

ENERCARE INC. and ENERCARE SOLUTIONS INC.

BOARD OF DIRECTORS MANDATE

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Enercare Inc. and Enercare Solutions Inc.
(together, the “Corporation”)

BOARD MANDATE

1. GENERAL

The Board of Directors (the “**Board**”) believes that sound corporate governance practices are essential to the well-being of the Corporation and the promotion and protection of its shareholders’ interests. The Board oversees the functioning of the Corporation’s governance system. The fundamental responsibility of the Board is to supervise the activities and manage the investments and affairs of the Corporation.

The Board has adopted this Mandate, which reflects the Corporation’s commitment to high standards of corporate governance, to assist the Board in supervising the management of the business and affairs of the Corporation as required under applicable law.

The Board promotes fair reporting, including financial reporting, to shareholders of the Corporation and other interested persons as well as ethical and legal corporate conduct through an appropriate system of corporate governance, internal controls and disclosure controls.

The Board believes that the Corporation is best served by a board of directors that functions independently of management and is informed and engaged.

2. BOARD COMPOSITION

(a) Board Membership Criteria

Directors will be selected with a view to the competencies, skills and personal qualities that are necessary for the Board, as a whole, to possess; the competencies, skills and personal qualities that each existing Director possesses; and the competencies, skills and personal qualities each new candidate will bring to the Board.

Candidates for Board membership are expected to enhance the Board’s decision-making process and overall management of the business and affairs of the Corporation. Directors must have sufficient time to carry out their duties and not assume responsibilities which would materially interfere with or be incompatible with Board membership.

(b) Director Independence

The Board’s composition and procedures are designed to permit it to function independently from management and to promote and protect the

interests of all shareholders. The Board will at all times have at least two members who are not officers or employees of the Corporation or its affiliates.

(c) Board Size

The Board shall consist of a minimum of 3 and a maximum of 10 Directors. The current Board is comprised of 6 Directors and the Board considers this to be an appropriate size for effective decision-making given the nature of the operations of the Corporation and its current ownership.

(d) Quorum

A quorum shall consist of a majority of Directors then holding office. Notwithstanding any vacancy among the number of Directors, a quorum may exercise all of the powers of the Directors.

(e) Term

The Board does not believe it should establish term limits for its members as such limits may deprive the Corporation and its shareholders of the contributions of members who have been able to develop, over time, valuable insights into the Corporation, its strategy and business operations.

(f) Service on Other Boards and Committees

The Board does not believe that its members should be prohibited from serving as a trustee, director or in a similar position for a government agency or an outside entity, so long as these commitments do not create a conflict of interest or interfere with their ability to fulfill their duties as a member of the Board. Directors must be mindful of the number of public company boards and committees of those boards on which they serve, taking into account potential board and committee attendance, participation and effectiveness on those boards and committees.

On or before accepting an appointment to the board or a committee of any entity, a Director should advise the Chair of the Board, if any, or in the absence of a Chair, the Board.

3. DIRECTORS' RESPONSIBILITIES

Directors must act honestly and in good faith with a view to the best interests of the Corporation and its shareholders and in connection therewith shall exercise

the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In order to fulfill this responsibility, each Director is expected to:

- (i) participate, with management, in developing a multi-year strategic plan and annual business plans and approve such plans;
- (ii) develop and maintain a thorough understanding of the Corporation's operational and financial objectives, financial position and performance and the performance of the Corporation relative to its principal competitors;
- (iii) ensure that the Corporation's activities are at all times conducted in accordance with its strategic plan;
- (iv) diligently prepare for each meeting, including reviewing all meeting materials distributed in advance;
- (v) actively and constructively participate in each meeting, including seeking clarification from management and outside advisors where necessary to fully understand the issues under consideration; and
- (vi) diligently attend meetings of the Board and any committee of which he or she is a member.

4. BOARD DUTIES AND RESPONSIBILITIES

In fulfilling its responsibilities, the Board is, among other matters, responsible for the following matters.

(a) Appointment and Supervision of Chief Executive Officer and Senior Management

The Board appoints and supervises the Chief Executive Officer (the "CEO") and other members of senior management, approves their compensation and, as permitted by applicable law, delegates to senior management responsibility for the day-to-day operations of the Corporation.

The Board will, to the extent feasible, satisfy itself as to the integrity of the CEO and the other members of senior management and that the CEO and the other members of senior management create a culture of integrity throughout the Corporation.

The Board will review the executive management succession plan and talent management plan and monitor the development and performance of the CEO and other senior management against such plans.

(b) Strategic Planning and Risk Management

The Board will develop with management an annual investment plan and annual budget with measurable performance indicators and will approve such plans. In this regard, the Board will:

- (i) participate in strategic planning by reviewing, questioning and ultimately approving the investment plans proposed and developed by senior management including, on an annual basis a budget that includes rigorous but realistic goals within which management will operate in relation to capital expenditures, acquisitions and dispositions, finance and investment, risk management, internal controls over financial reporting, disclosure controls and management information systems;
- (ii) approve key success indicators;
- (iii) approve annual corporate and management performance targets consistent with the Corporation's strategic plan;
- (iv) confirm that a system is in place to identify the principal risks facing the Corporation and its subsidiaries and their businesses and that appropriate procedures are in place to monitor and mitigate such risks; and
- (v) confirm that processes are in place to address and comply with applicable legal, regulatory, corporate, securities and other compliance matters.

(c) Financial Reporting and Management

The Board will:

- (i) approve Enercare Inc.'s and Enercare Solutions Inc.'s respective annual and interim financial statements and related management's discussion and analysis, as applicable, and review and oversee the integrity of the Corporation with respect to its compliance with applicable audit, accounting and financial reporting requirements;
- (ii) approve annual operating and capital budgets;
- (iii) confirm the integrity of the Corporation's internal controls over financial reporting and management information systems;

- (iv) review operating and financial performance results relative to established strategies, plans, budgets and objectives; and
- (v) establish and review policies and audit procedures with respect to expense accounts and management perquisites and benefits of the Directors and senior management of the Corporation and review the results of such procedures with the internal auditor.

(d) Disclosure

The Board will satisfy itself that appropriate policies and procedures are in place regarding public disclosure, communications and restricted trading by insiders. In this regard, the Board will maintain a written Disclosure Policy and Insider Trading Policy in order to:

- (i) disclose all material information in compliance with Enercare Solutions Inc.'s timely disclosure obligations and to prevent selective disclosure of material information to institutional investors, market professionals and others;
- (ii) verify that news releases and corporate documents issued by the Corporation and public oral statements made by or on behalf of the Corporation are accurate and do not contain a misrepresentation;
- (iii) inform all Directors, officers and other applicable employees of the Corporation and any applicable service providers about their obligation to preserve the confidentiality of undisclosed material information; and
- (iv) inform all Directors, officers and other applicable respective employees of the Corporation and any applicable service providers about prohibitions on illegal insider trading and tipping under applicable law.

(e) Corporate Governance

The Board will:

- (i) establish an appropriate system of corporate governance; and
- (ii) establish committees and approve their respective mandates and the limits of authority delegated to each committee.

(f) Pension Plans

The Board will:

- (i) administer and manage the pension plans of the Corporation in compliance with the terms of the pension plans and all applicable laws;
- (ii) establish the roles and responsibilities of the officers and employees of the Corporation and of third party agents and service providers with respect to the operation and governance of the pension plans; and
- (iii) establish a Pension Management Sub-Committee, delegate to such committee the Board's duties of oversight of the pension plans, and receive regular reports from the Pension Management Sub-Committee regarding pension plan oversight.

(g) Approval of Certain Other Matters

Notwithstanding the delegation to management of the authority to manage the business of the Corporation, the Board must approve the following:

- (i) those matters which may not be delegated by the Board by law; and
- (ii) such other matters as the Board may, from time to time, determine require its approval.

5. CHAIR

(a) Appointment

The Directors may appoint one Director to be Chair of the Board. In the absence of the Chair at a meeting of the Board, the Directors in attendance may select one of them to act as chair of that meeting.

(b) General

The Chair of the Board, if any, is responsible for the management, development and effective performance of the Directors, and for providing leadership to the Directors in carrying out their collective responsibility for supervising the management of the business and affairs of the Corporation.

(c) Specific Role and Responsibilities

The Chair, if appointed, will:

- (i) ensure that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently of management;
- (ii) ensure the responsibilities of the Directors are effectively carried out in compliance with this mandate and that the functions of the Board delegated to committees are carried out by the committees and reported to the Board;
- (iii) maintain an effective relationship between the Board and management;
- (iv) provide direction and advice to senior management, including defining major issues, maintaining accountability to stakeholders and building relationships;
- (v) ensure that the Board and any Board committees have the necessary resources to support their work (in particular, timely and relevant information);
- (vi) ensure compliance with the Corporation's governance policies, including those regarding regularity and conduct of Board meetings, managing and reporting information and other policies relating to the Board's business;
- (vii) chair meetings of the Board, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual Directors and ensuring that clarity regarding decisions is reached and duly recorded; and
- (viii) carry out other duties as requested by the Directors, as needs and circumstances arise.

6. SECRETARY

(a) Appointment

The Board will have a Secretary who is not the CEO.

(b) General

The Secretary will be responsible for assisting the Chair, if any, in managing the operations and affairs of the Board and for performing

additional duties requested by the Chair, if any, or the Board or any of its committees.

(c) Specific Role and Responsibilities

The Secretary will:

- (i) confirm that all notices and materials are delivered to shareholders and Directors in a timely manner;
- (ii) confirm that all minutes of meetings of shareholders, the Board and committees are accurately recorded;
- (iii) confirm that copies of the minutes are circulated to each Board or committee member, as the case may be, on a timely basis (with Directors receiving minutes of all committee meetings once approved by the applicable committee);
- (iv) facilitate communication among the Directors and among the Board, its committees and management;
- (v) administer the operations of the Board and its committees; and
- (vi) perform additional duties requested by the Chair, if any, or the Board or any of its committees.

7. BOARD COMMITTEES

(a) General

The Board carries out its responsibilities directly and through the Audit Committee and such other committees as it may establish from time to time.

(b) Committee Chairs

The Board may appoint one member to be the Chair of a committee.

(c) Mandates

Each committee shall, as appropriate, adopt a mandate which sets out its responsibilities and duties. With respect to the Audit Committee, the role of the Audit Committee, subject to the determination of the Board from time to time, is to review: (i) the engagement of auditors; (ii) the financial policies and procedures of the Corporation; (iii) the financial statements of the Corporation; and (iv) budgets.

8. BOARD AND COMMITTEE MEETINGS

(a) Scheduling

Board meetings are scheduled in advance at appropriate intervals throughout the year, which will be not less than quarterly. In addition to regularly scheduled Board meetings, additional Board meetings may be called upon proper notice at any time to address specific needs of the Corporation.

Each committee shall meet as often as it determines is necessary to fulfill its responsibilities, which in the case of the Audit Committee will be not less than quarterly.

(b) Agenda

The Chair, if any, establishes the agenda for each Board meeting in consultation with the other Directors and senior management as necessary. Any Director may propose the inclusion of items on the agenda, request the presence of or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting. In the absence of a Chair, the Directors shall work collaboratively to determine the agenda.

Committee chairs, if appointed, establish the agenda for each committee meeting. Any committee member may propose the inclusion of items on the agenda, request the presence of or a report by any member of management, or at any committee meeting raise subjects that are not on the agenda for the meeting.

An officer of the Corporation will distribute agenda and meeting materials in advance of each Board or committee meeting to allow Board or committee members, as the case may be, sufficient time to review and consider the matters to be discussed.

(c) Distribution of Information

Information that is important to the Board's and a committee's understanding of the business and its agenda shall be distributed to Directors and committee members, as applicable, sufficiently in advance of Board and committee meetings to permit the Directors adequate time to consider the material and ask questions of management as appropriate. Sensitive subject matters may be discussed at a meeting without written materials being distributed in advance or at the meeting.

(d) Preparation, Attendance and Participation

Each Director is expected to be diligent in attending meetings of the Board and any committee of which he or she is a member. A Director who is unable to attend a Board or committee meeting in person may participate by telephone or teleconference.

9. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board will ensure procedures are in place and resources are made available to provide new Directors with a proper orientation to both the Corporation and their responsibilities and duties as Directors and to provide other Directors with appropriate continuing education opportunities.

10. BOARD ACCESS TO MANAGEMENT, OUTSIDE COUNSEL AND ADVISORS

The Board has complete access to members of management and the Corporation's outside counsel and auditors. It is the obligation of each Director to use judgment to ensure that such contact is not distracting to the business operations of the Corporation. The Board and its committees may invite any member of management, employee of the Corporation, outside advisor or other person to attend any of their meetings.

The Board and any of its committees may retain an outside advisor at the expense of the Corporation at any time and have the authority to determine the advisor's fees and other retention terms. Individual Directors may retain an outside advisor at the expense of the Corporation with the approval of the Chair of the Board, if any, or in the absence of a Chair, the Board.

11. CODE OF BUSINESS CONDUCT AND WHISTLEBLOWER POLICY

The Corporation has established and will maintain a written Code of Business Conduct for its Directors, officers, employees and, to the extent feasible, its agents, consultants, contractors and business partners. The Corporation has also established and will maintain a Whistleblower Policy in order to encourage the reporting of behaviour(s) that violate the Code. The purpose is to ensure that the Corporation maintains a high level of trust and integrity in accordance with the highest ethical standards.

12. ROLE OF MANAGEMENT

Management is responsible, on a shared basis with the Board, for developing strategy, and directly responsible for implementing strategy. Management is also responsible for safeguarding the Corporation's assets and for creating wealth for shareholders. When management performance is inadequate, the Board has the responsibility to bring about appropriate change, and when management performance is effective, the Board will reward management accordingly.

The Corporation's governance guidelines are designed to create autonomy and effective decision-making of management and to ensure appropriate oversight by the Board and the Board's committees. Management of the Corporation is under the direction and control of the CEO. Senior management, through the CEO, reports to and is accountable to the Board.

Management is responsible for developing an annual investment plan and annual budget, which includes an annual operating and capital budget for review and approval of the Board. The Board's approval of the investment plan and budget provides a mandate for management to conduct the affairs of the Corporation. Material deviations from the investment plan and budget are reported to and considered by the Board.

Last reviewed by the Board of Directors on November 19, 2018.