



**DIVERGENT ENERGY SERVICES CORP.  
HEALTH, SAFETY AND ENVIRONMENT ("HSE") COMMITTEE CHARTER**

**PART I  
ROLES AND OBJECTIVES**

**1. Committee Purpose**

The Health, Safety and Environment Committee (the "**Committee**") is established by the Board of Directors (the "**Board**") of Divergent Energy Services Corp. (the "**Corporation**") to which the Board has delegated its responsibility for oversight and due diligence by reviewing, reporting and making recommendations to the Board on the development and implementation of the policies, standards and practices of the Corporation (and its controlled subsidiaries) with respect to health, safety and environment.

The objectives of the Committee are: (i) to assist directors in meeting their responsibilities (especially for accountability) in respect of the Corporation's compliance with its legal, operational risk, industry and community obligations pertaining to the areas of health, safety and environment; and (ii) to assist directors in meeting their responsibilities in respect of the Corporation establishing effective environment, health and safety policies and procedures and maintaining management systems to implement such policies and monitor compliance.

**2. Composition of Committee**

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors, provided that a majority of the members of the Committee shall be determined by the Board to be independent within the meaning of National Instrument 52-110 (Audit Committees) and the rules of any stock exchange or market on which the Corporation's shares are listed or posted for trading (collectively, "**Applicable Governance Rules**"). In this Charter, the term "independent" includes the meanings given to similar terms by Applicable Governance Rules, including the terms "non-executive", "outside" and "unrelated" to the extent such terms are applicable under Applicable Governance Rules.

**3. Appointment of Committee Members**

The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed following each annual meeting of shareholders and shall hold office until the next annual meeting, until they are removed by the Board or until their successors are earlier appointed, or until they cease to be directors of the Corporation.

**PART II  
COMMITTEE PROCEDURE**

**1. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, that vacancy shall be filled by the Board. If and whenever a vacancy shall exist on the Committee, the remaining Committee members may exercise all their powers so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold such office until the close of the next annual meeting of shareholders or until a successor is duly appointed or they cease to be a director of the Corporation.

**2. Committee Chair**

The Board shall appoint a Chairman (the "**Chair**") for the Committee. The Chair may be removed and replaced by the Board.

**3. Absence of Chair**

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

**4. Secretary of Committee**

The Committee shall appoint a Secretary who does not need to be a director of the Corporation.

**5. Regular Meetings**

The time and place at which the meetings of the Committee shall be held and the calling of and the procedure at such meetings shall be determined by the Committee, having regard to the by-laws of the Corporation. The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times per year. The Committee may at any time and during a portion of each regularly scheduled and special Committee meeting shall, meet without management of the Corporation present.

**6. Special Meetings**

The Chair, any two members of the Committee, or the Chief Executive Officer of the Corporation may call a special meeting of the Committee.

**7. Quorum**

A quorum of the Committee shall be the attendance of a majority of the members of the Committee. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee.

**8. Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may, in any manner, waive a notice of a meeting and 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.

**9. Agenda**

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee and management of the Corporation. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

**10. Delegation**

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

**11. Access**

The members of the Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of the Corporation and to discuss such books and records as are in any way related to Committee issues of the Corporation with the officers and employees of the Corporation.

**12. Attendance of Officers, Employees, or other Advisors at a Meeting**

At the invitation of the Chair, one or more officers or employees or other advisors of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee. However, with respect to issues relating directly to the Chief Executive Officer or management of the Corporation, the Committee may bar those individuals from attending meetings during a deliberation or voting process during that period of time.

**13. Minutes of the Committee**

Minutes of the Committee shall be recorded and maintained. The Chair of the Committee shall report to the Board on the activities of the Committee or minutes will be circulated to directors who are not members of the Committee or otherwise made available at the next meeting of the Board.

**14. Procedure, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings, take minutes of Committee Meetings and retain those minutes, and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

**15. Outside Consultants or Advisors**

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors or consultants as it determines necessary to carry out its duties; and
- (b) retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

**PART III  
MANDATE OF COMMITTEE**

**1. Authorities and Responsibilities**

In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:

- (a) reviewing, and recommending to the Board for approval, fundamental policies pertaining to health, safety and environment having the potential to impact the Corporation's activities and strategies;

- (b) reviewing the Corporation's internal control systems in the areas of health, safety and environment and its strategies and policies regarding health, safety and environment;
- (c) Reviewing and reporting to the Board on:
  - i. the Corporation's performance with respect to compliance with all applicable laws, regulations and its policies with respect to health, safety and environment, on a quarterly basis;
  - ii. emerging trends, issues and regulations related to health, safety and environment that are relevant to the Corporation;
  - iii. the findings of any significant report by regulatory agencies, external health, safety and environment consultants or auditors concerning the Corporation's performance in health, safety and environment and any necessary corrective measures taken to address issues and risks that have been identified by the Corporation, external auditors or by regulatory agencies with regard to the Corporation's performance in the areas of health, safety and environment; and
  - iv. the results of any review with management, outside accountants and legal advisors of the implications of major corporate undertakings such as the acquisition or expansion of facilities or decommission of facilities;
- (d) retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice to assist in filling their responsibilities at the expense of the Corporation and without any further approval of the Board;
- (e) investigating any activity of the Corporation that has an impact on health, safety or the environment (with which investigations all employees of the Corporation shall cooperate as requested by the Committee); and
- (f) performing any other activities consistent with this mandate as the Committee or the Board deems necessary or appropriate.

## **2. Review of Disclosure**

The Committee shall review those portions of the Corporation's public disclosure documents containing significant information relating to matters within the Committee's mandate.

## **3. Review of Committee's Charter**

The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

## **4. Self-Evaluation**

The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation.

**5. Non-Exhaustive List**

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its responsibilities.

**6. Reporting to the Board**

The Committee shall report to the Board on such matters and questions relating to the health, safety and environment issues of the Corporation or any affiliates of the Corporation as the directors of the Corporation may from time to time refer to the Committee.