

BADGER DAYLIGHTING LTD.

MANDATE OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

Adoption

This Mandate of the Health, Safety and Environment Committee has been adopted by the Board of Directors (the “**Board**”) of Badger Daylighting Ltd. (the “**Corporation**”).

References to “Badger”

In this Mandate of the Health, Safety and Environment Committee, “**Badger**” means the Corporation and, where the context requires, the Corporation and its subsidiaries considered on a consolidated basis.

Policy Statement

It is the policy of the Corporation to establish and maintain a Health, Safety and Environment Committee (the “**HSE Committee**”), composed entirely of independent directors of the Corporation, to which the Board has delegated certain responsibilities relating to health, safety and environment. The objectives of the HSE Committee are to assist the Board in fulfilling its oversight responsibilities (especially for accountability) in respect of development, implementation and monitoring of Badger’s policies on such matters. Further, the HSE Committee will prepare reports, if and when required, for inclusion in the disclosure documents for Badger.

The HSE Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board. If determined necessary by the HSE Committee, it will have the discretion to investigate and conduct reviews of any health, safety and environment, including the standing authority to retain experts and, with approval of the Board, special counsel.

Composition of the Committee

1. The HSE Committee shall consist of a minimum of three directors of the Corporation (the “**Directors**”). The Board shall appoint the members of the HSE Committee. The Board shall appoint one member of the HSE Committee to be the Chair of the HSE Committee.
2. Each Director appointed to the HSE Committee by the Board shall be an independent Director. Generally speaking, a Director is “independent” if such Director has no direct or indirect material relationship with Badger and a “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the Director’s independent judgment. In determining whether a Director is independent of management, the Board shall make reference to the then current legislation, rules, policies and instruments of applicable regulatory authorities.
3. A Director appointed by the Board to the HSE Committee shall be a member of the HSE Committee until replaced by the Board or until his or her resignation.
4. The Chair of the Board shall be an *ex officio* member of the HSE Committee.

Meetings of the Committee

1. The HSE Committee will meet at least semi-annually, or more frequently at the discretion of the members of the HSE Committee as circumstances require, and whenever a meeting is requested by the Board, a member of the HSE Committee or the Chief Executive Officer of Badger.

2. Notice of each meeting of the HSE Committee will be given to each member of the HSE Committee. It shall also be provided to the Chair of the Board who shall each be entitled to attend each meeting of the HSE Committee. The CEO may also be provided notice and shall attend whenever requested to do so by a member of the HSE Committee.
3. The notice will:
 - a) be in writing (which may be communicated by fax or email);
 - b) be accompanied by an agenda that states the nature of the business to be transacted at the meeting in reasonable detail;
 - c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - d) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
4. A quorum for the transaction of business at a meeting of the HSE Committee shall consist of a majority of the members of the HSE Committee (excluding the Chair of the Board). However, it shall be the practice of the HSE Committee to require review, and, if necessary, approval of certain important matters by all members of the HSE Committee.
5. Any member of the HSE Committee may participate in a meeting of the HSE Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at the meeting.
6. In the absence of the Chair of the HSE Committee, the members of the HSE Committee present shall choose one of the members present to be Chair of the meeting.
7. The Chair will not have a second or deciding vote in the event of an equality of votes.
8. The Secretary of Badger shall act as Secretary of the meeting or, alternatively, the members of the HSE Committee may choose one of the persons present to be the Secretary of the meeting.
9. The HSE Committee may invite others to attend any part of any meeting of the HSE Committee as it deems appropriate. This includes members of management, any employee, the Corporation's legal counsel, external auditors and consultants.
10. Minutes will be kept of all meetings of the HSE Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Corporation's records, and will be available for review by members of the HSE Committee, the Board, management and the external auditor.
11. The Committee members shall have an "in camera" session without management at every Committee meeting.

Duties and Responsibilities of the Committee

A. Oversight of Health, Safety and Environment Policies

1. The HSE Committee will:

- a) review management risk assessment related to health, safety and environment, and recommendations of appropriate programs to reduce risks;
- b) review Badger's strategies with respect to health, safety and the environment;
- c) review and monitor the policies and practices relating to the reporting of health, safety and environment, and incidents with respect to Badger's employees, facilities and operations, in compliance with regulatory laws;
- d) review with management the methods of communicating health, safety, environment, and policies and practices;
- e) review and make recommendations to the Board with respect to the insurable risks related to health, safety and environment;
- f) monitor current, pending or threatened legal action by or against Badger, related to health, safety and environment issues;
- g) review reports regarding significant health, safety and environment, incidents, emerging issues, summaries of inspections or audits, and corrective actions taken in response to deficiencies;
- h) review managements process to ensure that employees receive the training necessary to meet health, safety and environment, and standards set by law and policies set by the HSE Committee; and
- i) Review managements reports on Badger's health, safety and environment performance.

B. Additional Duties and Responsibilities

1. The HSE Committee will also:
 - a) review and reassess the adequacy of this Charter annually and submit any proposed changes to the Governance Committee for approval;
 - b) facilitate information sharing with other committees as required to address matters of mutual interest or concern in respect of health, safety and environment issues;
 - c) make a recommendation to the Human Resources and Compensation Committee annually to enable determination of the HSE metrics relative to the Corporation's incentive award programs; and
 - d) report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations.
2. The HSE Committee will perform such other functions as are assigned by law and the Corporation's bylaws, and on the instructions of the Board.

Document Control Information

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