

HEALTH, SAFETY & ENVIRONMENT COMMITTEE

Terms of Reference

Last Reviewed: December 2017

PURPOSE

The purpose of the Health, Safety and Environment Committee (the "Committee") is to assist the Board of Directors (the "Board") of Stuart Olson Inc. (the "Corporation") in fulfilling its obligations relating to the oversight responsibilities of the Corporation's health, safety and environmental systems.

COMPOSITION AND OPERATIONS

1. The Committee shall be composed entirely of "independent" Directors within the meaning of Section 1.4 of National Instrument 52-110 – *Audit Committees*, as amended or replaced from time to time.
2. The Committee shall meet at least twice each year and otherwise as required to fulfill its responsibilities.
3. The Committee shall be composed and operate in accordance with the *Standing Committees of the Board General Terms of Reference*, as amended from time to time. To the extent that there exists any conflict between the provisions of these Terms of Reference and the provisions of the *Standing Committees of the Board General Terms of Reference*, the provisions of these Terms of Reference shall apply.

DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee has the responsibility:

1. To ensure that there is an appropriate process in place to facilitate the identification of the various health, safety and environmental risks that may arise from the Corporation's operations and the possible resulting consequential risks to the Corporation, its subsidiaries and its affiliates and their respective directors, officers and employees.
2. To assess whether the Corporation's health, safety and environmental policies are effective, properly implemented and comply with applicable legislation and industry standards.
3. To review corporate health, safety, environmental activities and performance, including:
 - a) any contravention of an existing environmental, health or safety regulation or Corporate policy or procedure;
 - b) any event or potential event that would, in the opinion of management, constitute a significant environmental or safety concern;
 - c) non-compliance issues;
 - d) significant external or internal audit reports;
 - e) significant legislative and regulatory changes; and
 - f) outstanding litigation as it relates to health, safety or environmental matters.

4. Review the Corporation's method of communicating (internally or externally) health, safety and environmental policies, practices and procedures.
5. Review the Corporation's control and response plans to the identified health, safety and environmental risks.
6. Ensure that appropriate reporting procedures are established relating to health, safety and environmental matters by management to ensure adequate reports are made to the Chair of the Committee on a regular basis.
7. Review insurable risks related to health, safety and environmental issues and evaluate adequacy of insurance coverage.
8. Perform any other activities consistent with this mandate and, generally, governing laws as the Committee or the Board deems necessary or appropriate.

INDEPENDENT ADVISORS

The Committee shall have the authority to retain and terminate independent legal counsel, consultants or other advisors in order to assist it in fulfilling its responsibilities.