



HEALTH, SAFETY AND ENVIRONMENT COMMITTEE CHARTER

As of March 13, 2014

PART I ESTABLISHMENT OF COMMITTEE

1. Committee Purpose

The Health, Safety and Environment Committee (the "**Committee**") is established by the board of directors (the "**Board of Directors**") of CES Energy Solutions Corp. (the "**Corporation**") to assist the Board of Directors in fulfilling its responsibilities relating to:

- (a) due diligence in the development and implementation of systems and programs for the management of health, safety and environmental matters and to ensure the Corporation's compliance with applicable laws and regulations; and
- (b) reviewing, reporting and making recommendations to the Board of Directors about the Corporation's policies, standards, practices and performance with respect to its corporate responsibility in relation to health, safety and the environment.

2. Composition of Committee

The Committee shall consist of as many members as the Board of Directors shall determine, but in any event not fewer than three directors, provided that each member of the Committee shall be determined by the Board of Directors to be:

- (a) an "unrelated" and "independent" director as defined, in and for the purposes of, any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Corporation are from time to time listed; and
- (b) an "independent" director for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline or interpretation under such legislation.

3. Appointment of Committee Members

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

PART II COMMITTEE PROCEDURE

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board of Directors on the recommendation of the Committee, and shall be filled by the Board of Directors if the membership of the Committee is fewer than three directors. The Board of Directors may remove and replace any member of the Committee.

5. Committee Chair

The Board of Directors upon recommendation of the Committee shall appoint a chair (the "**Chair**") for the Committee. The Chair may be removed and replaced by the Board of Directors.

6. 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.

7. Secretary of Committee

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

8. Regular Meetings

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 twice per year. The Committee at any time may, and at each regularly scheduled Committee meeting shall, meet without management present.

9. 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.

10. Quorum

Two members of the Committee, present in person or by telephone or other telecommunication device that permits 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 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.

12. Agenda

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board of Directors 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.

13. 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.

14. Access

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Corporation.

15. Attendance of Officers at a Meeting

At the invitation of the Chair, one or more officers or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

16. Procedure, Records and Reporting

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

17. Outside Consultants or Advisors

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors, including any environmental or health and safety consultants, to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to 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**

18. Key Responsibilities

The Committee shall monitor, review and make recommendations on the Corporation's policies, practices, procedures and planning relating to health, safety and environmental matters, and take other action as appropriate in fulfilling its purpose, including:

- (a) monitor on an ongoing basis the health, safety and environmental policies, practices, procedures and planning of the Corporation for compliance with applicable and proposed legislation, conformity with industry standards, implementation of best

practices and prevention or mitigation of fines, penalties, losses or damages suffered by the Corporation;

- (b) consider whether the Corporation's policies, practices, procedures and planning relating to health, safety and environmental matters are being effectively implemented and whether allocation of responsibility and oversight of management is sufficient;
- (c) ensure that all material health, safety and environmental incidents or concerns are being reported to the Committee on a timely basis;
- (d) consider actions and initiatives undertaken to identify and mitigate risks related to health, safety and environmental matters having the potential to affect the Corporation's activities, plans, strategies or reputation;
- (e) receive and review reports from management with respect to all material health, safety and environmental incidents or concerns and consider all necessary reporting, mitigation and preventative action;
- (f) review and consider reports and recommendations issued by the Corporation or by any external party relating to health, safety or environmental issues, together with management's response thereto;
- (g) review and consider the sufficiency of resources and personnel available for implementing the Corporation's policies, practices, procedures and planning relating to health, safety and environmental matters; and
- (h) regularly report to the Board of Directors with respect to all of the foregoing.

19. Self-Evaluation

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

20. 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 of Directors.

21. 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.