

**Audit Committee**

DEANNA ZUMWALT (CHAIR)  
JOSEPH LENZ  
WENDY HANRAHAN

The Audit Committee must be composed of at least three directors as determined by the Board. Each member of the Audit Committee shall be "independent" and "financially literate", as those terms are defined in National Instrument 52-110 - *Audit Committees* ("**National Instrument 52-110**").

In addition to any other duties and authorities delegated to it by the Board from time to time, the Audit Committee’s primary duties and responsibilities are to:

- monitor the integrity of the Corporation's financial reporting process and systems of internal controls regarding finance, accounting, and securities laws compliance;
- assist Board oversight of: (i) the integrity of the Corporation's financial statements; and (ii) the Corporation's compliance with securities laws and regulatory requirements;
- monitor the independence, qualification and performance of the Corporation's external auditors; and
- provide an avenue of communication among the external auditors, management and the Board, all as further set out in the [Audit Committee Mandate](#).

Each of the members (100%) of the Audit Committee is independent and financially literate.

## Human Resources and Compensation Committee

BRAD MUNRO (CHAIR)

WENDY HANRAHAN

SUSAN RIDDELL ROSE

The committee must be composed of not less than three and not more than six directors, all of whom shall be "independent" as that term is defined in National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**National Instrument 58-101**").

The objective of the Committee is to monitor the activities of the Corporation with respect to retaining and motivating employees and ensuring conformity between compensation and other corporate objectives.

The Committee's primary duties and responsibilities are to:

- consider and make recommendations to the Board regarding the compensation strategy and objectives of the Corporation;
- assist the Board in fulfilling its oversight responsibilities in relation to compensation and benefits;
- review the compensation disclosure in the Corporation's information circular; and
- consider and make recommendations to the Board in respect of other compensation matters as appropriate, all as further set out in the [Human Resources and Compensation Committee Mandate](#).

Each of the members (100%) of the Human Resources and Compensation Committee is independent.

**Corporate Governance and Nominating Committee**

MARK BLY (CHAIR)

JOSEPH LENZ

BRAD MUNRO

The committee must be composed of not less than three and not more than six directors, all of whom shall be "independent" as that term is defined in National Instrument 58-101.

The purpose of the Committee is (a) to review and report to the Board on matters of corporate governance and Board composition and (b) to provide oversight of the Corporation's systems for achieving compliance with legal and regulatory requirements. Among other things, the Corporate Governance and Nominating Committee's primary duties and responsibilities are to:

- establish structures and procedures to permit the Board to function independently of management;
- review and make recommendations to the Board regarding the composition of the Board and its committees, nomination of candidates for election to the Board, and succession planning;
- oversee development and implementation of an ongoing director education program, as well as an orientation and education program for new directors;
- monitor compliance with, and review and approve, if considered appropriate, all proposed waivers to the Corporation's Code of Business Conduct and Ethics; and
- conduct an annual performance evaluation of the Board, the Committee and each of its members, including a review of the Committee's mandate, all as further set out in the [Corporate Governance and Nominating Committee Mandate](#).

Each of the members (100%) of the Corporate Governance and Nominating Committee is independent.

**Environment, Social and Governance Committee**

SUSAN RIDDELL ROSE (CHAIR)  
MARK BLY  
DEANNA ZUMWALT

The Committee shall be composed of not less than three and not more than six directors, the majority of whom shall be "independent" as that term is defined in National Instrument 58-101.

The objective of the Committee is to assist the Board in fulfilling its oversight responsibilities in respect of the Corporation's environment, social and governance ("ESG") matters, including, but not limited to, personnel and public health, safety and security, process safety, asset reliability, operational risk management programs, emergency response plans and programs, and environmental and sustainability management programs.

The Committee's primary duties and responsibilities are to assist the Board in fulfilling its oversight responsibilities in relation to:

- the establishment and review of ESG policies;
- reviewing, approving and making recommendations to the Board with respect to sustainability topics;
- efforts to meet or exceed all laws and regulations regarding ESG matters;
- monitoring of the implementation of ESG compliance systems;
- monitoring the Corporation's compliance with ESG policies;
- monitoring the effectiveness of ESG policies, systems and monitoring processes;
- monitoring management systems and internal controls addressing key risks in the areas of health, safety, sustainability and the environment, and reviewing management's risk management efforts;
- receiving results and updates from management with respect to ESG performance; and
- any additional matters delegated to the Committee by the Board, all as further set out in the [Environment, Social and Governance Committee Mandate](#).

Each of the members (100%) of the Environment, Social and Governance Committee is independent.