ENERCARE INC.

CORPORATE RESPONSIBILITY AND RISK MANAGEMENT COMMITTEE MANDATE
1. **Composition of the Corporate Responsibility and Risk Management Committee**

   The board of directors (the “Board” or “Directors”) shall appoint the Corporate Responsibility and Risk Management Committee of at least three Directors. All members of the Corporate Responsibility and Risk Management Committee shall, in the judgment of the Board, be “independent” within the meaning of National Instrument 58-101 - Disclosure of Corporate Governance Practices, as replaced or amended from time to time (including any successor rule or policy thereto). Each member shall hold office until his or her term as a member of the Corporate Responsibility and Risk Management Committee expires or is terminated.

2. **Responsibilities of Corporate Responsibility and Risk Management Committee**

   The Corporate Responsibility and Risk Management Committee is responsible for the management of the social, environmental, ethical, legal, regulatory and operational issues and risks (collectively, the “Risks”) of the Corporation. The responsibilities of the Corporate Responsibility and Risk Management Committee shall, subject to the determination of the Board from time to time, consist of:

   (i) Assisting the Board in overseeing the development of strategy and policy on effective Risk management and promoting a culture of integrity at the Corporation.

   (ii) Overseeing key stakeholder engagement on social, environmental and ethical issues.

   (iii) Approving the Corporation’s Code of Business Conduct (the “Code”), monitoring compliance with the Code, and receiving reports assuring the Board that the Code is being adhered to. Any waivers from the Code for the benefit of any Director or senior management must be approved by the Corporate Responsibility and Risk Management Committee and, if appropriate, reported to the Board and the public.

   (iv) Identifying and monitoring key Risks of the Corporation and evaluating their management by ensuring that policies, systems and metrics are in place relating to such Risks.

   (v) Approving Risk management policies, systems and metrics and other checks and balances to manage Risk and reviewing such policies, systems and metrics at least once a year to satisfy itself that they remain appropriate and prudent.

   (vi) Providing a forum for “big picture” analysis of future Risks, including the consideration of Risk trends.

3. **Procedure**

   A quorum for meetings of the Corporate Responsibility and Risk Management Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Corporate Responsibility and Risk Management Committee shall be the same as those governing the Board.
4. **Chair of the Corporate Responsibility and Risk Management Committee**

The Board shall appoint one member to be Chair of the Corporate Responsibility and Risk Management Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed.

5. **Reporting**

The Corporate Responsibility and Risk Management Committee shall report to the Board on all significant matters dealt with the Corporate Responsibility and Risk Management Committee.

6. **Retention of Advisors**

The Corporate Responsibility and Risk Management Committee may engage such advisors, without the approval of the Board and at the expense of the Corporation, as it considers necessary to perform its duties.

7. **Review of Mandate**

The Corporate Responsibility and Risk Management Committee shall review the Code and this mandate at least annually or otherwise as it deems appropriate, and propose recommended changes to the Board.

8. **Disclosure**

This mandate shall be posted on the Corporation’s website.

Last reviewed by the Board of Directors on March 7, 2016.