



IPL PLASTICS INC.

MANDATE OF THE ENVIRONMENT, HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE

INTRODUCTION

The purpose of this mandate is to describe the principal duties and responsibilities of the environment, health, safety and sustainability committee (the "**EHSS Committee**") of the board of directors (the "**Board**") of IPL Plastics Inc. (the "**Company**"), as well as the policies and procedures that apply to the EHSS Committee in discharging its duties and responsibilities.

1. MEMBERSHIP

- 1.1 The EHSS Committee shall comprise at least three directors of the Company.
- 1.2 No member of the EHSS Committee shall receive, other than for services on the Board, the EHSS Committee or any other committees of the Board, any consulting, advisory or any other compensatory fee from the Company or any of its related parties or subsidiaries.
- 1.3 The EHSS Committee should meet *in camera* without members of management in attendance for a portion of each meeting of the EHSS Committee.
- 1.4 Members of the EHSS Committee and the chair of the EHSS Committee (the "**Committee Chair**") shall be appointed by the Board. In the absence of the Committee Chair at a given meeting, the remaining members of the EHSS Committee present at the meeting shall elect one of themselves to chair the meeting.
- 1.5 The Board may remove a member of the EHSS Committee at any time and may fill any vacancy occurring on the EHSS Committee. A member of the EHSS Committee may resign at any time and a member will automatically cease to be a member of the EHSS Committee upon ceasing to be a director of the Company.
- 1.6 If a regular member of the EHSS Committee is unable or unwilling to act due to absence, illness or any other cause, the Committee Chair may, after consultation with the Chair of the Board, appoint another director of the company to serve as an alternate member. Such alternate member shall meet the requirements of this mandate and applicable laws.
- 1.7 The EHSS Committee may delegate any of all of its functions to any of its members or any sub-set thereof, or other persons, from time to time as it sees fit.

2. SECRETARY

The secretary of the Company or his or her nominee shall act as the secretary of the EHSS Committee (the "**Secretary of the Committee**").

3. QUORUM

A majority of members will constitute a quorum for a meeting of the EHSS Committee. A duly convened meeting of the EHSS Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the EHSS Committee. Each member will have one vote and decisions of the EHSS Committee will be made by an affirmative vote of

the majority. Powers of the EHSS Committee may also be exercised by written resolutions signed by all members.

4. FREQUENCY OF MEETINGS

The EHSS Committee shall meet at least twice a year or additionally as the Committee Chair shall require.

5. NOTICE OF MEETINGS

- 5.1 Meetings of the EHSS Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
- 5.2 Unless otherwise agreed, notice of each meeting confirming its venue, time and date, together with an agenda of items to be discussed at such meeting, shall be forwarded to each member of the EHSS Committee and any other person required to attend reasonably in advance of the meeting, together with supporting documents (if any). The EHSS Committee may require officers and employees of the Company to attend and to produce such information and reports as the EHSS Committee may deem appropriate in order for it to fulfill its duties.
- 5.3 The EHSS Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws.

6. MINUTES OF MEETINGS

- 6.1 The Secretary of the Committee, or any other person acting in such capacity, and appointed by the EHSS Committee, shall minute the proceedings and decisions of all meetings of the EHSS Committee, including recording the names of those present and in attendance.
- 6.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Draft minutes of committee meetings shall be circulated promptly to all members of the EHSS Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

7. ANNUAL SHAREHOLDERS MEETING

The Committee Chair should attend the annual shareholders meeting of the Company to answer any shareholder questions on the EHSS Committee's activities.

8. DUTIES

The EHSS Committee should carry out the following duties:

- 8.1 review the development and implementation by management of environmental, health, safety and sustainability policies, procedures and guidelines;
- 8.2 assess corporate environmental, health, safety and sustainability practices, monitoring systems with regard to statutory and regulatory requirements, and, where applicable, take appropriate steps to ascertain that any remedial plans and programs are carried out by management and adequate reserves are in place;
- 8.3 review environmental, health, safety and sustainability audits and assessments of compliance;

- 8.4 review the company's business plan to ascertain whether environmental, health, safety and sustainability issues are adequately taken into consideration;
- 8.5 obtain reports on a timely basis in respect of notices, complaints, investigations and proceedings by governmental authorities or others, and all judgments and orders in respect of environmental, health, safety and sustainability matters;
- 8.6 review actions taken by the Company to develop and implement appropriate employee training standards and communications;
- 8.7 monitor accounting accrual for environmental costs in conjunction with the Audit Committee;

9. REPORTING RESPONSIBILITIES

- 9.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The EHSS Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. OTHER MATTERS

The EHSS Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.2 give due consideration to applicable laws, regulations and rules of any stock exchange upon which the Company's securities are listed;
- 10.3 arrange for periodic reviews of its own performance and review its constitution and mandate to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- 10.4 perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

11. AUTHORITY

- 11.1 The EHSS Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2 The EHSS Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within the scope of its mandate. For the avoidance of any doubt, the EHSS Committee has sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

LIMITATIONS ON COMMITTEE'S DUTIES

Nothing contained in this mandate is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or the members of the EHSS Committee.

Member of the EHSS Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.

Dated: October 23, 2019
Approved by: EHSS Committee of the Board