



## **WAVEFRONT TECHNOLOGY SOLUTIONS INC. – SAFETY, HEALTH AND ENVIRONMENTAL AFFAIRS OPERATIONAL COMMITTEE**

### **Purpose**

The Safety, Health and Environmental Affairs Operational Committee (the "*Committee*") is appointed by the directors (the "*Board*") of Wavefront Technology Solutions Inc. ("*Wavefront*") to assist the Board in fulfilling its obligations relating to safety, health and environmental matters concerning Wavefront. Safety and protection of the environment have always been top priorities in Wavefront's business operations. We believe dedication to safety and environmental protection go beyond implementing the right policies and having the right equipment or department; we are committed to ensuring that everyone at Wavefront is aware of both their responsibility for safety matters and protection of the environment and how integral those matters are to our business.

### **Composition**

The Committee shall be composed of the Chief Executive Officer ("*CEO*"), a minimum of one Wavefront engineer and one field technician and a representative from the Wavefront finance group.

The Chair of the Committee shall be the CEO.

### **Meetings**

The Committee shall meet weekly and otherwise at the discretion of the Chairman or a majority of the members of the Committee.

A majority of the members of the Committee shall constitute a quorum.

The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Committee.

Committee members may participate in a meeting of the Committee by means of conference telephone or other communication equipment.

The Committee shall keep minutes of its meetings, which minutes shall be available for review by the Board.

The Committee may appoint any person, who need not be a member, to act as the secretary at any meeting.

The Committee may invite such officers, directors and employees of Wavefront and such other advisors and persons as it may see fit, from time to time, to attend any meeting of the Committee.

The CEO shall report to the Board at the next scheduled meeting of the Board on the meetings of the Committee held since the previous Board meeting. Page 2

## **Resources and Authority**

The Committee shall have the authority to:

1. engage, at the expense of Wavefront, independent counsel and other experts or advisors as it determines necessary to carry out this mandate;
2. set and pay the compensation for any independent counsel and other experts and advisors retained by the Committee; and
3. conduct any investigation appropriate to carry out this mandate, and request any officer of Wavefront, or outside counsel for Wavefront, to attend a meeting of the Committee or to meet with any members of or advisors to, the Committee.

## **Responsibilities**

As the Chair of the Committee, the CEO shall have the following responsibilities:

### *1. Health and Safety*

The CEO shall:

- (a) confirm adequate Workers' Compensation Board insurance coverage at least annually;
- (b) review and recommend to the Board changes in, or additions to, occupational health and safety policies, standards, accountabilities and programs for Wavefront in the context of competitive, legal and operational considerations;
- (c) receive reports on the nature and extent of compliance or any non-compliance with occupational health and safety policies, standards and applicable legislation and plans to correct deficiencies, if any, and report to the Board on the status of such matters;
- (d) review such other occupational health and safety matters as the Committee may consider appropriate or the Board may specifically direct; and
- (e) ensure that all Wavefront staff have adequate safety training in the context of Wavefront's operations.

### *2. Environment*

The CEO shall:

- (a) confirm adequate insurance coverage at least annually;
- (b) review and recommend to the Board changes in, or additions to, environmental policies, standards, accountabilities and programs for Wavefront in the context of competitive, legal and operational considerations;
- (c) receive reports on the nature and extent of compliance or any non-compliance with environmental policies, standards and applicable legislation and plans to correct deficiencies, if any, and report to the Board on the status of such matters; and
- (d) review such other environmental matters as the Committee may consider appropriate or the Board may specifically direct.

### *3. Safety Management System*

The Committee shall oversee and implement a safety management system for Wavefront, having the following minimum criteria:

- (a) a safety policy on which the system is based;
- (b) a process for setting goals for the improvement of safety and for measuring the attainment of those goals;
- (c) a process for identifying hazards to safety and for evaluating and managing the associated risks;
- (d) a process for ensuring that personnel are trained and competent to perform their duties;
- (e) a process for the internal reporting and analyzing of hazards, incidents and accidents and for taking corrective actions to prevent their recurrence;
- (f) a document containing all safety management system processes and a process for making personnel aware of their responsibilities with respect to them; and
- (g) a process for conducting periodic reviews or audits of the safety management system and reviews or audits for cause of the safety management system.

### *4. Other Responsibilities*

The Committee shall review and assess the adequacy of this mandate from time to time and at least annually and CEO submit any proposed revisions to the Board (either directly or through the Nominating and Corporate Governance Committee) for consideration. The Committee shall perform any other activities consistent with this mandate and applicable law as the Committee or the Board deems necessary or appropriate.

### *5. Chair*

The Chair of the Committee should:

- (a) provide leadership to the Committee with respect to its function as described in this mandate and as otherwise may be appropriate, including overseeing the operation of the Committee;
- (b) chair meetings of the Committee;
- (c) ensure that the Committee meets weekly and otherwise as considered appropriate;
- (d) establish dates for holding meetings of the Committee;
- (e) set the agenda for each meeting of the Committee, with input from other members of the Committee and any other appropriate persons;
- (f) ensure that Committee materials are available to any director upon request;
- (g) act as liaison, and maintain communication, with the Chairman of the Board and the Board to optimize and co-ordinate input from directors, and to optimize the effectiveness of the Committee, with such communication to include reporting to the Board on the activities and any recommendations of the Committee at the meetings of the Board and at such other times and in such manner as the Chair considers advisable;
- (h) report annually to the Board on the role of the Committee and the effectiveness of the Committee;
- (i) ensure that the members of the Committee understand and discharge this mandate;

- (j) foster ethical and responsible decision making by the Committee and its members;
- (k) oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- (l) provide to the Committee appropriate information from executive management to enable the Committee to function effectively and fulfil this mandate;
- (m) ensure that resources and expertise are available to the Committee so that it may function effectively and efficiently (including through the retention of outside advisors);
- (n) ensure that any outside advisors retained by the Committee are appropriately qualified and independent in accordance with applicable law;
- (o) facilitate effective communication between members of the Committee and executive management; and
- (p) perform such other duties as may be delegated to the Chair by the Board from time to time.