



Boart Longyear Group Ltd. (Ontario Corporation No. 002854330 / ARBN 652 848 103)

Governance, Safety and Sustainability Committee Charter

1. GENERAL

- 1.1 The purpose of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to ensuring:
- (a) Appropriate governance practices are in place and being followed by management as well as the Board.
 - (b) Appropriate health and safety practices are in place and being followed by management as well as the Board.
 - (c) Appropriate sustainability, social and environmental practices are in place and being followed by management as well as the Board, excluding those duties and responsibilities delegated to the Remuneration, Nomination and Human Resources Committee, including diversity matters.
- 1.2 The Committee has authority from the Board to review and investigate any matter within the scope of its charter and make recommendations to the Board in relation to the outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations, and the Board retains its authority over such matters.
- 1.3 The Committee has unrestricted access to employees and records and is authorised to take advice from external parties as appropriate at Boart Longyear's expense.
- 1.4 In this charter, the following terms have the following meanings:
- “**Board**” means the Board of Boart Longyear.
- “**Boart Longyear**” means Boart Longyear Group Ltd.
- “**Company**” means Boart Longyear.
- “**Director**” means a member of the Board of Boart Longyear.
- “**EHS**” means the Company environmental, health, and safety programs and initiatives.
- “**ESG**” means the Company environmental, social (which for purposes of this Committee pertains to overall sustainability matters), and governance programs and initiatives.
- “**independent Director**” means a Director who has been determined by the Board to be independent in accordance with applicable laws and regulations.

“**non-executive Director**” means a Director who is not employed in an executive capacity by any Boart Longyear entity.

2. **COMPOSITION**

- 2.1 The Committee will consist of at least three Directors, the majority of which will be independent Directors and all of which will be non-executive Directors.
- 2.2 The Chair of the Committee should be an independent Director who is not the Chair of the Board.
- 2.3 The Company Secretary or their nominee will act as the Secretary to the Committee.

3. **MEETINGS**

- 3.1 The Committee must meet as often as required and at least four times each year.
 - 3.2 Meetings will be called by the Secretary at the direction of the Board or at the request of the Committee Chair. Notices sent by delivery or by telephonic or electronic means shall be sent no less than 48 hours before the time of the meeting. Notices sent by mail shall be sent no less than 5 days before the day of the meeting.
 - 3.3 Subject to paragraph 3.6, members of the Board or management may attend all or part of a meeting of the Committee.
 - 3.4 The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request. All minutes of the Committee must be entered into a minute book maintained for that purpose.
 - 3.5 The Committee will develop an annual program to meet its responsibilities.
 - 3.6 The Committee will meet without members of management being present if the Committee Chair or the Committee considers it appropriate that members of management not be in attendance.
 - 3.7 The Committee Chair, or their nominee, will report to the Board after each meeting of the Committee.
 - 3.8 A quorum will comprise of a majority of Committee members. In the absence of the Committee Chair, Committee members will elect an alternate Committee member to act as Chair for that meeting.
 - 3.9 Each member of the Committee will have one vote and questions will be decided by a majority of votes. In the case of an equality of votes, the Chair of the Committee will have a second or casting vote, provided more than two of the members present are entitled to vote.
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4. DUTIES

Governance

- 4.1 In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties in relation to governance:
- (a) Oversee the Company's compliance and ethics program, including compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit and Risk Committee or equivalent) or human resource related investigations (which are the responsibility of the Remuneration, Nomination and Human Resources Committee or equivalent), and from time to time, discuss with management, the Company's compliance and ethics program, as well as the status of pending litigation and/or investigations related to the compliance hotline as well as environmental issues and other areas of oversight, as may be appropriate.
 - (b) Oversee the Company's governance policies and initiatives and review written reports from management on the status of such policies and initiatives, including those related to EHS, ESG and compliance with such policies and initiatives and applicable legislation and regulations.
 - (c) Oversee the Company's compliance with the Code of Business Conduct, including periodically reviewing and updating the Code of Business Conduct, and evaluating any actual or potential conflicts of interest of Directors, and management's activities to monitor compliance with the Code of Business Conduct.
 - (d) Oversee the program for delivering board trainings and professional development related to items within the scope of the Committee.
 - (e) Assess, review and report to the Board on Boart Longyear's policies and practices designed to ensure compliance with laws, contractual obligations and, where applicable, Boart Longyear established standards in the following areas:
 - (i) trade practices and anti-trust;
 - (ii) anti-discrimination;
 - (iii) anti-corruption;
 - (iv) human rights and modern slavery;
 - (iv) privacy; and
 - (v) continuous and periodic disclosure.
 - (f) Review in advance the Company's governance communication plans, such as ESG reporting, and any reports issued by the Company in connection with its governance initiatives.
 - (g) Review, at least annually, the Company's policies, including those related to anti-bribery and anti-corruption.
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- (h) Review, at least annually, safety or due diligence guidance as it relates to the Board as may be required by applicable law or regulation or recommended for best practices and communicate any findings to the Board.
- (i) Review and recommend to the Board for approval Board governance policies and procedures.

Safety

4.2 In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties in relation to safety:

- (a) Oversee the Company's safety and health policies and initiatives and review written reports from management on the status of such policies and initiatives, including those related to EHS, ESG and compliance with such policies and initiatives and applicable legislation and regulations.
- (b) Review any reports from management detailing the nature of, and any remedial action taken with respect to, any material safety or health incident which is required be reported to appropriate regulatory authorities and may have a material effect on the financial condition or reputation of the Company. The Chair will determine what other Committee action is appropriate.
- (c) Review in advance the Company's safety and health communication plans and any reports issued by the Company in connection with its safety and health initiatives.
- (d) Review safety objectives for the purposes of the Company's corporate plans (or such other incentive programs, such as the corporate bonus plan, as may be relevant from time to time) and make recommendations to the Board regarding the appropriateness of those objectives.
- (e) Review the Directors' Work Health & Safety Due Diligence Guide.

Sustainability

4.3 In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties in relation to sustainability:

- (a) Oversee the Company's sustainability and environmental policies and initiatives and review written reports from management on the status of such policies and initiatives, including those related to EHS, ESG and compliance with such policies and initiatives and applicable legislation and regulations.
 - (b) Review any reports from management detailing the nature of, and any remedial action taken with respect to, any material sustainability or environmental incident which is required to be reported to appropriate regulatory authorities and may have a material effect on the financial condition or reputation of the Company. The Chair will determine what other Committee action is appropriate.
 - (c) Review, at least annually, any policies and initiatives related to Company carbon usage or expenditure.
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- (d) Review in advance the Company's sustainability and environmental communication plans and any reports issued by the Company in connection with its safety and health initiatives.

4.4 The Committee will report or make recommendations to the Board in relation to each of its duties set out above as required or appropriate.

5. **ASSESSMENT**

5.1 At least once each year the Committee and the Board will review the performance of the Committee, including the performance of individual Committee members. This review will incorporate the views of relevant stakeholders.

5.2 At least once each year the Committee will review this charter and make recommendations to the Board in relation to any proposed change to this charter.