

HEALTH AND SAFETY COMMITTEE	EFFECTIVE DATE:	February 7, 2017
	REVISED:	-
	VERSION:	1

1. INTRODUCTION

The Health and Safety Committee (the “Committee”) is a committee of the board of directors (the “Board”) of STEP Energy Services Ltd. (“STEP”). The primary function of the Committee is to assist the Board by:

- I. overseeing STEP’s policies and management systems which are designed to cause it to comply with applicable laws and regulations with respect to (i) the protection of the health and safety of all persons associated with the operations of STEP, (ii) the protection of the biological and physical environments, and (iii) the relationship of STEP with the communities nearest its operations;
- II. reviewing and commenting upon management’s strategies to enhance STEP’s image among its stakeholders;
- III. evaluating the performance of STEP with respect to the matters identified in subparagraph (I) above; and
- IV. reviewing management strategies to avoid and/or mitigate risks associated with undesired health, safety and environment risks.

2. COMPOSITION AND MEETINGS

- The Committee shall be comprised of at least two (2) directors of STEP who are appointed by the Board. A majority of the members of the Committee shall be “independent” for the purposes of National Policy 58-201 – *Corporate Governance Guidelines* and each member shall (or shall become within a reasonable period of time after appointment) familiar with health, safety, environmental, community engagement and public policy matters as they pertain of the business and operations of STEP.
- The members of the Committee and its Chair shall be elected by the Board on an annual basis, or until they are removed or their successors are duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.
- The members of the Committee may be removed or replaced by the Board at any time. The Chair may be removed by the Board at any time. Any member who is a director shall automatically cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of the powers of the Committee, so long as a quorum remains
- The Committee may delegate any or all of its functions to any of its members or any sub-set thereof, or other persons, from time to time as it sees fit.

- The Committee shall meet at least two times per annum or more frequently as circumstances require. The Committee may ask members of management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.
- The Committee may if considered appropriate, conduct or authorize investigations into any matters within the Committee's scope of activities. The Committee is empowered to retain independent counsel, accountants or other experts and other professionals to assist it in the conduct of any such investigation or otherwise as it determines necessary to carry out its duties. The Committee may set and pay (at the expense of STEP) the compensation for any such advisors.
- At all meetings of the Committee every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote. Any matters upon which the majority will of a duly constituted meeting in which a quorum participated cannot be determined shall be referred to the full Board.
- A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.
- Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon 48 hours' notice to each of its members. The notice period may be waived by all members of the Committee. Each of the Chair of the Board, any Lead Director, the Chief Executive Officer, the Chief Financial Officer or the Corporate Secretary shall also be entitled to call a meeting.
- Agendas shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings. It will be considered best practice, but not necessary, to allow the Chair to approve any proposed meeting agenda. Minutes of each meeting will be recorded and circulated to directors who are not members of the Committee or otherwise made available at subsequent meetings of the Board.
- Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Board by the Committee Chair.

3. ROLE

In addition to the matters described in the Introduction, and any other duties and authorities delegated to it by the Board from time to time, the role of the Committee is to:

A. General

- Review, annually, and recommend to the Board changes to this Mandate, as considered appropriate from time to time.
- Record minutes of its meetings, review them for errors or omissions and submit them to the Corporate Secretary who will file them and make them available to any Director.

B. Health, Safety, Environment and Community Engagement

- Monitor changes to applicable laws, regulations and rules and industry standards in regard to health, safety and environmental matters.

- Monitor on a regular basis, the existing health, safety and environmental practices, procedures and policies of STEP as prepared by and updated from time to time by management to ensure that they comply with applicable laws, regulations and rules, conform to industry standards and prevent or mitigate losses and, in the discretion of the Committee, direct changes to such practices, procedures and policies.
- Review periodically the relationship of STEP with the communities affected by its business and operations.
- Consider and implement policies for the improvement of the relationship of STEP with the communities affected by its business and operations.
- Evaluate the effectiveness of the implementation of STEP's policies relating to health, safety and environmental matters.
- Direct the preparation of, and then review and consider, reports and recommendations issued by management or by external advisors relating to health and safety issues, compliance matters and the interaction of STEP with the communities affected by its business and operations, together with management's response to those reports and recommendations.
- From time to time, tour STEP's operations, interview the senior officers of STEP responsible for operations and a sampling of the operating personnel and report to the Board on such meetings.
- Review periodically STEP's emergency response plan, if any, and state of readiness to respond to crisis situations.
- Review any civil or criminal occupational health and safety or environmental proceedings, claims, orders, actions or government investigation contemplated or threatened against STEP.
- Review circumstances involving any emergency that forces the indefinite shut-down of operations, loss of safe operating control, serious injuries or fatalities among employees, contractors or the public; extensive damage to property or a serious harm to the environment.
- Review health, safety, and environmental programs implemented by management for any of STEP's employees.

C. Reporting Process

- Submit to the Board, as a whole, reports concerning health, safety and environmental matters. Such reports may be oral or in writing. Unless such matters are delegated specifically to the Committee, the Committee shall only make recommendations to the Board for their consideration and approval, if appropriate. The Board will then have the authority to instruct management to implement the Board's directives.

Approved by the Board of Directors on February 7, 2017.