

CAPITAL PROJECTS AND ENVIRONMENTAL, HEALTH & SAFETY COMMITTEE
CHARTER

Effective September 11, 2017

1. PURPOSE

- 1.1 The Capital Projects and Environmental, Health & Safety Committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of the Fortress Global Enterprises Inc. (the "**Company**") to discharge the Board's responsibilities relating to: (i) overseeing, reviewing, evaluation, monitoring and assessing the execution of significant capital projects of the Company; and (ii) assisting the Board in its oversight of reviewing and monitoring environment, health and safety, and other sustainability management systems, policies and programs of the Company. For the purposes of this charter a Capital Project shall be defined as capital investments, either individually or in the aggregate, of at least \$1 million ("**Capital Project**").

2. COMPOSITION OF COMMITTEE

- 2.1 The Committee shall consist of no fewer than two Board members. Unless the Board otherwise determines, all of the members of the Committee shall at all times meet the independence requirements of National Instrument 58-101 – "Disclosure of Corporate Governance Practices", as same may be amended from time to time.
- 2.2 The members of the Committee shall be appointed by the Board. The Committee members may be replaced by the Board, as the Board shall determine from time to time. There shall be a chair of the Committee, who shall be appointed by the Board.

3. AUTHORITY AND RESPONSIBILITIES

- 3.1 The Committee shall have the following authority and responsibilities in respect of its capital projects mandate:
- (a) direct the evaluation, review, assessment and monitoring of and generally oversee the Company's Capital Projects from time to time, including but not limited to assessing the progress of such projects and determining and identifying any significant issues relating thereto that may have an impact on the budget and/or timing of completion of such projects, or any qualitative issues, and to consider the desirability of and develop plans for addressing any such issues;
 - (b) develop risk management policies and strategies to determine if the Capital Project can be completed, subject to meeting specific financial criteria that are in the best interest of the Company;
 - (c) to evaluate, consider and recommend to the Board for approval any proposal relating to the Company's Capital Projects;
 - (d) to review and approve, annually, the aggregate Capital Project budget for the Company, and for each of the Company's business segments;

- (e) to review and evaluate the terms of any material contractual agreements (for purposes of this mandate – material contracts includes any contract having a total value of \$5 million or more over the life of the contract) relating to the Company's Capital Projects and to make recommendations to the Board in connection with such contractual agreements;
- (f) to ensure formal capital procedures are developed and formally documented;
- (g) to oversee the implementation of any proposals relating to the Company's Capital Projects upon receiving Board approval to proceed with such projects;
- (h) to consult and enter into discussions with management of the Company and any of its subsidiaries as the Committee may deem necessary or advisable to ensure Capital Projects are successful;
- (i) to conduct and carry out such investigations and take such actions in relation to the Company's Capital Projects as the Committee may deem necessary or advisable;
- (j) to report to the Board as to the foregoing matters and make such recommendations thereon as the Committee may consider appropriate and as would be in the best interests of the Company; and
- (k) to otherwise do all other such things as the Committee may deem necessary or advisable in respect of the foregoing to assist the Board with fulfilling its fiduciary duties and/or as may be requested of the Committee by the Board from time to time.

3.2 The Committee may meet with professional advisors or consultants that have been engaged by the Company or any of its subsidiaries engaged in a Capital Project in respect of its foregoing mandate as the Committee may deem necessary or advisable from time to time.

3.3 The Committee may engage third party professional advisors or consultants as the Committee may deem necessary or advisable from time to time to monitor, review, evaluate and assess the progress of any Capital Project of the Company and to report to the Committee and the Board as to its conclusions and recommendations.

3.4 The Committee shall have the following authority and responsibilities in respect of its environment, health and safety and other sustainability management mandate:

- (a) to establish principles and policies of environment, health and safety, and sustainability stewardship for the Company;
- (b) to monitor the compliance by the Company with its principles and policies relating to environment, health and safety, and sustainability stewardship;
- (c) to review and make recommendations to the Board regarding the scope of environment, health and safety, and sustainability risks to the Company's operations and future growth and the adequacy and effectiveness of the Company's management systems and controls to mitigate these risks and liabilities;
- (d) to require senior management to regularly provide the Board with adequate reporting for the Board to monitor the compliance by the Company with its principles and policies relating to environment, health and safety and sustainability stewardship;

- (e) to review and make recommendations to the Board on compliance with legal and regulatory requirements and any voluntary commitments the Company has made related to environment, health and safety, and sustainability, with a focus on continuous improvements and ensuring consistent practice across the Company;
 - (f) to ensure that the Company monitors and reviews current and emerging legislation and regulation and industry best practices on environment, health and safety, and sustainability, and evaluate their actual or potential impact on the Company and its shareholders;
 - (g) to recommend to the Board practices and procedures which may be conducive to the fulfillment of the goals, objectives and targets of the Company's environmental, health and safety, and sustainability principles;
 - (h) to regularly review management reports on environment, health and safety, and sustainability performance and assess the Company's performance against goals, objective and targets in these areas and make recommendations for improvement where appropriate;
 - (i) to review directors' duties and responsibilities related to environment, health and safety, and sustainability matters including, but not limited to, the selection, preparation and disclosure of performance data and information relating thereto to shareholders and the public;
 - (j) to report to the Board as to the foregoing matters and make such recommendations thereon as the Committee may consider appropriate and as would be in the best interests of the Company; and
 - (k) to otherwise do all other such things as the Committee may deem necessary or advisable in respect of the foregoing to assist the Board with fulfilling its fiduciary duties and/or as may be requested of the Committee by the Board from time to time.
- 3.5 The Committee may engage third-party professional advisors or consultants, as the Committee may deem necessary or advisable from time to time, to monitor, review, evaluate and assess the progress of any environment, health and safety, or sustainability initiative of the Company and to report to the Committee and the Board as to its conclusions and recommendations.
- 3.6 The Committee may meet with professional advisors or consultants that have been engaged by the Company or any of its subsidiaries engaged in a environment, health and safety or sustainability initiative, as the Committee may deem necessary or advisable from time to time.
- 3.7 The Committee may examine such records and interview and secure the support and assistance of such employees and officers of the Company and any of its subsidiaries, as the Committee may deem necessary or advisable from time to time.
- 3.8 The Committee may invite such directors, officers and employees of the Company or other advisors at it may see fit from time to time to attend meetings and assist in the discussion and consideration of the business of the Committee.

- 3.9 The Committee may advise the Board with respect to any matters or issues of concern to the Committee in connection with the foregoing that the Committee may consider necessary or advisable.
- 3.10 The Committee may do all such other acts, carry out such other duties and to otherwise authorize, approve, execute and deliver such agreements and other documents as the Committee may consider necessary or advisable for the proper performance by the Committee of its responsibilities set forth herein.
- 3.11 The Committee may periodically review and assess the adequacy of this Committee Charter and recommend any proposed changes to the Board for approval.

4. SUBCOMMITTEES AND REPORTING TO THE BOARD

- 4.1 The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.
- 4.2 The Committee shall be entitled to establish its own procedures, including the timing and place of meetings, as it considers necessary or advisable including, without limitation, a determination as to when its responsibilities have been performed and are complete. All meetings will be evidenced by written minutes of each such meeting prepared by the members of the Committee.
- 4.3 In any report of the Committee to the Board that relates to any matter herein, the Committee shall provide such recommendation to the Board as it deems appropriate.
- 4.4 The minutes of all meetings of the Committee shall be made available for review by any member of the Board on request to the chair of the Committee.