company's method of communicating (internally and externally) safety and wellness policies, practices and procedures;
 - (D) review and assess the sufficiency of resources to the Company's safety and wellness program; and

- (E) determine if any safety and health issues that may be identified as a result of such review are of significance to report to the Board; and
- (iv) consider changes to applicable safety and health laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- (v) direct management to develop and maintain education programs for its employees with respect to potential wellness and safety hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes such hazards;
- (vi) ensure that management promotes and facilitates employee participation in developing wellness and safety standards and practices and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards;
- (vii) review insurable risks related to safety issues and evaluate adequacy of insurance coverage; and
- (viii) ensure that appropriate reporting procedures are established relating to safety and wellness matters by management to ensure adequate reports are made to the Chair of the Committee on a regular basis.
- (b) *Sustainability (Environment)*

To fulfill its responsibilities and duties, the Committee shall:

- (i) review and make recommendations, as appropriate, in regard to the Company's environmental management program, including corporate environmental policies and procedures;
- (ii) ensure there are appropriate processes in place to facilitate identification of various environmental risks that may arise from the Company operations and related litigation and possible resulting consequential risks to the Company, its subsidiaries and directors, officers and employees
 - (A) review the Company's control and response plans to identified environmental risks; and
 - (B) review the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities; and

- (iii) receive and review reports by management on the Company's environmental issues,
 - (A) review incident reports to:
 - (1) assess whether environmental management procedures were effective in such incidents, and to make recommendations for improvement, where appropriate; and
 - (2) determine if such incidents are of significance to report to the Board; and
- (iv) review the Company's environmental activities and performance to make recommendations to the Board in connection therewith regarding
 - (A) the effectiveness of environmental programs and make recommendations for improvement, where appropriate;
 - (B) assess whether the the Company's environmental policy are effective, properly implemented and comply with applicable legislation and industry standards;
 - (C) review the Company's method of communicating (internally and externally) environmental policies, practices and processes; and
 - (D) review and assess the sufficiency of resources to the Company's environmental program; and
- (v) consider changes to applicable environmental laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- (vi) direct management to develop and maintain education programs for its employees with respect to potential environmental hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes such hazards; and
- (vii) ensure that management promotes and facilitates employee participation in developing environmental standards and practices and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards.

(c) *Sustainability (Communities)*

To fulfill its responsibilities and duties, the Committee shall:

- (i) recommend actions for developing social policies, programs, procedures and activities in communities where the Company conducts its business to ensure that the principles set out in such policies are being adhered to and achieved and to integrate such activities with, and participate in, local communities as good corporate citizens;
- (ii) recommend actions to ensure meaningful and transparent engagement and communications with all stakeholders and seek to build trust and mutually beneficial relationships with the communities that are impacted by the Company's activities;
- (iii) direct management to develop, maintain and update procedures to receive and address potential concerns of stakeholders and affected communities relating to their wellness and safety or environment;
- (iv) consider changes to applicable local laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- (v) receive reports from management on:
 - (A) the Company's social responsibility programs, including significant sustainable development, community relations and security policies and procedures; and
 - (B) on the Company's corporate social responsibility performance to assess the overall effectiveness of the corporate social responsibility program; and
- (vi) ensure that management promotes and facilitates employee participation in developing community relations standards and practices and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards.

5. Authority

The Committee has the authority to:

- (a) form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate;

- (b) communicate directly with officers and employees of the Company, legal counsel and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities;
- (c) engage and direct independent consultants, independent counsel and other advisors as it determines necessary to carry out its duties;
- (d) set and pay the compensation for advisors employed by the Committee; and
- (e) conduct site visits to the Company's operations to observe the health and safety, environment, sustainability and community relations programs, policies and procedures in action, when deemed appropriate by the Committee.

The Committee shall also have such other powers and duties as delegated to it by the Board.

6. Accountability

The Committee Chair has the responsibility to report to the Board, as requested, on safety, environment and sustainability matters relative to the Company.

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.