

**CHARTER
OF THE
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

1. Purpose

The Health, Safety and Environment Committee (the “HSE Committee”) is responsible for the duties delegated to it by the Board of Directors (the “Board”) to enable the Board to fulfill its governance and oversight responsibilities in relation to the Company’s management of health, safety and environmental (“HSE”) matters including the Company’s compliance with applicable laws and regulations.

2. Roles and Responsibilities

The HSE Committee shall:

- a) review, monitor and report to the Board on the performance and activities of the Company and its controlled subsidiaries on HSE matters including compliance with applicable and proposed legislation, regulations and orders; conformance with industry standards and best practices; people health, safety and security; process safety, asset reliability; operational risk management and asset integrity plans and programs; and emergency response plans and programs;
- b) review, monitor and report to the Board on whether the systems, programs and policies relating to HSE matters are being appropriately developed and effectively implemented;
- c) review, monitor and report to the Board on actions and initiatives undertaken by the Company to prevent, mitigate and manage risks related to HSE matters which may have the potential to adversely impact the Company’s operations, activities, plans, strategies or reputation; or prevent loss or injury to the Company’s employees and its assets or operations from malicious acts, natural disasters or other crisis situations;
- d) review and monitor any critical incidents respecting the Company’s assets or operations involving: a fatality or a life threatening injury to a person; any pipeline ruptures resulting in significant property damage or loss of product; any whistleblower events relating to HSE matters; or any incidents involving personnel and public safety, property damage, environmental damage or physical security that have the potential to severely and adversely impact the Company’s reputation and or business continuity;
- e) review and monitor significant regulatory audits, findings, orders, reports and/or recommendations issued by or to the Company related to HSE matters or issues, together with management’s response thereto;
- f) ensure that the internal auditor has access to the Chair of the HSE Committee;
- g) ensure that the Chief Operating Officer and/or the Senior Vice President responsible for Committee matters (i) has access to the Chair of the Committee; and

(ii) meets separately with the HSE Committee at each regular meeting of the Committee; and

h) carry out any other responsibilities delegated to the Committee by the Board.

3. Composition of Committee

The HSE Committee shall consist of three or more directors. In addition, the majority of members of the HSE Committee shall be “independent” for the purposes of applicable Canadian and United States securities law and applicable rules of any exchange on which the Company’s shares are listed.

4. Appointment of Committee Members

The members of the HSE Committee shall be appointed by the Board from time to time, on the recommendation of the Governance Committee and shall hold office until the next annual meeting of the shareholders or until their successors are earlier appointed or until they cease to be directors of the Company.

5. Vacancies

Where a vacancy occurs at any time in the membership of the HSE Committee, it may be filled by the Board on the recommendation of the Governance Committee.

6. Committee Chair

The Board shall appoint a Chair for the HSE Committee who shall:

- a) review and approve the agenda for each meeting of the HSE Committee and, as appropriate, consult with members of management;
- b) preside over meetings of the HSE Committee;
- c) make suggestions and provide feedback from the HSE Committee to management regarding information that is or should be provided to the HSE Committee; and
- d) report to the Board on the activities of the HSE Committee relative to its recommendations, resolutions, actions and concerns.

7. Absence of Committee Chair

If the Chair of the HSE Committee is not present at any meeting of the HSE Committee, one of the other members of the HSE Committee present at the meeting shall be chosen by the HSE Committee to preside at the meeting.

8. Secretary of Committee

The Corporate Secretary or Corporate Secretarial personnel or such other person acceptable to the members shall act as Secretary to the HSE Committee.

9. Meetings

The Chair or any two members of the HSE Committee or the internal auditor may call a

meeting of the HSE Committee. The HSE Committee shall meet at least three times per year. The HSE Committee may also meet periodically in separate executive sessions.

10. Quorum

A majority of the members of the HSE Committee, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak to each other, shall constitute a quorum.

11. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing, facsimile communication or by other electronic means to each member of the HSE Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. Attendance of Company Officers and Employees at Meeting

At the invitation of the Chair of the HSE Committee, one or more officers or employees of the Company may attend any meeting of the HSE Committee.

13. Procedure, Records and Reporting

The HSE Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the HSE Committee may deem appropriate but not later than the next regularly scheduled meeting of the Board.

14. Review of Charter and Evaluation of Committee

The HSE Committee shall evaluate, on an annual basis, its performance and review its Charter and shall, as it deems appropriate, recommend any changes to the Governance Committee and the Board for approval.

15. Outside Experts and Advisors

The HSE Committee is authorized, when deemed necessary or desirable, to retain independent counsel, outside experts and other advisors, at the Company's expense, to advise the HSE Committee or its members independently on any matter.