

## **BLACKLINE SAFETY CORP.**

### **TERMS OF REFERENCE FOR THE GOVERNANCE, COMPENSATION AND SUSTAINABILITY COMMITTEE CHAIR**

The term "**Corporation**" refers to Blackline Safety Corp., the term "**Board**" refers to the Board of Directors of the Corporation, the term "**Committee**" refers to the Governance, Compensation and Sustainability Committee of the Board, and the term "**Chair**" refers to the chair of the Committee.

#### **I. INTRODUCTION**

- A.** The Chair is appointed annually by the Board and reports to the Board.
- B.** The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee.
- C.** The Chair works principally with either the chair of the Board (the "**Board Chair**") or the lead director of the Corporation (if applicable) to ensure effective relations with Committee members.
- D.** The Chair maintains on-going communications with the Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**") and with such other officers of the Corporation as the Chair determines appropriate.

#### **II. DUTIES AND RESPONSIBILITIES**

##### **A. Working with the Corporation**

The Chair has the responsibility to:

- (a) lead the Committee in overseeing management's formulation of corporate governance, human resources and compensation policies and procedures;
- (b) lead the Committee in overseeing the preparation of the Corporation's public disclosure relating to its corporate governance, human resources and compensation policies and procedures, and generally relating to compliance with corporate governance, human resources and compensation related legal and regulatory requirements;
- (c) lead the Board in assessing (i) the performance of the Corporation's CEO and CEO's assessment of the Corporation's other officers, and (ii) the Corporation's compliance with and adherence to applicable policies and procedures;
- (d) lead the Committee in overseeing safety, environmental and sustainability matters; and
- (e) report to the Board after each Committee meeting at the Board's next meeting.

##### **B. Managing the Committee**

The Chair has the responsibility to:

- (a) attempt to ensure the Committee is alert to its obligations to the Board and pursuant to law;

- (b) chair Committee meetings;
- (c) establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings may be called by the Chair, or at the request of two members of the Committee);
- (d) assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee members;
- (e) co-ordination of the agenda, information packages and related events for Committee meetings in conjunction with the CEO and CFO;
- (f) maintain a liaison and communication with Committee members, other directors and the Board Chair to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- (g) in collaboration with the CEO and CFO, assist in ensuring information requested by Committee members is provided and meets their needs; and
- (h) in conjunction with the Board (or a committee of the Board to which responsibility in respect thereof may be delegated), review and assess Committee attendance, performance and compensation and the size and composition of the Committee.

May 18, 2021