

SUPERIOR PLUS CORP.

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE MANDATE

A. Purpose

The purpose of the Health, Safety and Environment Committee (the “Committee”) of the Board of Directors (the “Board”) of Superior Plus Corp. (the “Corporation”) is to assist the Board in fulfilling its oversight responsibilities in relation to the development, monitoring and effective implementation of systems, programs and initiatives for the management of health, safety, security, environment and environmental risk.

While the Committee has the responsibilities and powers set forth in this mandate, the role of the Committee is oversight. The members of the Committee are not employees of the Corporation and may or may not be experts in the health, safety and environment, and in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to plan or conduct health, safety and environment initiatives, health, safety and environment audit programs or the like, or to determine that the Corporation’s health, safety and environment policies, management system and programs are complete, accurate or are in compliance with applicable legal and regulatory requirements. Management will continue to have the responsibility to conduct investigations and to assure compliance with applicable laws and regulations and the Corporation’s health, safety and environment policies and programs.

B. Mandate

1. The Committee shall do the following:

- (a) review and, where appropriate, recommend to the Board for approval changes to, the Corporation’s material policies, practices and programs and its internal control systems with respect to health, safety and the environment, in each case in furtherance of excellence in operations and top-level safety performance and taking into account industry standards, best practices and legal, regulatory and operational considerations;
- (b) review management’s programs for training and education with respect to health, safety and environmental matters and oversee management’s programs for identifying and managing risks in these areas arising from the Corporation’s operations;
- (c) receive and review a health, safety and environment report(s) at each regularly scheduled meeting. The reports shall provide an update of current activities and an analysis of performance compared with past performance and annual plans and objectives; and
- (d) investigate on its own initiative, or at the request of the Board, such other matters as it considers necessary or appropriate in the circumstances.

2. Monitor and report to the Board on and, where appropriate, discuss with management:

- (a) the Corporation's compliance with applicable laws, regulations and its policies, practices and programs with respect to health, safety and the environment;
- (b) reports from management and such independent consultants, if any, as the Committee shall consider appropriate, on current and emerging trends, issues, areas of risk identified and legislation related to health, safety and environmental matters that are relevant to the Corporation;
- (c) any ongoing material administrative, civil or criminal proceedings, and the findings of any material report or decision of regulatory agencies, external health, safety and environment consultants or auditors, concerning the Corporation's performance in the areas of health, safety and the environment, together with management's proposed response and/or any necessary corrective measures already taken in connection with such proceeding, report or decision;
- (d) the results of any review or report by the Committee, management, independent or internal auditors and/or legal advisors respecting the Corporation's compliance with health and safety and environmental policies, practices and programs and the adequacy and effectiveness of internal controls over such matters; and
- (e) policies, procedures and programs of the Corporation relating to security and the safeguarding of the Corporation's premises, installations, assets and personnel.

C. Committee and Procedures

1. Composition of Committee

The Committee shall consist of not less than three directors. No Committee member shall be an officer or employee of the Corporation or any of its subsidiaries. Each Committee member shall satisfy the independence requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board. Any member who ceases to be independent shall immediately cease to be a Committee member.

2. Appointment of Committee Members

Members of the Committee shall be appointed from time to time by, and shall hold office at the pleasure of, the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy if the membership of the Committee is less than three directors.

3. Absence of Committee Chair

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

4. Authority to Engage Experts

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, such engagement to be at the Corporation's expense.

5. Meetings

The Committee shall meet at least once a year and shall meet at such other times during the year as it deems appropriate. In addition, the Chair of the Committee or the Chair of the Board or any two members of the Committee may call a meeting of the Committee. The Chair of the Committee shall hold *in camera* meetings of the directors, without management and non-independent directors present, at every Committee meeting.

6. Quorum

A majority of Committee members present in person, by telephone or by other permissible communication facilities shall constitute a quorum.

7. Procedure, Records and Reporting

Subject to any statute or articles and by-laws of the Corporation, the Committee shall fix its own procedures at meetings, keep minutes of its proceedings and report to the Board as appropriate (but in no event not later than the next meeting of the Board).

8. Review of Terms of Reference

The Committee shall review and reassess the adequacy of these mandates at least annually, and otherwise as it deems appropriate and recommend changes to the Board. Such review shall include the evaluation of the performance of the Committee against criteria defined in the Committee and Board mandates.

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