



## Notice of Meeting and Management Information Circular

For the Annual Meeting of  
Shareholders to be held on  
May 13, 2022

Dated: March 31, 2022



## 2022 NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

### Meeting Date, Time and Venue

Badger Infrastructure Solutions Ltd. will be holding its annual meeting of shareholders on Friday, May 13, 2022 at 1:30 p.m. (Mountain Time) (the **Meeting**). The Meeting will be held virtually via live audiocast (the **Audiocast**) to minimize health and safety risks related to the ongoing COVID-19 pandemic.

The Audiocast can be accessed at: <https://meetnow.global/ML52MDD>

### Business of the Meeting

- > Receiving our consolidated financial statements for the year ended December 31, 2021 and the independent auditor's report thereon
- > Electing our directors
- > Appointing our auditor
- > Advisory vote on our approach to executive compensation ("say on pay")
- > Considering any other business properly presented at the Meeting

### Additional Information

We encourage all shareholders to attend and participate in the Meeting. For additional details regarding the Meeting and the Audiocast, including the business to be covered, procedures for voting and asking questions and other technical information, please refer to the accompanying 2022 Management Information Circular or visit our website at <https://ir.badgerinc.com/events-and-investor-presentation/>.

By order of the board of directors of Badger Infrastructure Solutions Ltd.

Dated at Calgary, Alberta on March 31, 2022.

"Glen Roane"

**Glen Roane**  
Chair of the Board

## 2022 MANAGEMENT INFORMATION CIRCULAR

In 2021, we continued to position the Corporation for the long-term market opportunity we see in non-destructive excavation and related services. We strengthened Badger's operations and sales and marketing organizations, and realigned our operational network to improve focus on key regional markets and customer segments. We also implemented a Materials Resource Planning (MRP) system in our manufacturing operations and completed a legal reorganization that allows for more tax efficient transfer of trucks across state and provincial jurisdictions.

Early 2022 indications are that markets are continuing to recover from the COVID-19 related challenges of 2021. Badger is well positioned to service its customers as demand improves, and expects that higher volumes will support positive operating leverage.

Badger's strong social governance around health and safety processes supported our response to the COVID-19 pandemic, and Badger has successfully serviced our customers throughout this period with processes to ensure the safety of our fellow employees and customers. The safety of our fellow shareholders is also top of mind so Badger will again be holding its 2022 annual meeting of shareholders (the **Meeting**) on May 13, 2022 virtually by live Audiocast. Registered shareholders and duly appointed proxyholders will have the ability to listen and participate in the meeting, submit questions and securely vote in real time through the Audiocast, as described in greater detail under the heading "*About the Shareholder Meeting*" starting on page 6 of this circular. As the COVID-19 pandemic lessens in severity, we look forward to again holding shareholder meetings in person.

2021 was Badger's 30<sup>th</sup> anniversary. Over that 30-year period, we have continued to develop new and valuable services required by our customers. Badger always looks to the future, and we are excited about our strategic plan, which targets the market opportunities that exist in helping to safely build and maintain North America's critical infrastructure.

Dated at Calgary, Alberta on March 31, 2022.

### BADGER INFRASTRUCTURE SOLUTIONS LTD.

"Paul Vanderberg"

**Paul Vanderberg**  
President & Chief Executive Officer

In this circular, the following terms shall have the following meanings:

- > *Corporation, Badger, we, us, and our* mean Badger Infrastructure Solutions Ltd.
- > *Common Shares* means common shares in the capital of Badger
- > *you, your and shareholders* mean holders of Common Shares
- > *Meeting* means our annual meeting of shareholders to be held on May 13, 2022
- > *circular* means this management information circular

All information is as of March 31, 2022, and all dollar amounts are in Canadian dollars, unless stated otherwise.

## PROXY SUMMARY

### When

May 13, 2022  
1:30 p.m. (Mountain Time)

### Where

Virtually via live Audiocast

### Record date

April 4, 2022

| Voting Items                            | Board Recommendation | Additional Information |
|---|----------------------|------------------------|
| Elect eight (8) directors               | For each nominee     | Page 9                 |
| Appoint Deloitte LLP as auditor         | For                  | Page 9                 |
| Advisory vote on executive compensation | For                  | Page 9                 |

In light of the ongoing public health concerns related to the ongoing COVID-19 pandemic, Badger is holding the Meeting virtually by live Audiocast. Shareholders are urged to vote before the Meeting by proxy or voting instruction form, or to vote at the Meeting virtually. See "How to Vote" on page 6 below for further information.

Proxies are being solicited by management of Badger to be used at the Meeting, or any adjournment(s) or postponement(s) thereof. Solicitations will be primarily by mail, but may also be by newspaper publication, in person or by telephone, electronic transmission or communication by directors, officers, employees or agents of Badger. All costs of the solicitation will be paid by Badger.

### Director Nominees

You will be asked to elect eight directors to serve on our board of directors (the **Board**) until the end of the next annual meeting of shareholders or until a successor is duly elected or appointed. Directors who receive more *withheld* than *for* votes must submit their resignation in accordance with our majority voting policy. The director nominees are all 'independent' within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* except for Paul Vanderberg, our President & Chief Executive Officer (**CEO**). You can read more about the director nominees starting on page 12.

| Name              | Age | Director Since | Occupation                        | Independent | 2021 Meeting Attendance <sup>(1)</sup>                         | 2021 Voting Result | Other Public Company Boards |
|-------------------|-----|----------------|-----------------------------------|-------------|--|--------------------|-----------------------------|
| Catherine Best    | 68  | 2015           | corporate director and consultant | yes         | Board 6/6<br>Audit Committee 4/4<br>N&G Committee (chair) 4/4  | 97.07%             | 2                           |
| David Bronicheski | 61  | 2020           | corporate director                | yes         | Board 6/6<br>Audit Committee (chair) 4/4<br>HR&C Committee 3/3 | 99.07%             | 1                           |
| William Derwin    | 53  | 2018           | corporate director                | yes         | Board 6/6<br>Audit Committee 4/4<br>HS&E Committee 3/3         | 99.46%             | n/a                         |
| Stephen Jones     | 60  | 2021           | corporate director                | yes         | Board 6/6<br>HR&C Committee 3/3<br>HS&E Committee 3/3          | 99.98%             | 1                           |
| Mary Jordan       | 62  | 2019           | corporate director                | yes         | Board 6/6<br>HR&C Committee (chair) 3/3<br>N&G Committee 4/4   | 98.89%             | 1                           |
| William Lingard   | 63  | 2015           | corporate director                | yes         | Board 6/6<br>HR&C Committee 3/3<br>HS&E Committee (chair) 3/3  | 98.76%             | n/a                         |
| Glen Roane        | 65  | 2003           | corporate director                | yes         | Board (chair) 6/6  | 96.28%             | n/a                         |
| Paul Vanderberg   | 62  | 2016           | CEO of Badger                     | no          | Board 6/6  | 99.98%             | n/a                         |

- (1) The Board has four standing committees to help it carry out its responsibilities, including an audit committee (the **Audit Committee**), a human resources and compensation committee (the **HR&C Committee**), a health, safety and environment committee (the **HS&E Committee**), and a nomination and governance committee (the **N&G Committee**). Effective

March 17, 2022, Ms. Best was appointed chair of the N&G Committee and Mr. Bronicheski was appointed chair of the Audit Committee. For all of 2021, Ms. Best was the chair of the Audit Committee and Mr. Grant Billing, who is not standing for re-election at the Meeting as he is retiring from the Board, was the chair of the N&G Committee.

## Corporate Governance Practices

Badger is committed to high standards of corporate governance. Our corporate governance practices meet the guidelines of the Canadian Securities Administrators, and we continually review our practices against changing regulations and evolving policies and best practices and update them as appropriate. The table below is a summary of our governance practices:

|  |  |              |
|--|--|--------------|
| Annual director elections  | Yes  | Page 9       |
| Elect directors individually (not by slate)                        | Yes  | Page 9       |
| Regular advisory vote on executive compensation                    | Yes (annually)   | Page 9       |
| Majority voting policy for directors                               | Yes  | Page 11      |
| Formal position description for the independent Chair of the Board | Yes  | Page 20      |
| Formal position description for the CEO                            | Yes  | Page 20      |
| Delineated roles and responsibilities of committee chairs          | Yes  | Page 20      |
| Code of business conduct and ethics                                | Yes  | Page 21      |
| Board and executive officer aspirational diversity goals adopted   | Yes (30%)  | Pages 26, 28 |
| Majority of the directors are independent                          | Yes (7 out of 8 nominees)  | Page 27      |
| Shareholder engagement   | Yes  | Page 27      |
| Separate Chair of the Board and CEO positions                      | Yes  | Page 28      |
| Female directors   | Yes (2 out of 8 nominees)  | Page 28      |
| Appropriate Board size   | Yes (8 directors)  | Page 29      |
| Equity ownership requirements for directors                        | Yes (5x annual equity retainer)  | Page 31, 39  |
| Number of board interlocks   | 1  | Page 32      |
| Orientation for new directors                                      | Yes  | Page 32      |
| Formal Board assessment  | Yes (annually)   | Page 33      |
| Equity ownership requirements for executives                       | Yes (1.0x base salary for vice presidents, 2x base salary for Chief Financial Officer (CFO) and Chief Operating Officer (COO), 4x base salary for CEO) | Page 49      |

## Oversight of ESG

The Board recognizes the importance of environmental, social and governance (ESG) issues to our long-term success. Turn to page 23 to read about how the Board considers health, safety and environment (HSE) matters as part of its oversight of Badger's strategy, risk management, compensation and day-to-day operations.

## Executive Compensation Practices

Our executive compensation is designed to help us achieve our vision, meet our strategic objectives and build shareholder value. It also supports our efforts to attract, develop and retain key talent, which leads to best-in-class functional and operational expertise.

Executive compensation has three core principles:

- > pay for performance
- > maintain competitive compensation
- > align the interest of executives with our shareholders

The table below is a summary of our compensation practices:

|   |                                |              |
|---|--------------------------------|--------------|
| Anti-Hedging Policy   | Yes                            | Page 22      |
| Clawback Policy   | Yes                            | Page 22      |
| Pay for performance   | Yes (corporate and individual) | Page 42      |
| Significant amount of at-risk pay for executives  | Yes                            | Page 42      |
| Independent advice from external compensation consultant  | Yes                            | Page 43      |
| Benchmark compensation to align with the market   | Yes                            | Page 43      |
| Earned short-term incentive compensation  | Yes                            | Page 44      |
| Cap incentive plan payouts to mitigate risk-taking  | Yes                            | Pages 44, 48 |
| Use of discretion to adjust awards as appropriate   | Yes                            | Pages 44, 48 |
| Compensation is paid out over time  | Yes                            | Page 48      |
| Significant portion of incentive compensation is linked to our corporate performance and shareholder return | Yes                            | Page 48      |
| Equity ownership requirements for executives  | Yes                            | Page 49      |

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### Where to get more information about Badger

You can find financial information about Badger in our audited financial statements and management's discussion and analysis for the year ended December 31, 2021. These financial statements, copies of the Meeting materials and our annual information form are available on SEDAR ([www.sedar.com](http://www.sedar.com)) and our website ([www.badgerinc.com](http://www.badgerinc.com)).

If you would prefer to have printed copies, contact our head office and we will send them to you free of charge. Send your request to the attention of:

Badger Infrastructure Solutions Ltd.  
400, 919-11th Ave SW  
Calgary, AB T2R 1P3  
Attention: Investor Relations

## ABOUT THE SHAREHOLDER MEETING

### Voting

At least two persons who hold or represent by proxy at least 25% of the eligible votes must be present at the Meeting for it to proceed. A simple majority of votes cast (50% plus one vote) is required for each of the agenda items to be approved. Computershare Trust Company of Canada (**Computershare**), our transfer agent and registrar, will count the votes in its capacity as the Meeting's scrutineer. As at the date hereof, there are 34,473,438 Common Shares outstanding.

We are not aware of any person who beneficially owns or exercises control or direction over (directly or indirectly) more than 10% of the voting rights attached to the Common Shares, other than: (i) Turtle Creek Asset Management Inc., who holds approximately 6.2 million Common Shares representing approximately 18.0% of the issued and outstanding Common Shares as at March 31, 2022; and (ii) EdgePoint Investment Group Inc., who holds approximately 3.6 million Common Shares representing approximately 10.45% of the issued and outstanding Common Shares as at March 31, 2022.

### Who Can Vote

If you owned any Common Shares at 5:00 p.m. (Mountain Time) on the Record Date, you are entitled to receive notice of and vote at the Meeting. Each Common Share you own entitles you to one vote at the Meeting or any adjournment(s) or postponement(s) thereof.

You are a *registered shareholder* if your Common Shares are represented by a physical share certificate in your name or are registered in your name in the Direct Registration System. We have sent registered shareholders a *proxy form* with this package.

You are a *non-registered (beneficial) shareholder* if your Common Shares are held by, and registered in the name of, an intermediary (a bank, trust company, securities broker or other). Most intermediaries use Broadridge Financial Solutions, Inc. (**Broadridge**) to get voting instructions from their clients. Broadridge or your intermediary will send you a *voting instruction form*. For greater certainty, Badger will not send its proxy-related materials directly to beneficial owners of Common Shares that have not objected to sharing their ownership information (i.e. NOBOs), and beneficial owners of Common Shares that have objected to sharing their ownership information (i.e. OBOs) will not receive Badger's proxy-related materials unless their intermediaries assume the costs of delivery as Badger does not intend to pay for these costs.

### How to Vote

Badger encourages all shareholders to participate in the Audiocast. If you are able to attend the Audiocast, you must be connected to the internet at all times in order to vote when balloting commences. If you are unable to attend the Audiocast, we encourage you to submit a proxy or voting instructions within the time frames indicated so that your vote is counted at the Meeting.

Registered shareholders and duly appointed proxyholders can vote at the Meeting virtually by logging into the Meeting using the 15-digit control number included on their form of proxy or obtained from Computershare. (Canada/U.S.: 1-800-564-6253; International: 1 (514) 982-7555) and voting by completing an online ballot.

- > Shareholders and duly appointed proxyholders can login to the Meeting at <https://meetnow.global/ML52MDD>.
- > If you have voting rights and have not already voted in advance of the Meeting, select "Login" and then enter your 15-digit control number or username, as applicable (see below).
- > If you do not have voting rights or if you have already voted in advance of the Meeting and do not wish to change your vote, select "Guest" and then complete the online form.
- > Visit the Corporation's website at <https://ir.badgerinc.com/events-and-investor-presentation/> for additional detail regarding how to vote, how to ask questions and other technical information concerning the Audiocast.

We recommend that you log in to the Audiocast at least 15 minutes before the time of the Meeting.

### Questions?

If you have any questions about the Meeting or about voting, call Computershare at 1 (800) 564-6253.

In order to participate in the Audiocast, shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing a username.

|   | Registered Shareholders  | Non-Registered (Beneficial) Shareholders   |
|---|--|--|
| <b>Voting by proxy</b><br>Your shares will be voted or withheld at the Meeting according to your instructions | <p>Send your voting instructions by using your <i>proxy form</i>.</p> <p>A proxy can be submitted to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at <a href="http://www.investorvote.com">www.investorvote.com</a>. Follow the instructions on the form carefully. Your instructions must be received by <b>1:30 p.m. (Mountain Time) on May 11, 2022 for your vote to be counted</b>. If you are mailing the form, be sure to allow enough time for the envelope to be delivered.</p> <p><b>The Chair of the Meeting may waive or extend the proxy cut-off without notice.</b> If the Meeting is adjourned or postponed, your proxy must be received by <b>5:00 p.m. (Mountain Time) two business days before the Meeting is reconvened</b>.</p>   | <p>Send your voting instructions using your <i>voting instruction form</i>.</p> <p>Most intermediaries allow you to send your instructions by mail, internet, telephone or fax, but each has its own process so make sure you follow the instructions on the form. Your intermediary must receive your instructions in enough time to act on them. Check the deadline on the form. If you are mailing your instructions, be sure to allow enough time for the envelope to be delivered.</p>  |
| <b>Voting at the Meeting</b>  | <p>Do not complete and return the <i>proxy form</i> – shareholders and duly appointed proxyholders can vote in real time at the Meeting virtually by logging into the Meeting using the 15-digit control number included on their form of proxy or username obtained from Computershare (Canada/U.S.: 1-800-564-6253; International: 1 (514) 982-7555) and voting by completing an online ballot.</p> <p>For instructions on voting at the Meeting using your smartphone, tablet or computer, please see the virtual AGM User Guide posted on our website at <a href="http://www.badgerinc.com">www.badgerinc.com</a>.</p> <p><b>If a shareholder who has submitted a proxy attends the Meeting via the Audiocast and has accepted the terms and conditions when entering the Meeting online, any votes cast at the Meeting by such shareholder on a ballot will be counted and the submitted proxy will be disregarded.</b></p> | <p>Send your voting instructions using your <i>voting instruction form</i>. Non-registered shareholders who appoint themselves as a proxyholder must register with Computershare at <a href="http://www.computershare.com/Badger">http://www.computershare.com/Badger</a> after submitting their <i>voting instruction form</i> in order to receive a username – duly appointed proxyholders can vote in real time at the Meeting virtually by logging into the Meeting using the username obtained from Computershare (Canada/U.S.: 1-800-564-6253; International: 1 (514) 982-7555) and voting by completing an online ballot.</p> <p>If you are a United States beneficial shareholder and wish to vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the <i>legal proxy form</i> sent to you or contact your intermediary to request a <i>legal proxy form</i> if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Computershare. Requests for registration from non-registered (beneficial) shareholders located in the United States that wish to vote at the Meeting or, if permitted, appoint third parties as their proxyholders must be sent by e-mail or by courier to: <a href="mailto:uslegalproxy@computershare.com">uslegalproxy@computershare.com</a> (if by e-mail); or Computershare Trust Company of Canada, Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, Canada (if by courier), and in both cases, must be labeled "Legal Proxy" and received by <b>1:30 p.m. (Mountain Time) on May 11, 2022</b>.</p> <p><b>If a shareholder who has submitted a proxy attends the Meeting via the Audiocast and has accepted the terms and conditions when entering the Meeting online, any votes cast at the Meeting by such shareholder on a ballot will be counted and the submitted proxy will be disregarded.</b></p> |

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### Registered Shareholders

### Non-Registered (Beneficial) Shareholders

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#### Changing your vote

If you voted by phone or internet, then voting again by phone or internet will revoke your previous vote.

If you faxed or mailed your proxy, you can revoke your vote and provide new voting instructions by fax or mail. The letter must be signed by you or your authorized attorney. If the shareholder is a corporation, the instructions must include a corporate seal or be signed by an authorized officer or attorney. Alternatively, if you submitted a proxy and then participate in the Meeting via the Audiocast, accept the terms and conditions when entering the Meeting online, any votes cast on a ballot during the Audiocast will be counted and the submitted proxy will be disregarded.

Your previous instructions will be revoked as long as:

- > they are received by 1:30 p.m. (Mountain Time) on May 11, 2022
- > you enter the Audiocast, accept the terms and conditions and cast a ballot during the Audiocast; and
- > you provide them in any other way permitted by law.

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#### More about voting by proxy

When you send in the *proxy form*, by default you are appointing Paul Vanderberg and Darren Yaworsky, Badger's President & Chief Executive Officer and Senior Vice President, Finance & Chief Financial Officer, respectively, to act as your proxyholder and vote on your behalf. They will vote your Common Shares according to the voting instructions you provide on the *proxy form*. **If you do not provide voting instructions, they will vote FOR the resolutions to be voted on at the Meeting.**

**You also have the right to appoint someone else to represent you at the Meeting, whether you attend or not. Simply write that person's name in the blank space provided on the proxy form.** That person does not need to be a shareholder. Your vote will be counted as long as the person you appoint is properly appointed and votes on your behalf. If amendments or new items are brought before the Meeting, your proxyholder can vote as he or she sees fit.

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### Asking Questions at the Meeting and Recordings

Registered shareholders and duly appointed proxyholders who log in to the Audiocast will have the opportunity to ask questions. Questions or comments can be submitted in the text box (chat feature) of the webcast platform throughout the Audiocast. Questions that relate to a specific motion must indicate to which motion they relate at the start of the question (e.g. "Directors") and must be submitted prior to voting on the motion so they can be addressed at the appropriate time during the Audiocast. If questions do not indicate to which motion they relate or are received after voting on the relevant motion, they will be addressed after the formal business of the Meeting is concluded. Written questions or comments submitted through the text box of the webcast platform will be read or summarized by a representative of Badger, after which the chair will respond or direct the question to the appropriate person to respond. If several questions relate to the same or a very similar topic, Badger may choose to group such questions and indicate that similar questions were received.

These procedures may vary from time to time depending on logistics and with a view to following best governance practices. A representative of Badger will provide an overview of these procedures before the Meeting is called to order. A recording of the Audiocast with closed captioning for the hearing impaired, including the general question and answer session at the end of the Meeting, will be made available on our website.

## What The Meeting Will Cover

### 1) *Receiving our Financial Statements*

Our audited consolidated financial statements for the year ended December 31, 2021, together with the auditor's report on those statements, will be presented at the Meeting.

### 2) *Electing the Directors*

You will be asked to elect eight directors to serve on our Board until the end of the next annual meeting of shareholders or until his or her successor is elected or appointed. All of the director nominees currently serve on our Board. Please turn to page 12 for information about each of the director nominees:

- > Glen Roane
- > Catherine Best
- > David Bronicheski
- > William Derwin
- > Stephen Jones
- > Mary Jordan
- > William Lingard
- > Paul Vanderberg

You can vote *for* or *withhold* your vote from each director. Directors who receive more *withheld* than *for* votes must submit their resignation in accordance with our majority voting policy (see page 11 for more information).

The Board recommends you vote **FOR** each of the director nominees.

### 3) *Appointing the Auditor*

You will be asked to vote for the appointment of Deloitte LLP as our auditor and to authorize the directors to set the auditor's compensation.

The Board recommends you vote **FOR** appointing Deloitte LLP as our independent auditor until the close of the next annual meeting and authorizing the Board to set their compensation.

#### *Deloitte LLP Fees*

The table below lists the services Deloitte LLP provided and the fees we paid them for the years ended December 31, 2021 and December 31, 2020.

|                     |   | 2021               | 2020             |
|---------------------|---|--------------------|------------------|
| Audit fees          | the aggregate professional fees paid to the auditor for the audit of the annual consolidated financial statements and other regulatory audits and filings                           | \$500,000          | \$462,500        |
| Audit-related fees  | the aggregate fees paid to the auditor for services related to the audit services, including consultations regarding financial reporting and accounting standards                   | \$115,200          | \$107,580        |
| Tax compliance fees | the aggregate fees paid to the auditor for tax compliance services including the preparation of income tax and capital returns  | –                  | –                |
| Tax advisory fees   | the aggregate fees paid to the auditor for tax advice, tax planning and advisory services   | –                  | –                |
| All other fees      | the aggregate fees paid to the auditor for all other services other than those presented in the categories of audit fees, audit-related fees, tax compliance and tax advisory fees. | \$450,000          | \$335,670        |
| <b>Total fees</b>   |   | <b>\$1,065,200</b> | <b>\$905,750</b> |

### 4) *Voting on our Approach to Executive Compensation*

The underlying principle in our approach to executive compensation is 'pay for performance'. Management and the Board believe this helps us attract and retain excellent employees and top performing executives, while motivating and rewarding the achievement of our goals, objectives and long-term strategies.

Our 2021 'say on pay' vote was approved by 96.52% of votes cast. This year we are asking you to vote on the following resolution:

*"RESOLVED THAT, on an advisory basis and not to diminish the role and responsibilities of the Corporation's board of directors, the Corporation's shareholders accept the approach to executive compensation disclosed in the Corporation's information circular delivered in advance of the 2022 annual meeting of shareholders."*

This is an advisory vote, which means the results are not binding on the Board. The Board will, however, consider the outcome of the vote as part of its ongoing review of executive compensation.

The Board recommends you vote **FOR** our approach to executive compensation.

**5) Other Items of Business**

At the time of writing this circular, we were not aware of any other matters of business to be brought before the Meeting.

| <p><b>Shareholder Proposals</b></p> <p>There were no shareholder proposals submitted for inclusion in this circular. The deadline for submitting shareholder proposals to be included in next year's circular is February 12, 2023. Proposals should be sent to:</p> <p>Badger Infrastructure Solutions Ltd.<br/>Suite 400, 919-11th Avenue SW<br/>Calgary, Alberta T2R 1P3<br/>Attention: Investor Relations</p> | <p><b>Nominating Directors</b></p> <p>To nominate a director other than the directors nominated herein, you must:</p> <ul style="list-style-type: none"> <li>&gt; notify the corporate secretary in writing at:           <p style="margin-left: 20px;">Badger Infrastructure Solutions Ltd.<br/>Suite 400, 919-11th Avenue SW<br/>Calgary, Alberta T2R 1P3<br/>Attention: Corporate Secretary<br/>Email: ryester@badgerinc.com</p> </li> <li>&gt; send us the information outlined in our By-Law No. 1 under "Advance Notice of Nominations of Directors", which you can find on our website (<a href="http://www.badgerinc.com">www.badgerinc.com</a>).</li> </ul> <p>The Corporation must receive notices of director nominees as outlined in the chart below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Type of meeting</th> <th style="text-align: left;">If the first public announcement of the meeting is:</th> <th style="text-align: left;">Send notice of director nominees no later than:</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Annual meeting</td> <td>more than 50 days before the meeting</td> <td>30 days before the meeting</td> </tr> <tr> <td>less than 50 days before the meeting</td> <td>10 days after the first public announcement of the meeting</td> </tr> </tbody> </table> <p>The corporate secretary must receive notices of director nominees <b>before 5:00 p.m. (Mountain Time) on April 13, 2022</b> to be eligible for election at the Meeting.</p> | Type of meeting  | If the first public announcement of the meeting is: | Send notice of director nominees no later than: | Annual meeting | more than 50 days before the meeting | 30 days before the meeting | less than 50 days before the meeting | 10 days after the first public announcement of the meeting |
|---|--|--|---|---|----------------|--------------------------------------|----------------------------|--------------------------------------|--|
| Type of meeting   | If the first public announcement of the meeting is:  | Send notice of director nominees no later than:            |   |   |                |                                      |                            |                                      |  |
| Annual meeting  | more than 50 days before the meeting   | 30 days before the meeting                                 |   |   |                |                                      |                            |                                      |  |
|   | less than 50 days before the meeting   | 10 days after the first public announcement of the meeting |   |   |                |                                      |                            |                                      |  |

## ABOUT THE DIRECTOR NOMINEES

### Board Profile

A board that is made up of directors with diverse backgrounds, experience and other attributes is important because it brings different perspectives and encourages better decision-making. The Board has seen significant renewal in recent years with new directors – including two women – joining each year since 2015 with the exception of 2017. Skills, experience, education, gender, age, ethnicity and geographic location are all important when assessing the composition of the Board and potential candidates to fill Board vacancies.

There are eight director nominees this year. The pages that follow tell you, among other things, about the backgrounds, qualifications, tenure, committee memberships, meeting attendance and equity ownership of the director nominees, and the votes they received at last year's annual meeting.

We believe this group of directors has the right mix of skills, experience and diversity to effectively oversee our affairs and provide effective leadership and oversight with a view to creating sustainable and long-term value and profitable growth.

### Majority Voting Policy

Shareholders can vote *for* or *withhold* their vote from each director. Directors who receive more *withhold* than *for* votes must submit their resignation, according to our majority voting policy. The Board will then consider the resignation and accept it absent extraordinary circumstances. The Board will decide whether or not to accept the resignation within 90 days of the meeting and disclose its decision and the reasons why in a news release. The resigning director will not participate in these deliberations. This policy applies only in uncontested elections, where the number of director nominees is the same as the number of directors to be elected.

Subject to any corporate law restrictions, if the majority voting policy results in a vacancy, the Board may choose to leave the position unfilled until the next annual shareholders' meeting. Alternatively, the Board may choose to appoint a new director selected by the Board, or it may call a special meeting of shareholders for the purpose of presenting one or more nominees for election to fill the vacant position.

## Director Nominee Profiles



Ms. Best is a corporate director, currently serving on the boards of Canadian Natural Resources Limited, and Superior Plus Corporation. She was Executive Vice-President, Risk Management and Chief Financial Officer of the Calgary Health Region from 2000 to 2009. Prior to that, Ms. Best was a corporate audit partner with Ernst & Young (Canada), a global leader in assurance, tax, transaction and advisory services in Calgary.

In addition to holding a Bachelor of Interior Design degree from the University of Manitoba, Ms. Best is a Chartered Professional Accountant and was awarded her Fellow Chartered Accountant designation in 2003 and her Institute of Corporate Directors, Director (**ICD.D**) designation from the Institute of Corporate Directors (the **ICD**) in 2009.

Ms. Best's extensive experience in the areas of finance, audit, strategic planning and governance, in both the private and public sector, serve as the foundation for her contributions to the Board.

### 2021 Meeting Attendance<sup>(1)</sup>

|                       |               |
|-----------------------|---------------|
| Board                 | 6 of 6 (100%) |
| Audit Committee       | 4 of 4 (100%) |
| N&G Committee (chair) | 4 of 4 (100%) |

### Areas of Expertise

- Relevant industry experience
- Human resources and compensation
- Financial statement literacy
- Corporate governance

### Equity Ownership<sup>(2)</sup>

|                       | Number | Value     | Meets equity ownership requirement (see page 39 for details). |
|-----------------------|--------|-----------|---|
| Common Shares:        | –      | –         |   |
| DSUs <sup>(3)</sup> : | 24,292 | \$839,528 |   |
| Total:                | 24,292 | \$839,528 |   |

### Other Public Company Boards

Superior Plus Corp. (TSX) – audit committee (chair); governance and nominating committee

Canadian Natural Resources Limited (TSX, NYSE) – audit committee (chair); compensation committee

- (1) Effective March 17, 2022, Ms. Best was appointed chair of the N&G Committee and Mr. Bronicheski was appointed chair of the Audit Committee. For all of 2021, Ms. Best was the chair of the Audit Committee and Mr. Grant Billing, who is not standing for re-election at the Meeting, was the chair of the N&G Committee.
- (2) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the Toronto Stock Exchange (the **TSX**) on December 31, 2021 was \$31.79.
- (3) Where used in this circular, the term 'DSU' shall include both Deferred Share Units granted under the Corporation's Deferred Share Unit Plan dated March 11, 2021 (the **2021 DSU Plan**), otherwise referred to herein as '2021 DSUs', and Deferred Share Units granted under the Corporation's former Deferred Share Unit Plan dated May 11, 2011, as amended May 12, 2015 (the **Former DSU Plan**), otherwise referred to herein as 'Former DSUs'.



## David Bronicheski

Independent

Ontario, Canada

Director since: 2020

Age: 61 | 2021 votes for: 99.07%

Mr. Bronicheski is a corporate director serving on public, private and volunteer non-profit boards. He currently serves on the board of Altius Renewable Royalties Corp., a public company providing long-term royalty level investment capital in the renewable energy sector. Until his retirement in 2020, Mr. Bronicheski served as Chief Financial Officer of Algonquin Power & Utilities Corp., a public renewable energy and regulated utility company with assets across North America. He previously

held various senior executive management positions in the cable television, telephone, internet and health care sectors.

Mr. Bronicheski holds a Bachelor of Arts degree in economics (cum laude), and a Bachelor of Commerce degree and a Master of Business Administration degree (**MBA**) from the University of Toronto, Rotman School of Management. He is also a Chartered Accountant and a Chartered Professional Accountant.

Mr. Bronicheski brings significant financial, audit, risk management and industry experience to the Board.

### 2021 Meeting Attendance<sup>(1)</sup>

|                          |               |
|--------------------------|---------------|
| Board:                   | 6 of 6 (100%) |
| Audit Committee (chair): | 4 of 4 (100%) |
| HR&C Committee:          | 3 of 3 (100%) |

### Areas of Expertise

- Strategic planning and growth
- Operational management
- Relevant industry experience
- United States
- Risk management
- Financial statement literacy
- Financial markets
- Mergers and acquisitions

### Equity Ownership<sup>(2)</sup>

|                | <u>Number</u> | <u>Value</u> | Meets equity ownership requirement (see page 39 for details). |
|----------------|---------------|--------------|---|
| Common Shares: | 11,000        | \$349,690    |   |
| DSUs:          | 8,394         | \$296,481    |   |
| Total:         | 19,394        | \$646,171    |   |

### Other Public Company Boards

Altius Renewable Royalties Corp (TSX) – audit committee (chair); governance committee

- (1) Effective March 17, 2022, Mr. Bronicheski was appointed chair of the Audit Committee. For all of 2021, Ms. Best was the chair of the Audit Committee.
- (2) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.



## William (Bill) Derwin

Independent

Colorado, United States

Director since: 2018

Age: 53 | 2021 votes for: 99.46%

Mr. Derwin is currently the Chief Executive Officer of GO Car Wash, a car wash operator in the United States which is owned by a Canadian private equity firm. Previously he was the Chief Executive Officer of International Car Wash Group, the world's largest car wash company with operations in fourteen countries. Between 2013 and 2016, Mr. Derwin was the President of Terminix International. Prior thereto, Mr. Derwin served in senior executive roles in the U.S. and internationally with Otis Elevator.

Mr. Derwin holds a Bachelor of Science degree in Mechanical Engineering from Stanford University and an MBA from Harvard University.

Mr. Derwin brings a U.S. business perspective to the Board, as well as experience as a prior executive in the infrastructure and manufacturing industry, strategic planning, growth and risk management experience.

### 2021 Meeting Attendance

|                  |               |
|------------------|---------------|
| Board:           | 6 of 6 (100%) |
| Audit Committee: | 4 of 4 (100%) |
| HS&E Committee:  | 3 of 3 (100%) |

### Equity Ownership<sup>(1)</sup>

|                | <u>Number</u> | <u>Value</u> <sup>(2)</sup> | Meets equity ownership requirement (see page 39 for details). |
|----------------|---------------|-----------------------------|---|
| Common Shares: | 5,000         | \$172,844                   |   |
| DSUs:          | 17,671        | \$652,166                   |   |
| Total:         | 22,671        | \$825,011                   |   |

### Other Public Company Boards

None

### Areas of Expertise

- Strategic planning and growth
- Operational management
- Relevant industry experience
- United States
- Risk Management
- Health, safety and environment
- Human resources and compensation
- Financial statement literacy
- Technology
- Mergers and acquisitions
- Marketing and sales

(1) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.



## Stephen (Steve) Jones

Independent

Pennsylvania, United States

Director since: 2021

Age: 60 | 2021 votes for: 99.98%

Mr. Jones is a corporate director currently serving on the board of Tronox Holdings plc, a public company listed on the New York Stock Exchange. Mr. Jones also serves as a Special Advisor to the Supervisory Board of Hitachi Zosen Inova AG, a global clean tech company located in Switzerland. From 2015 to 2020 Mr. Jones was president, Chief Executive Officer and a board member of Covanta Holding Corporation, formerly a public company listed

on the New York Stock Exchange (now owned by a private equity firm), and a leading global provider of sustainable waste and energy solutions. From 1992 to 2014 Mr. Jones held a variety of senior-level management positions with Air Products and Chemicals Inc., including in the company's tonnage gases, equipment and energy businesses, as well as in the Industrial Chemicals Division, culminating with his role as Air Products' China president based at the company's office in Shanghai. Prior to joining Air Products in 1992, Mr. Jones practiced corporate law at Dechert LLP in Philadelphia, Pennsylvania, primarily in the areas of mergers and acquisitions.

Mr. Jones holds a Bachelor of Science degree in economics from Bloomsburg University of Pennsylvania, an MBA with a concentration in finance from Temple University and a law degree from the University of Pennsylvania. In addition, he participated in the Institut Européen d'Administration des Affaires (INSEAD) Advanced Management Program in Fontainebleau, France.

Mr. Jones brings to the Board experience running a large global enterprise, a U.S. business perspective, background in the areas of mergers and acquisitions, a strong corporate governance focus and participation in the energy, industrial gas, chemicals and waste markets.

### 2021 Meeting Attendance

|                 |               |
|-----------------|---------------|
| Board:          | 6 of 6 (100%) |
| HS&E Committee: | 3 of 3 (100%) |
| HR&C Committee: | 3 of 3 (100%) |

### Areas of Expertise

- Strategic planning and growth
- Operational management
- United States
- Health, safety and environment
- Human resources and compensation
- Corporate Governance
- Mergers and acquisitions

### Equity Ownership<sup>(1)</sup>

|                | Number | Value <sup>(2)</sup> | Does not meet equity ownership requirement but has until 2026 to comply (see page 39 for details). |
|----------------|--------|----------------------|--|
| Common Shares: | –      | –                    |  |
| DSUs:          | 3,878  | \$160,702            |  |
| Total:         | 3,878  | \$160,702            |  |

### Other Public Company Boards

Tronox Holdings plc (NYSE)

(1) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.



## Mary Jordan

Independent

British Columbia, Canada

Director since: 2019

Age: 62 | 2021 votes for: 98.89%

Ms. Jordan is a corporate director. She is currently serving on the board of Superior Plus Corp., a public company in the energy distribution and specialty chemicals business. From 2006 to 2008, Ms. Jordan was Executive Vice President, Human Resources & Internal Communications at Laidlaw International, Inc., a transportation services provider. From 2003 to 2006, she held the position of Provincial Executive Director for the B.C. Centre for

Disease Control. In addition, Ms. Jordan has spent more than 20 years in the airline industry, holding senior executive positions with Air Canada, Canadian Airlines and American Airlines, including terms as the President of several wholly-owned regional carriers. Ms. Jordan is a former Chair of the Board for the Vancouver International Airport.

Ms. Jordan holds a Bachelor of Arts degree (magna cum laude) from Rice University, an MBA from the University of Texas and an ICD.D designation from the ICD.

Ms. Jordan brings to the Board a broad experience in developing comprehensive business plans, process implementation and strategic oversight with focus on sales, marketing, customer service, trade, transportation and distribution, as well as experience in the areas of financial planning, human resources and compensation, risk management and information technology strategies.

### 2021 Meeting Attendance

|                         |               |
|-------------------------|---------------|
| Board:                  | 6 of 6 (100%) |
| HR&C Committee (chair): | 3 of 3 (100%) |
| N&G Committee:          | 4 of 4 (100%) |

### Areas of Expertise

- Strategic planning and growth
- Operational management
- Risk management
- Health, safety and environment
- Human resources and compensation
- Corporate governance
- Mergers and acquisitions

### Equity Ownership<sup>(1)</sup>

|                | <u>Number</u> | <u>Value</u> |  |
|----------------|---------------|--------------|--|
| Common Shares: | –             | –            | Does not meet equity ownership requirement but has until 2024 to comply (see page 39 for details). |
| DSUs:          | 9,035         | \$344,053    |  |
| Total:         | 9,035         | \$344,053    |  |

### Other Public Company Boards

Superior Plus Corp. (TSX) – audit committee; compensation committee (chair)

(1) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.



## William Lingard

Independent

Alberta, Canada

Director since: 2015

Age: 63 | 2021 votes for: 98.76%

Mr. Lingard is a corporate director and was the Chair of the Board for the Southern Alberta Institute of Technology until September 2014. Prior to that, he was the President and Chief Operating Officer of URS Corporation, an engineering, design and construction firm based out of San Francisco from 2013 to 2014. He was the President and Chief Executive Officer and a director of Flint Energy Services Limited, a public company providing construction services for the oil and gas industry, from 2005 to 2012. Mr.

Lingard was the Chief Operating Officer of Nabors Drilling Canada, a wholly owned subsidiary of Nabors Industries Ltd., a global oil and gas drilling company, from 2002 to 2005. He was the Chief Operating Officer of Enserco Energy Services, an integrated energy services company from 2000 to 2002. Mr. Lingard started his career with Halliburton, holding various positions of increasing responsibility from 1982 to 2000 with assignments in the U.S. and Canada, including Country Manager for Halliburton Canada. He served as the Chair of the Petroleum Services Association of Canada in 2000 and the Chair of the Executive Oilmen's Association in 2004.

Mr. Lingard holds a Bachelor of Engineering degree from Memorial University and has completed business management courses at the University of Texas. Mr. Lingard completed the International Customer Service Association Directors' Education and Accreditation Program in 2009.

Mr. Lingard brings his extensive experience as an executive in the construction and energy industries, as well as in strategic planning, risk oversight and operational management, including HSE matters and mergers and acquisitions, to Badger's Board.

### 2021 Meeting Attendance

|                 |               |
|-----------------|---------------|
| Board:          | 6 of 6 (100%) |
| HS&E Committee: | 3 of 3 (100%) |
| HR&C Committee: | 3 of 3 (100%) |

### Equity Ownership<sup>(1)</sup>

|                | <u>Number</u> | <u>Value</u> | Meets equity ownership requirement (see page 39 for details). |
|----------------|---------------|--------------|---|
| Common Shares: | 4,035         | \$128,273    |   |
| DSUs:          | 24,292        | \$838,153    |   |
| Total:         | 28,327        | \$966,426    |   |

### Areas of Expertise

- Strategic planning and growth
- Operational management
- Relevant industry experience
- United States
- Health, safety and environment
- Technology
- Mergers and acquisitions
- Marketing and sales

### Other Public Company Boards

None

(1) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.



## Glen Roane

Independent

Alberta, Canada  
Director since 2003 (Chair since 2014)  
Age: 65 | 2021 votes *for*: 96.28%

Mr. Roane is a businessman and corporate director who has served as a director of more than 15 public or private companies since 1997 and who also served two terms as a member of the Alberta Securities Commission.

Mr. Roane was employed in the financial services industry with employers including the Toronto Dominion Bank, Lancaster Financial Inc., a merchant banking company, and Burns Fry Limited, an investment dealer. Mr. Roane has

been a director of Badger, including its predecessors, since May 22, 2003 and became Chair of Badger's Board in November 2014.

Mr. Roane holds a Bachelor of Arts degree and an MBA from Queen's University, in Kingston, Ontario and an ICD.D designation from the ICD.

Mr. Roane brings extensive experience in corporate governance, finance and risk management and varied experience as a corporate director for a number of public and private companies, to his leadership of the Board.

### 2021 Meeting Attendance

Board 6 of 6 (100%)

### Equity Ownership<sup>(1)</sup>

|                | <u>Number</u> | <u>Value</u> |   |
|----------------|---------------|--------------|---|
| Common Shares: | 108,400       | \$3,421,098  | Meets equity ownership requirement (see page 39 for details). |
| DSUs:          | 64,699        | \$2,193,818  |   |
| Total:         | 173,099       | \$5,614,916  |   |

### Areas of Expertise

- Risk management
- Human resources and compensation
- Financial statement literacy
- Financial markets
- Corporate governance
- Mergers and acquisitions

### Other Public Company Boards

None

(1) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.



## Paul Vanderberg

Not Independent

Florida, USA

Director since: 2016

Age: 62 | 2021 votes for: 99.98%

Mr. Vanderberg has been the President and Chief Executive Officer of Badger, as well as a director of Badger, since July 27, 2016. Prior to joining Badger Mr. Vanderberg was Director, Operations of Gator Gypsum, Inc., a division of Gypsum Management & Supply Inc., North America's largest gypsum board and interior construction products distributor. Previous to this, Mr. Vanderberg spent 14 years as President of Winroc SPI, the construction products division of Superior Plus Corp. Over the previous 16

years, Mr. Vanderberg held increasingly senior positions with United States Gypsum Corporation, with general management responsibilities for operations in the U.S., Canada and internationally.

Mr. Vanderberg holds a Bachelor of Arts degree and an MBA from Michigan State University and holds an ICD.D designation from the ICD.

As our President & Chief Executive Officer, Mr. Vanderberg brings his deep knowledge of Badger's operations to the Board, in addition to extensive U.S. and Canadian business experience, including in the areas of strategic planning, risk management, human resources and operational management.

### 2021 Meeting Attendance

Board: 6 of 6 (100%)

### Equity Ownership<sup>(1)</sup>

|                       | Number  | Value          | Meets equity ownership requirement (see page 49 for details). |
|-----------------------|---------|----------------|---|
| Common Shares:        | 90,500  | \$2,900,817    |   |
| DSUs:                 | 19,482  | \$623,922      |   |
| PSUs <sup>(3)</sup> : | 65,276  | \$2,369,282    |   |
| RSUs <sup>(4)</sup> : | 7,060   | \$312,741      |   |
| Total:                | 182,318 | \$6,206,762.00 |   |
|                       |         | 206,762        |   |

### Areas of Expertise

- Strategic planning and growth
- Operational management
- Relevant industry experience
- United States
- Health, safety and environment
- Human resources and compensation
- Financial statement literacy
- Mergers and acquisitions

### Other Public Company Boards

None

- (2) See page 31 for further information on equity ownership determinations and calculations. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.
- (3) Where used in this circular, the term 'PSU' shall include both Performance Share Units granted under the Corporation's Performance Share Unit Plan dated March 11, 2021 (the **2021 PSU Plan**), otherwise referred to herein as '2021 PSUs', and Performance Share Units granted under the Corporation's former Performance Share Unit Plan dated May 12, 2015 (the **Former PSU Plan**, and together with the Former DSU Plan, the **Former Compensation Plans**), otherwise referred to herein as 'Former PSUs'.
- (4) Where used in this circular, the term 'RSU' shall mean Restricted Share Units granted under the Corporation's Restricted Share Unit Plan dated March 11, 2021 (the **2021 RSU Plan**, and together with the 2021 DSU Plan and the 2021 PSU Plan, the **2021 Compensation Plans**).

## GOVERNANCE

Badger is committed to high standards of corporate governance. We continually review our practices against changing regulations and evolving policies and best practices and update them as appropriate. This section discusses corporate governance at Badger and it has been reviewed and approved by the N&G Committee, the committee of the Board that oversees director nominations and governance.

### Role and Responsibilities of the Board

The Board is primarily responsible for decision-making and oversight with a view to enhancing and preserving long-term shareholder value while ensuring Badger meets its obligations and operates in a reliable and safe manner. It collaborates with management to oversee strategy and create policies and approves significant actions. It oversees management decisions, reviews the adequacy of our systems and internal controls and monitors the implementation of our policies. As mentioned above, the Board has four standing committees to help it carry out these responsibilities: the Audit Committee, the HS&E Committee, the HR&C Committee and the N&G Committee (collectively, the **Committees**).

A copy of the Board mandate is attached to this circular as Appendix A. You can also find copies of the mandates for all of the Committees on our website ([www.badgerinc.com](http://www.badgerinc.com)), or we will send them to you if you contact us at the address noted under the heading "*Where to get more information about Badger*" on page 4. You can read about the Committees in more detail starting on page 34.

The principal role of the Chair of the Board is to manage and provide leadership to the Board and to act as a liaison between the Board and management through the Chief Executive Officer. We have a formal position description for each of the Chair of the Board and for the Chief Executive Officer. We do not have formal position descriptions for the chairs of each of the Committees, but their roles and responsibilities are set out in the mandates of the Committees.

The Board works diligently to fulfill its mandate and focuses on seven specific areas to maximize effectiveness, each as described in greater detail below:

- > creating a culture of ethical business conduct;
- > strategic planning;
- > risk oversight;
- > HSE matters;
- > leadership development and succession;
- > communications and reporting; and
- > shareholder engagement.

#### *Creating a Culture of Ethical Business Conduct*

The Board believes that integrity is essential to Badger's long-term success and that the Board, as well as executive management, must provide ethical leadership and direction to ensure that Badger's business and operations are conducted with utmost integrity.

## Code of Business Conduct

Our Code of Business Conduct (the **Code**), which was most recently amended and restated in March 2022, reinforces our principles and values and guides behavior to avoid any potential embarrassment, liability or financial loss. You can find copies of the Canadian and U.S. editions of the Code on SEDAR ([www.sedar.com](http://www.sedar.com)) and our website ([www.badgerinc.com](http://www.badgerinc.com)).

The Code covers several areas, including:

- > Badger's "Rules to Live By"
- > avoiding conflicts of interest
- > keeping corporate information confidential
- > protecting corporate assets and opportunities
- > maintaining information technology systems and asset security
- > corporate disclosure and financial reporting and record keeping
- > maintaining a positive work environment where employees treat each other with respect
- > dealing fairly with our shareholders, employees, customers, suppliers and competitors
- > protecting the health and safety of our employees, customers and communities in which we operate, including from the spread of COVID-19
- > conducting activities in an environmentally responsible manner
- > complying with laws, rules and regulations and internal policies
- > reporting any illegal, unethical or inappropriate behavior

The Code applies to all directors, officers, employees and consultants, and every year these individuals must certify that they have read the Code and will abide by it. The Board oversees the administration of the Code, receives reports of variance from the Code and oversees the investigation of any such variances where required. Officers, directors, employees and consultants are encouraged to report any observed violations of the Code. To facilitate such reports, Badger maintains an ethics hotline hosted by an external service provider, ConfidenceLine™. This confidential hotline allows for reports of any illegal or unethical behavior to be filed by officers, directors, employees, consultants or other external parties including customers, service providers and the general public. In addition, the Board requires directors and officers to disclose any actual or potential conflicts of interest that they may have and determines appropriate procedures to address any such conflicts. Only the Board can waive an aspect of the Code and must promptly disclose it as required by the rules and regulations that apply to us. The Board did not waive any aspect of the Code in 2021, nor were we required to file a material change report relating to a departure from the Code for a director or officer in 2021 or in prior years.

### Whistleblower Policy

An important part of fostering a culture of accountability and ethical conduct is offering people a way to raise concerns about fraud or other wrongdoing without fear of retaliation.

Our Whistleblower Policy establishes a framework for reporting and investigating concerns relating to unlawful acts, fraud, corruption, policy breaches, compliance matters or other improper activities within Badger. Ideally, when an employee has a good faith concern they should speak to their direct supervisor or next level manager as often these parties may best provide remedy. If the employee is not comfortable with this arrangement, they are free to take their matter to ConfidenceLine™. ConfidenceLine™ allows people to provide anonymous reports and protects the confidentiality of the information submitted.

We encourage anyone suspecting an incident of fraud or other wrongdoing to report it immediately, in one of two ways:

- > by reporting to their direct supervisor or next level manager; or

## Avoiding Conflicts of Interest

A conflict of interest is any relationship that prevents someone from acting objectively or in Badger's best interests. We expect our employees, officers and directors to avoid situations where they might find themselves in a conflict of interest. However, if anyone believes a conflict of interest or perceived conflict of interest exists, they are encouraged to report it right away.

None of the director nominees or our executives, or their associates or affiliates, has a direct or indirect material interest (as a beneficial shareholder or in any other way) in any item of business to be covered at the Meeting, other than the election of directors.

- > by calling our ConfidenceLine™ (1-800-661-9675) 24 hours a day, seven days a week or online at [www.badgerinc.confidenceline.net](http://www.badgerinc.confidenceline.net). Reports can be made anonymously, the service supports calls in French, English or Spanish and is administered by an independent third party.

There is no retaliation against someone who makes a report in good faith. Badger's Whistleblower Policy can be found on our website ([www.badgerinc.com](http://www.badgerinc.com)).

#### *Anti-Hedging Policy*

Badger has an Anti-Hedging Policy that prohibits executive officers and directors from engaging in short selling of, or trading in puts, calls or options of Common Shares or other securities of Badger. This Anti-Hedging Policy allows for certain exceptions to allow trading of shares with certain conversion privileges. For the purposes of this restriction, "short selling" means selling securities not owned or not fully paid for by the person; a "call" means an option transferable by delivery to demand delivery of a specified number or amount of securities at a fixed price within a specific time, but does not include an option or right to acquire securities of the entity that granted the option or right to acquire; and a "put" is defined as an option transferable by delivery to deliver a specified number or amount of securities at a fixed price within a specified time.

#### *Clawback Policy*

The Board has established a Clawback Policy that provides the Board with discretion to recover any incentive compensation awarded or paid to a covered officer for a fiscal period if the result of a performance measure upon which the award was based or paid is subsequently restated or otherwise adjusted in a manner that would reduce the size of the award or payment. Where the result of a performance measure was considered in determining the compensation awarded or paid, but the incentive compensation is not awarded or paid on a formulaic basis, the HR&C Committee will determine, in its discretion, the amount, if any, by which the payment or award should be reduced. In addition, if a covered officer engaged in intentional misconduct that contributed to the award or payment of incentive compensation to him or her that is greater than would have been paid or awarded in the absence of the misconduct, Badger may take other remedial and recovery action, as determined by the HR&C Committee. The Board retains discretion as to the application of the Clawback Policy.

#### *Human Rights*

Respect for people and cultural differences is another important aspect of the Code. Inclusion and achievement of a diverse workforce in an environment in which all people are treated fairly and respectfully, have equal access to opportunities and resources and can contribute freely is an ongoing objective. Discrimination is not tolerated and is defined broadly by a wide range of protected grounds, including both intentional and unintentional discrimination.

Badger's employment equity and diversity policy further provides that Badger will foster an inclusive culture accepting and encouraging of diversity within its workforce. Badger will not discriminate in its employment practices on the basis of: gender, race, ethnicity, sexual orientation, religion, age, disability or any other characteristic protected by law. This includes all aspects of employment including hiring, job assignment, compensation, discipline, termination and access to benefits and training.

#### *Strategic Planning*

One of the Board's key responsibilities is to oversee the development and implementation of Badger's strategy.

The Board participates annually with management in a strategic planning process. This process includes a review of the overall success in implementation of the prior year's strategic plan and a review of the operating and financial performance results relative to the established strategy, budgets and objectives. From there, the Board and management engage in a planning exercise to develop an updated strategic plan that takes into consideration the current business and economic circumstances, the Corporation's financial flexibility and all of the opportunities and risks of the business. Once a final strategic plan is developed, it is approved by the Board and is used to develop the new annual budget.

The Board receives quarterly and periodic updates from management on the progress achieved towards the strategic goals and sets aside time at each quarterly Board meeting to discuss strategic issues and risks, competitive developments and corporate opportunities. The Board also regularly considers whether adjustments should be made to the strategic plan in response to business developments and changes in the business climate.

### *Risk Oversight*

The Board has a responsibility to understand the principal risks of Badger's business, to achieve a proper balance between risks incurred and the potential return to shareholders. The Board tasks management with the design and implementation of effective risk management systems, policies and controls. The Board oversees this process to ensure that areas of risk for Badger are properly defined, managed and measured against Badger's risk tolerance and risk appetite.

Certain committees of the Board have been charged with assisting the Board in overseeing risks that relate to the mandates of those committees. In particular, the Audit Committee oversees the Corporation's risk management processes regarding risks that could impact the integrity of financial reporting. The HS&E Committee oversees management's risk assessments and risk management programs relating to HSE, including, with input from the other standing committees, ESG risks, and makes recommendations to the Board regarding these matters. Each of these committees reports to the Board on relevant risk management matters within their mandates and in particular on any significant risks identified by the committee.

The Board reviews with management, at least annually, Badger's enterprise risk and the effectiveness of Badger's policies and practices to control significant risks. At least annually, management reports to the Board on developments and progress made on its strategies for managing the key business risks.

### *Financial Oversight*

Strong financial oversight is critical to effective risk management and the success of our business. The Board approves our operating, capital and financial plans and strategies to ensure strong financial oversight. Management is authorized to incur costs and expenses within budgets and forecasts that have been approved by the Board. The Chief Executive Officer can approve expenditures up to \$1 million or within an amount approved by the Board.

The Board reviews and approves our quarterly and annual financial statements, accompanying management's discussion and analysis, news releases and other material financial disclosure based on the review and recommendation of the Audit Committee. The Audit Committee oversees the integrity of our financial statements and reporting, internal controls and management information systems and assesses any significant financial and disclosure risks.

### *Health, Safety and Environmental Management*

The Board considers HSE matters as part of its oversight of Badger's strategy, risk management, compensation and day-to-day operations.

Badger is North America's largest provider of non-destructive excavating and related services. The Corporation traditionally works for contractors and facility owners across a broad range of infrastructure related market segments in the U.S. and Canada. Badger's key technology is the "Badger Hydrovac™", which is used primarily for safe digging/excavation in congested grounds and challenging conditions. The Badger Hydrovac uses a pressurized water stream to liquefy the soil cover, which is then removed with a powerful vacuum system and deposited into a storage tank. Badger complements traditional excavation to help customers locate underground conflicts to avoid damage that can cause disruption of services, damage to property, threats to critical life and safety systems and environmental damage.

Increasing standards for public safety and land management are driving increased regulation of all forms of construction. This makes the use of non-destructive excavation a preferred solution for excavation work that occurs in areas with existing underground infrastructure.

The table below outlines how ESG is embedded into Badger's governance framework.

| Board<br>Accountability   | Management<br>Accountability   | Strategy and Risk<br>Management   | Metrics and Compensation  |
|---|--|---|---|
| <p>The Board is responsible for stewardship of the Corporation, including oversight of strategy, risk, HSE matters and ESG matters:</p> <ul style="list-style-type: none"> <li>&gt; comprised of a diverse group of business leaders, each bringing a valuable skillset to their role as stewards of the Corporation; and</li> <li>&gt; accountable for enhancing and preserving shareholder value while also considering legitimate interests of other stakeholders such as employees, customers and communities in which the Corporation operates.</li> </ul> | <p>The President &amp; Chief Executive Officer has responsibility for corporate governance and ethics, and ensuring that all Badger policies are adhered to.</p> <p>The Vice President, Health, Safety &amp; Environment has responsibility for all matters pertaining to operational and workforce HSE.</p> <p>The Chief Operating Officer has responsibility for ensuring compliance with HSE policies, and for the integrity of the ethical culture and adherence to the Code.</p> <p>The Vice President, Human Resources &amp; Chief Human Resources Officer has responsibility for human performance management, diversity and inclusion, recruitment, retention, engagement and training.</p> <p>The Vice President, Strategic Initiatives is responsible for Badger University, labour relations and strategic technology and innovation.</p> | <p>The Corporation's strategic planning process captures ESG trends that represent opportunities and risks for Badger:</p> <ul style="list-style-type: none"> <li>&gt; environmental trends are driving demand for core services, new market opportunities and fleet technology; and</li> <li>&gt; social trends inform our workforce recruitment, retention, training, diversity and inclusion and safety strategies and programs.</li> </ul> <p>The Corporation considers environmental, safety and workforce risk across the lifecycle of its operations – from truck design and manufacturing, fleet management, operator recruitment, training and retention, to compliance monitoring and disposition site reviews.</p> | <p>The Corporation tracks key ESG performance metrics that support our strategy.</p> <ul style="list-style-type: none"> <li>&gt; <i>Environment:</i> environmental policy and regulatory compliance, on-site inspections, training rates, processes to monitor the transportation of customer materials;</li> <li>&gt; <i>Social:</i> safety incidents and safety audit results; and</li> <li>&gt; <i>Governance:</i> diversity, retention and employee engagement.</li> </ul> <p>Many of these metrics are linked to executive and employee compensation helping to drive strategic alignment and individual accountabilities to the Corporation's ESG-related objectives and initiatives:</p> <ul style="list-style-type: none"> <li>&gt; in 2021, 30% of the Corporation's annual bonuses were linked to HSE performance.</li> </ul> |

### *Infrastructure Renewal and Climate Adaptation Driving Demand*

Badger provides its services to a broad customer base across a diverse range of infrastructure and other end use markets. Based on historical sales patterns and its experience in the industry, Badger believes that its non-destructive excavation services market is comprised of the following end use market segments: utilities, construction, transportation and industrial.

These market segments consist primarily of infrastructure or infrastructure related projects in areas such as: electrical generation, electricity and natural gas transmission networks, roads and highways, telecommunications, water and sewage treatment and general municipal infrastructure. A significant investment in North America's aging infrastructure is currently being undertaken by both the private and public sectors. In conjunction with this undertaking, the impact of climate adaptation is being actively discussed and taken into consideration for both new and existing projects, with the goal of hardening infrastructure to adapt and prepare for the impact of climate change. Consequently, investments in utility grid hardening, renewable energy projects, mass urban transportation

and urban intensification have a direct link to ESG trends that are anticipated to drive continued demand for non-destructive excavation services.

### *Benefits of Hydroexcavation*

The main advantage of hydroexcavation compared to traditional excavation methods is that, when properly performed, hydroexcavation is non-destructive and can be used to safely locate critical underground infrastructure, allowing traditional excavation to proceed without damaging buried systems. Owners of water and sewage systems, pipelines that transport a wide range of petroleum and chemical products, and operators of industrial facilities use hydroexcavation to mitigate the risk of potential damage to their infrastructure, disruption of services and related discharge of potentially harmful products into the environment. Our services provide risk mitigation for construction performed by these infrastructure owners.

### *Environment*

Badger's excavation technology uses pressurized water to soften soils, which are then removed with a powerful vacuum system. Badger's engineering department strives to continually improve the effectiveness of the technology, including overall efficiency in the non-destructive excavation process and reducing water usage.

Badger Hydrovac's are typically retired after approximately ten years, with Badger currently maintaining an average fleet age of approximately 5.3 years. This relatively young fleet age means our fleet has a higher percentage of engines with modern emissions equipment than would be the case with an older fleet.

Certain jurisdictions Badger operates in regulate the management of materials, including the soil slurry that result from hydroexcavation. Badger complies with all regulations, working with customers, site owners and generators of these materials as necessary to ensure appropriate excavation, transportation and disposal of customer materials. Badger coordinates with our customers for excavation, transportation and disposal to regulated facilities of any materials that are known or suspected to be regulated or contaminated.

Environmental compliance is tracked with comprehensive processes for notifying management and authorities in the event of a reportable event. Job sites are pre-reviewed by hydrovac operators for safety and potential environmental concerns, and Badger staff are trained to use their "stop work authority" if such concerns exist. Disposition sites are vetted and managed with a risk management system utilized for prioritizing sites. The Corporation has an extensive vetting process at client sites, including a materials transportation process to assure customers of the appropriate disposition of materials where required.

### *Safety*

Badger has a company-wide safety-first culture, supported by comprehensive safety programs that include: principles, standards, procedures, guidelines with training and other supporting documents. Badger has a Gold Shovel Standard certification, in addition to its Certificate of Recognition standing, both of which relate to Badger's health and safety management training and operational practices. Safety is a key metric in compensation across the organization. Badger's hydrovac operator training center, referred to as Badger University, is located in Brownsburg, Indiana, but is made available virtually across the organization. It provides comprehensive safety, operations and skills training for truck operators and area managers and ensures the standardization of training across the organization. The Corporation's commitment to the health and safety of its stakeholders, including employees, contractors and customers, played a critical role in driving a rapid and effective response to the COVID-19 pandemic by leveraging its existing Business Continuity Plan to implement an evolving Pandemic and Influenza Plan.

Badger provides emergency response services to its customers. Emergency response services typically relate to large scale natural disasters such as: hurricanes, floods and large-scale fires. After a natural disaster or similar disruption, the Corporation's customers rely on Badger to provide safe and efficient excavation and/or clean-up and removal of a variety of hazards and debris, enabling critical infrastructure, such as electrical infrastructure to be restored on a timely basis.

### *Leadership Development and Succession*

Executive succession planning is also one of the Board's key responsibilities and it has procedures in place to ensure that executive succession is considered on an ongoing basis. The HR&C Committee assists the Board in ensuring that Badger has appropriate programs for succession planning and overseeing human capital risk. The HR&C Committee

ensures that succession planning is a standing agenda item on the annual work plan and provides reports to the Board on succession planning matters when merited and at least annually.

Badger has a detailed and formalized succession planning process for the President & Chief Executive Officer, senior management and other strategic positions considered critical to its success. This process involves reviewing the internal talent pool regularly, evaluating performance and progress, as well as planning for illness, disability and other unscheduled absences. This includes long range planning for executive development and succession to ensure leadership sustainability and continuity.

The HR&C Committee meets regularly with the President & Chief Executive Officer to discuss his views on the executive leadership team in general and to identify and discuss potential successors. The HR&C Committee also meets in camera each year with the independent directors of the Board to discuss the candidates the President & Chief Executive Officer had identified as possible successors. The HR&C Committee has also established an emergency succession plan, should it be required.

### *Leadership Diversity*

We value having a diverse leadership team because it provides a richer experience and a broader perspective to leadership and decision-making. We recognize employment equity, diversity and inclusion as values that are important in a community leader and industry leading employer. Badger aims to build and sustain an inclusive workplace that enables everyone, including men, women, people with disabilities, indigenous peoples, visible minorities and LGBTQ+ persons to fully contribute to the success of our business.

Badger's commitment to employment equity throughout the organization is demonstrated by its Employment Equity and Diversity Policy. Badger has also adopted an aspirational goal to have women represent 30% of our Board prior to our next annual meeting of shareholders and 30% of senior management by the end of 2023. As at March 31, 2022, two of Badger's eighteen executive officers are women (11%) and two of the eight director nominees named herein are women (25%). As at March 30, 2021, two of Badger's thirteen executive officers were women (15%) and two of the nine director nominees named in Badger's 2021 Management Information Circular were women (22%).

Pursuant to the Employment Equity and Diversity Policy, Badger will retain, promote and hire the best people it can, focusing on actual and potential contribution in terms of performance, competence, collaboration and professional accountability. Management will ensure that all employment related decisions are based on principles of individual merit and achievement, such as job performance, skills, knowledge and abilities relevant to specific positions, while also considering its aspirational goal to have women represent 30% of our Board and senior management. Management will lead Badger's equity and diversity efforts by regarding equity and diversity as a key business issue and an imperative mainstreamed into Badger's day-to-day activities.

Management reports to the Board annually on the proportion of women in Badger's workforce across various locations and professional and functional disciplines. The Board reviews management's report, as well as Badger's Employment Equity and Diversity Policy, to determine if the objectives of that policy are being met and to consider the adequacy and appropriateness of that policy in furthering Badger's objectives.

To garner the full benefits of diversity, including the availability of the widest pool of available talent, management periodically reviews Badger's recruitment and selection practices at all levels (from the Board downwards) to ensure they are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

Badger has undertaken efforts to help women advance their careers. For example, to ensure that there will be highly qualified women within Badger available to fill vacancies in leadership positions, a particular focus of Badger is to increase the representation of women in hydrovac operator roles. As part of this effort, Badger is partnered with Women Building Futures (WBF), a program designed to train women in the trades. Since 2018, Badger has sponsored 24 women in the Driver and Operator Program with graduates being hired as assistant hydrovac operators, several of whom have progressed to become hydrovac operators during their tenure. Badger continues to seek opportunities to partner with organizations like WBF, which has been a very successful partnership. Badger has also successfully recruited women hydrovac operators through attending military career fairs and working with external agencies such as the YWCA.

## Communications and Reporting

We are committed to providing timely, full, true and plain disclosure of all material information about Badger, in compliance with legal and regulatory requirements. We disseminate news on a timely basis so all stakeholders are kept informed and the investment community maintains realistic expectations.

Our Disclosure Policy sets out consistent disclosure practices across the organization and designates spokespersons for the Corporation. The Disclosure Policy applies to the Board, senior management, other insiders, employees and consultants and anyone else who may have access to non-public information about us.

Badger has formed a disclosure subcommittee comprised of members of management for the purpose of reviewing all material disclosure before it is submitted to the Board or its committees for review and approval, released publicly or filed with regulators. This disclosure subcommittee is also responsible for ensuring we meet all regulatory disclosure requirements and overseeing our disclosure practices. The disclosure subcommittee is comprised of the following officers of Badger: the President & Chief Executive Officer; the Senior Vice President, Finance & Chief Financial Officer; the Senior Vice President, Operations & Chief Operations Officer; the Vice President, Human Resources & Chief Human Resources Officer; the Vice President, Corporate Development & Investor Relations; the Vice President, Manufacturing; the Vice President, Fleet; the Vice President, Health, Safety & Environment; and the Vice President, Strategic Planning & Enterprise Risk.

## Shareholder Engagement

Badger is committed to transparent and effective communication with its shareholders regarding matters of interest and concern to all shareholders and stakeholders. Regarding governance matters in particular, the Board has a Shareholder Engagement Policy pursuant to which it develops practices to support its commitment to engaging with shareholders directly regarding Badger's governance practices.

The Board encourages shareholder participation at Badger's annual shareholder meetings, as it provides a valuable opportunity to discuss Badger, its financial and operational results and other important matters. At each annual meeting, the Chair of the Board and our President & Chief Executive Officer are available to respond to shareholder questions. At the Meeting, Badger's shareholders will be invited to provide feedback on our approach to executive compensation by voting on a "Say on Pay" advisory resolution.

Badger also encourages shareholders to express their views on governance and other matters outside of the annual meeting. These discussions are intended to be an exchange of views about governance and disclosure matters that are within the public domain and do not include a discussion of undisclosed material facts or material changes.

Badger holds quarterly investor conference calls to discuss the quarterly financial results and to provide investors and others with an opportunity to ask questions.

## Board Characteristics

### Independence

We believe the Board must be independent to carry out its duties effectively. All of the director nominees are independent except for Mr. Vanderberg, Badger's President & Chief Executive Officer.

We consider a director to be *independent* if they do not have a direct or indirect material relationship with Badger that could reasonably be expected to interfere with exercising independent judgment. This meets the independence criteria of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. Members of the Audit Committee must meet the more stringent independence criteria for audit committees in National Instrument 52-110 – *Audit Committees*. All Board committees are made up of independent directors as shown in the table below:

### How to Contact the Board

You can contact the Board by writing to the Chair at our head office:

Badger Infrastructure Solutions Ltd.  
Suite 400, 919-11th Avenue SW  
Calgary, Alberta T2R 1P3  
Attention: Glen Roane

|                                  | Independent |    | Audit Committee | HR&C Committee | HS&E Committee | N&G Committee |
|----------------------------------|-------------|----|-----------------|----------------|----------------|---------------|
|                                  | Yes         | No |                 |                |                |               |
| Catherine Best <sup>(1)</sup>    | √           |    | √               |                |                | chair         |
| Grant Billing <sup>(2)</sup>     | √           |    | √               |                |                | √             |
| David Bronicheski <sup>(3)</sup> | √           |    | chair           | √              |                |               |
| William Derwin                   | √           |    | √               |                | √              |               |
| Stephen Jones                    | √           |    |                 | √              | √              |               |
| Mary Jordan                      | √           |    |                 | chair          |                | √             |
| William Lingard                  | √           |    |                 | √              | chair          |               |
| Glen Roane                       | √           |    |                 |                |                |               |
| Paul Vanderberg                  |             | √  |                 |                |                |               |

- (1) Ms. Best was appointed chair of the N&G Committee effective March 17, 2022. Mr. Grant Billing, who is not standing for re-election at the Meeting, previously held this position.
- (2) Mr. Billing is not standing for re-election at the Meeting as he is retiring from the Board.
- (3) Mr. Bronicheski was appointed chair of the Audit Committee effective March 17, 2022. Ms. Best previously held this position.

### Independent Chair

Glen Roane, an independent Board member, is the Chair of the Board. It is the responsibility of the Chair of the Board to ensure that the Board operates independently of management and that Board members have an independent leadership contact. The Chair of the Board manages the affairs of the Board with a view to ensuring that the Board functions effectively and meets its obligations, responsibilities and leads the Board in the execution of its responsibilities to shareholders.

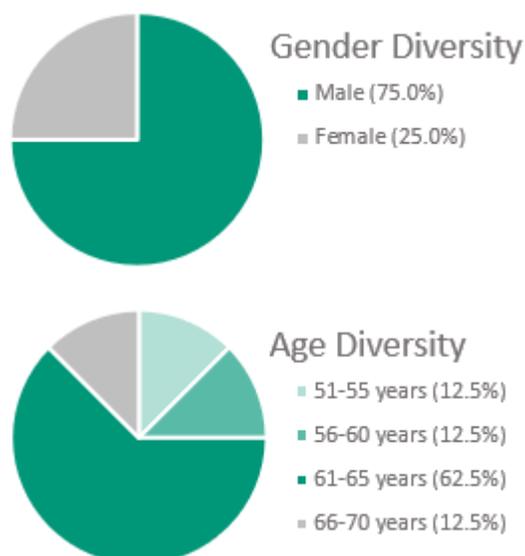
### Meeting In Camera

Badger has a policy that requires the Board to have an *in camera* session of its independent directors, without management, at every regularly scheduled Board meeting and at other meetings when deemed appropriate. This requirement is also reflected in the Board mandate. There were 18 such *in camera* sessions in 2021. Similarly, the mandate of each Board committee requires that all members of each committee must be independent and that the members of that committee have *in camera* sessions without management present. For the Audit Committee, the mandate requires that *in camera* sessions be held at each quarterly meeting of the committee and at other meetings when deemed appropriate. For all other committees, the mandates require that *in camera* sessions be held at every committee meeting if members of management are in attendance at such meeting.

### Board Diversity

Diversity of background, experience, skills, education, gender, age, ethnicity, geographic location and other attributes is valuable to the Corporation because it brings different perspectives to the Board and encourages better decision-making. Badger has an aspirational goal to have women represent 30% of our Board prior to our next annual meeting of shareholders. The means to achieve these diversity goals will be through Board renewal activities, which are guided by Badger's employment equity and diversity policy.

The N&G Committee is responsible for reviewing and assessing Board composition and effectiveness and recommending the appointment of new directors to the Board. When nominating candidates for directorships, the committee's primary focus is to find the most qualified individuals available with the skills, expertise, experience and leadership qualities that will complement the Board and



provide strong stewardship for Badger. Prior to recruiting for new directors, the N&G Committee reviews the current level of women on the Board relative to its aspirational goal to have women represent 30% of the Board. When Badger is short of its goal, it reviews the search requirements for new directors to ensure there is no unintended gender bias in the search description and instructs the selected search firm to seek out women candidates and other candidates that would enhance the diversity of the Board. The N&G Committee monitors the effectiveness of Badger's approach to achieving Board diversity, including recruitment strategies.

Two of the eight director nominees (25%) are women. Ms. Best chairs the N&G Committee and serves on the Audit Committee. Ms. Jordan chairs the HR&C Committee and serves on the N&G Committee.

The graphs above illustrate the diversity of the director nominees.

You can read more about the diversity of our leadership team on page 26 and the Board's skills on page 29.

*Board Skills, Size and Composition*

Badger maintains a skills and experience matrix for its directors, with the goal of ensuring that key areas of expertise are represented on its Board, both for current and future members. The N&G Committee has reviewed the skills matrix and is satisfied that the Board has the appropriate combination of experience, skills and expertise to fulfill its duties and responsibilities.

The matrix below shows the current categories of essential skills and experience as well as each director nominee's assessment of their level of expertise in each category in accordance with the following scale:

- 1 – Basic level of knowledge** – basic knowledge gained through day-to-day activities
- 2 – Strong working knowledge** – has some related managerial or board experience in the area
- 3 – Expert** – considerable depth and breadth of experience

| Skill/Experience   | Catherine Best | David Bronicheski | William Derwin | Mary Jordan | William Lingard | Stephen Jones | Glen Roane | Paul Vanderberg |
|--|----------------|-------------------|----------------|-------------|-----------------|---------------|------------|-----------------|
| <b>Strategic Planning and Growth</b> – experience in developing strategic direction and leading the growth of an organization  | 2              | 3                 | 3              | 3           | 3               | 3             | 2          | 3               |
| <b>Operational Management</b> – experience working with a significantly sized organization in either a board or senior executive officer position  | 2              | 3                 | 3              | 3           | 3               | 3             | 1          | 3               |
| <b>Relevant Industry Experience</b> – experience in distributed North American businesses (including as a service provider)  | 3              | 3                 | 3              | 2           | 3               | 2             | 2          | 3               |
| <b>United States</b> – experience in managing and developing or overseeing the management and development of business in the U.S.  | 1              | 3                 | 3              | 2           | 3               | 3             | 1          | 3               |
| <b>Risk Management</b> – experience in establishing and overseeing policies and processes to identify an organization's principal business risks and to confirm that appropriate systems are in place to mitigate these risks                                  | 2              | 3                 | 2              | 3           | 2               | 2             | 3          | 2               |
| <b>Health, Safety and Environment</b> – experience in establishing and overseeing policies and processes to ensure compliance with governmental regulations and the adoption of effective practices related to workplace health, safety and environment issues | 2              | 1                 | 3              | 3           | 3               | 2             | 2          | 3               |

| Skill/Experience   | Catherine Best | David Bronicheski | William Derwin | Mary Jordan | William Lingard | Stephen Jones | Glen Roane | Paul Vanderberg |
|--|----------------|-------------------|----------------|-------------|-----------------|---------------|------------|-----------------|
| <b>Sustainable Business Practices and Social Responsibility</b> – experience and/or formal education or other training relating to sustainable business practices and corporate social responsibility  | 2              | 1                 | 2              | 2           | 2               | 2             | 2          | 2               |
| <b>Human Resources and Compensation</b> – experience in establishing and overseeing effective executive compensation programs and in the oversight of succession planning, talent development and retention programs   | 3              | 2                 | 3              | 3           | 2               | 2             | 2          | 3               |
| <b>Financial Statement Literacy</b> – ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Badger's financial statements | 3              | 3                 | 3              | 2           | 2               | 2             | 3          | 3               |
| <b>Financial Markets</b> – experience with and understanding of corporate finance including debt, equity and capital markets   | 2              | 3                 | 2              | 1           | 2               | 1             | 3          | 2               |
| <b>Corporate Governance</b> – understanding of effective and appropriate corporate governance practices  | 3              | 2                 | 2              | 3           | 2               | 3             | 3          | 2               |
| <b>Technology</b> – experience with and knowledge of current and emerging technologies, current risk and regulatory requirements, including information security risk. Experience in enterprise resource planning implementations or governance of outsourcing arrangements  | 2              | 1                 | 3              | 2           | 3               | 2             | 1          | 2               |
| <b>Mergers and Acquisitions</b> – experience in evaluating proposed M&A transactions and managing post-merger integration activities   | 2              | 3                 | 3              | 3           | 3               | 2             | 3          | 3               |
| <b>Marketing and Sales</b> – experience and understanding of marketing and sales functions and processes and effective customer relationship management  | 1              | 1                 | 3              | 2           | 3               | 3             | 1          | 2               |

The N&G Committee reviews the Board's size and composition at least annually to determine its impact on the Board's effectiveness. Further, the N&G Committee annually assesses each Board member on a confidential basis through an annual peer review process to ensure the Board members have maintained the skills and knowledge necessary to meet their obligations as Board members. The N&G Committee then makes its recommendations to the Board. If the Board determines that adding a new Board member is desirable, the N&G Committee addresses it at that time and implements such processes and procedures it feels are necessary to encourage an objective nomination process.

The Board, as a whole, selects individuals to nominate for election to the Board. Nominations are generally the result of the evaluation efforts and recommendations of the N&G Committee as well as recruitment efforts undertaken by the Board.

The Board believes that a Board of approximately eight or more members is currently an appropriate size for a public entity with a capitalization and complexity of business, such as Badger's. The Board has appointed new directors over the past several years, including most recently in March 2021 to replace a retiring director, to ensure that its

current and proposed Board members comprise an appropriate mix of individuals with the relevant skills and experience.

Mr. Billings will not be standing for re-election at the Meeting. The Board is currently conducting a search with the assistance of an internationally recognized recruitment and placement firm to source a replacement director for Mr. Billings.

### *Attendance*

The Board believes that attendance at Board meetings is essential for a director to effectively fulfill his or her role. Directors are expected to attend all Board meetings and all applicable committee meetings, where reasonably possible. Directors can attend by teleconference or video conference if they are unable to attend in person.

Badger has an Attendance Policy that requires a director to tender his or her resignation if they attend less than 75% of the Board meetings held in a fiscal year. The Board has the discretion to waive this requirement for a director who provides an adequate reason for their lack of attendance. If the application of the Attendance Policy results in a vacancy on the Board, the Board may fill that vacancy in accordance with Badger's by-laws and articles. See page 2 for individual director attendance in 2021.

### *Equity Ownership*

On March 11, 2021 the Corporation adopted a formal Equity Ownership Policy. The Equity Ownership Policy applies to all non-executive directors of the Corporation, as well as the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and each of the Vice Presidents of the Corporation. The purpose of the Equity Ownership Policy is to align the interests of the directors and executive officers with those of Badger's shareholders in the pursuit of long-term shareholder value creation.

Under the Equity Ownership Policy, equity ownership levels are assessed annually on December 31 (the **Calculation Date**) in order to determine whether a particular director or executive officer is in compliance with the Equity Ownership Policy. Common Shares, as well as DSUs, PSUs and RSUs (collectively, **Qualifying Securities**) are included in the calculation and counted towards ownership levels, subject to the following:

- > in respect of RSUs, the vested but unpaid portion of a particular grant of RSUs will be counted towards the relevant equity ownership levels on each Calculation Date;
- > in respect of PSUs, 50% of a particular grant of PSUs will be counted towards the relevant equity ownership levels on each Calculation Date;
- > in respect of DSUs, 100% of a particular grant of DSUs will be counted towards the relevant equity ownership levels on each Calculation Date; and
- > in respect of Common Shares, 100% of all Common Shares held will be counted towards the relevant equity ownership levels on each Calculation Date.

Pursuant to the Equity Ownership Policy, non-executive directors are required to own Qualifying Securities equal in value to five times the total of their annual equity retainer, while executive officers are required to own Qualifying Securities equal in value to: (i) four times the executive officer's base salary in the case of the Chief Executive Officer; (ii) two times the executive officer's base salary in the case of the Chief Financial Officer and the Chief Operating Officer; and (iii) one times the executive officer's base salary in the case of a Vice President. Ownership levels are calculated using:

- > in respect of Common Shares, the greater of the fair market value as determined using the closing price of the Common Shares on the TSX on the applicable date (the **Fair Market Value**) at: (i) the date of purchase; (ii) the date of sale (if applicable and permitted under the Equity Ownership Policy); and (iii) the Calculation Date; or
- > in respect of DSUs, PSUs and RSUs, the greater of the Fair Market Value at: (i) the date of grant; (ii) the date of settlement (if applicable); and (iii) the Calculation Date.

Non-executive directors are expected to reach this ownership level by the fifth anniversary of their election or appointment to the Board and to continue to hold at least this amount until they cease to be a director. Executive officers are expected to reach this ownership level by the fifth anniversary of their appointment and to continue to hold at least this amount thereafter until ceasing to be an executive officer. See pages 39 and 49 for details and equity ownership effective as at December 31, 2021.

### *Board Renewal, Term Limits and Retirement Policy*

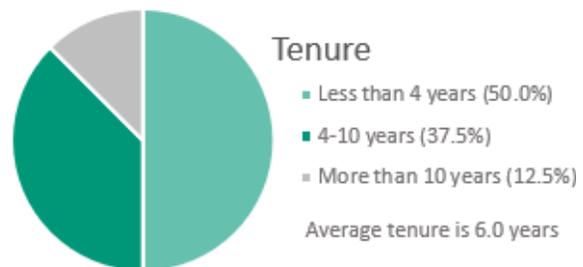
The Board believes that issues relating to Board effectiveness, Board renewal and Board succession planning are best addressed by a strong independent Chair, a thoughtful N&G Committee, independent-thinking Board members and a robust and effective director performance review program including peer to peer reviews. Accordingly, in 2019, the Board removed the mandatory retirement policy which provided that a director would not generally be eligible to be nominated for re-election at the next annual meeting once they turn 70.

The N&G Committee is comprised of three independent directors. It assists the Board in managing an orderly succession plan and identifying suitable director candidates. The members are seasoned directors and senior executives with industry and other board experience. To assist in making those recommendations, the N&G Committee periodically conducts both formal and informal reviews of the effectiveness of the Board and individual Board members and has the authority to hire a professional search firm to assist in identifying and screening qualified candidates. The committee reviews the skills matrix every year to identify areas where the Board may need additional experience to support Badger's strategy and growth. The N&G Committee then uses this information as a basis for recruiting new director candidates for the Board's consideration.

The Board has not adopted term limits for its directors but rather relies on the experience of its members to determine when the retirement or addition of Board members is appropriate. The Board understands that through normal course activities, directors will resign, retire and new directors will be added through review of the skills matrix and the Board's own succession planning considerations. Throughout these activities the Board strives to balance Badger specific knowledge with outside experience and fresh perspectives.

The Board has seen significant renewal in recent years with new directors – including two women – joining each year from 2015 to 2021, with the exception of 2017, resulting in a more diverse and engaged Board.

The graph to the right shows the tenure of the director nominees.



### *Interlocks and Overboarding*

Badger values the experience its directors bring from the other boards on which they serve. Nonetheless, it recognizes that those boards may also present demands on a directors' time and availability and may also present conflict issues. The Board has adopted a policy that sets limits on how many boards a Badger director may serve on while sitting on the Board. Under this policy, a director who holds a full-time executive position shall not sit on the Board of more than two other publicly traded companies. Unless otherwise determined by the Board, a non-executive director shall not sit on the board of more than three other publicly traded companies, in addition to Badger. In considering whether to allow a director to hold more than three directorships outside of Badger, the Board will consider the director's attendance record and contributions. Currently no director nominee sits on more than three public boards, in addition to Badger.

A Board interlock occurs when two or more of Badger's directors also serve together as directors of another public company. We have one Board interlock, as Ms. Best and Ms. Jordan both sit on the board of directors and the governance and nominating committee of Superior Plus Corp. The Board has determined that this inter-locking directorship does not adversely impact the independence or effectiveness of Ms. Best and Ms. Jordan on Badger's Board.

### *Director Orientation and Education*

Pursuant to its mandate, the Board has the responsibility to provide an orientation for newly appointed members of the Board. While orientations are tailored based on the experience and expertise of the new director, they typically cover the business, history and strategy of Badger and include a site visit of the hydrovac manufacturing facility in Red Deer, Alberta and one-on-one visits with members of management.

The Board does not have a formal continuing education program for its members. However, the Board annually assesses each Board member on a confidential basis through an annual peer to peer review process to ensure the

Board members have maintained the skills and knowledge necessary to meet their obligations as Board members. Further, the Board receives regular updates from management on key issues, including industry, customer and end use market trends relevant to the strategic operations of the Corporation.

The Corporation encourages directors to seek relevant external education opportunities that might enhance their knowledge and skills. Directors are encouraged to attend talks, seminars, workshops and conferences to update and enhance their skills and knowledge to enable them to discharge their responsibilities as directors regarding corporate governance, operational and regulatory matters. All Badger directors have ICD memberships as part of Badger's corporate membership.

#### *Board Assessment*

The N&G Committee conducts an annual assessment of the effectiveness of the Board, its committees and each director, as well as for the Chair of the Board in respect of his position as Chair. In that assessment, the committee considers each director's preparation for and performance at meetings, as well as their overall effectiveness. Directors participate in a written peer review to assess individual directors on the attributes that contribute to an effective Board including, among other things, contributions as a director, ongoing effort, the business of Badger, and responsibilities as a director. As well, the chair of each committee receives peer feedback from the directors as part of the formal review conducted by the committee.

## 2021 Committee Reports

### Audit Committee

- > David Bronicheski (Chair)
- > Catherine Best
- > William Derwin

The Audit Committee assists the Board in fulfilling its financial reporting and control responsibilities to our stakeholders and oversees the external auditor, internal controls and management information systems and risk management. All members of the Audit Committee are financially literate and independent under applicable Canadian laws and securities exchange rules. Mr. Bronicheski holds a Chartered Professional Accountant designation and Ms. Best holds a Fellow Chartered Accountant designation.

For further information about the Audit Committee and related matters, see "Audit Committee Information" in our annual information form for the year ended December 31, 2021 available on SEDAR ([www.sedar.com](http://www.sedar.com)) and our website ([www.badgerinc.com](http://www.badgerinc.com))

The Audit Committee met four times in 2021. It has reviewed and approved this report. It has also reviewed its mandate and is satisfied that it has carried out all of its responsibilities thereunder.

Effective March 17, 2022, Mr. Bronicheski was appointed chair of the Audit Committee. For all of 2021, Ms. Best was the chair of the Audit Committee.

#### Key Responsibilities

#### Key Activities

Oversee the integrity of our financial information and reporting systems

- > Reviewed and approved key disclosure documents
- > Reviewed financial reporting process and internal control framework

Evaluate the performance, qualifications and independence of the external auditor

- > Reviewed the 2021 audit service plan
- > Recommended the reappointment of Deloitte LLP as our external auditor until the close of our 2022 annual meeting of shareholders
- > Confirmed the independence of the external auditor and reviewed its performance for the year
- > Recommended all services provided by external auditor

Oversee the effectiveness of our internal controls over financial reporting and compliance with legal and regulatory requirements

- > Reviewed the budget and capital budget for 2021
- > Reviewed the expenses of the President & Chief Executive Officer and the Chair of the Board for the prior year
- > Ensured that effective whistleblowing procedures were in place to report any concerns regarding accounting/financial matters
- > Discussed with the external auditor and management any proposed changes in accounting policies and the impact of key estimates and judgments on Badger's financial statements

Review our material risks, including our assessment process and risk mitigation plans

- > Oversaw the management of the principal risks that could impact the financial reporting of Badger, including financial, business continuity, information technology and cyber risks
- > Reviewed significant legal actions
- > Reviewed tax assessments and monitored changes to U.S. tax laws
- > Confirmed the adequacy of our insurance program

Ensure our governance policies are consistent with best practices

- > Reviewed the Audit Committee mandate and work plan and evaluated the Audit Committee's performance

The committee met *in camera* with the external auditor at each regularly scheduled meeting.

*HR&C Committee*

- > Mary Jordan (Chair)
- > David Bronicheski
- > William Lingard
- > Stephen Jones

The HR&C Committee oversees our human resources policies, management succession and development, CEO objectives and performance reviews and CEO and other executive compensation. The HR&C Committee also approves Badger's compensation disclosure.

The HR&C Committee met three times in 2021. It has reviewed and approved this report and the executive compensation disclosure in this circular. It has also reviewed its mandate and is satisfied that it has carried out all of its responsibilities thereunder.

**Key Responsibilities**

**Key Activities**

Oversee our compensation programs and plan designs to ensure they support our strategy and pay for performance

- > Reviewed the results of the 2021 say-on-pay advisory vote and recommended to the Board to hold another advisory vote on executive compensation in 2022
- > Recommended 2022 performance metrics and targets for each executive's short-term incentive awards to the Board for review and approval
- > Reviewed the current incentive compensation program
- > Monitored compensation trends and legislative changes

Assess performance and recommend compensation decisions for the senior executive team

- > Assessed corporate and individual performance under the incentive plans, including the impact of COVID-19 on such performance and recommended payouts to the Board
- > Ensured that the compensation arrangements for the CEO and senior management team align with our strategic goals and allow us to attract and retain executive talent

Oversee talent management and succession

- > Reviewed the performance and development plans of the executive team, high potential employees and management succession plan
- > Considered management's diversity strategy, including review of the effectiveness of the Employment Equity and Diversity Policy

Oversee our compensation public disclosure

- > Reviewed the executive compensation aspects of the proxy advisor reports
- > Reviewed the executive compensation disclosure included in our public documents

The committee met *in camera* without management at each regularly scheduled meeting.

## HS&E Committee

- > William Lingard (Chair)
  - > William Derwin
  - > Stephen Jones
- The HS&E Committee oversees the development, monitoring and implementation of systems, programs and initiatives for managing HSE risk.
- The HS&E Committee met three times in 2021. It has reviewed and approved this report. It has also reviewed its mandate and is satisfied that it has carried out all of its responsibilities thereunder.

### Key Responsibilities

### Key Activities

Develop a HSE culture that complies with best practices, including industry standards and applicable laws

- > Reviewed our procedures to ensure they comply with applicable laws and industry standards and to prevent and mitigate loss
- > Reviewed our corporate HSE related policies and practices, including new policies and practices related to protection of the health and safety of our employees and customers throughout the COVID-19 pandemic
- > Reviewed the HSE work plan and committee mandate

Assess our HSE performance

- > Received reports from management on HSE performance including progress of initiatives to achieve safety targets and actual performance against targets
- > Reviewed new safety initiatives, focusing on our planned response to significant events
- > Reviewed reports on HSE training and education programs

Set safety targets that are connected to executive compensation

- > Recommended 2022 performance metrics and targets related to HSE for each executive's short-term incentive awards to the HR&C Committee

Identify and mitigate HSE risks

- > Reviewed proposed public policy, legislation and regulations relating to HSE that would impact our business
- > Reviewed findings and recommended mitigating actions on specific audits and incidents
- > Reviewed significant legal actions related to HSE matters
- > Made recommendations with respect to insurable risks related to HSE

Oversee our regulatory compliance and public disclosure

- > Reviewed management's risk assessments related to HSE and management's approach to reporting on HSE matters in its public disclosure documents
- > Guided the initiation of our inaugural ESG Report

The committee met *in camera* without management at each regularly scheduled meeting.

## N&G Committee

- > Catherine Best (Chair)
- > Grant Billing
- > Mary Jordan

The N&G Committee oversees the development and implementation of systems for ensuring good corporate governance, recruiting director candidates, recommending compensation for the non-executive directors, and evaluating the effectiveness of the Board, its committees, the Board Chair and individual directors.

The committee met four times in 2021. It has reviewed and approved this report and the governance disclosure in this circular. It has also reviewed its mandate and is satisfied that it has carried out all of its responsibilities thereunder.

Effective March 17, 2022, Ms. Best was appointed chair of the N&G Committee. For all of 2021, Mr. Grant Billing, who is not standing for re-election at the Meeting, was the chair of the N&G Committee.

### Key Responsibilities

### Key Activities

Develop effective corporate governance policies and procedures

- > Reviewed our governance practices, assessing them against regulatory developments, governance trends and third-party reports on our governance
- > Monitored director independence, conflict of interest matters, interlocking directorships and overboarding

Oversee the director compensation program

- > Reviewed the current equity ownership guidelines and recommended the development of the Equity Ownership Policy, which was adopted on March 11, 2021, in order to reflect the 2021 Compensation Plans (defined below), to offer greater clarity around compliance with the guidelines and to redefine the equity ownership guidelines for executives

Manage Board renewal and succession

- > Reviewed the composition and diversity of the Board and committees
- > Oversaw director and management recruitment efforts, with one new director onboarded in 2021

Develop and oversee the Board assessment process

- > Reviewed the results of the Board, committee, chair and director assessments
- > Provided, through the chair of the N&G Committee, feedback to each of the directors as to their effectiveness based on the results of the peer-to-peer review process
- > Recommended various initiatives to improve board effectiveness

The committee met *in camera* without management present at each regularly scheduled meeting.

## DIRECTOR COMPENSATION

### Philosophy and Approach

Badger's director compensation program is designed to:

- > attract and retain highly qualified Board members by providing market competitive compensation that recognizes their increasing responsibilities, time commitment and accountability; and
- > align the interests of directors with shareholders.

The Board approves the form and amount of director compensation on the recommendation of the N&G Committee. The N&G Committee reviews the amount and structure of director compensation periodically, at a minimum every three years, to ensure that director compensation meets Badger's objectives. Total director compensation is targeted at or near the 50<sup>th</sup> percentile of our compensation peers (the same peer group we use for executive compensation – see page 43 for details).

Non-executive directors receive annual retainers for their service as directors, as well as additional retainers for those directors who serve as chairs of the Board and of the various committees. These retainers are comprised of a cash portion and an equity portion. In addition to these retainers, directors receive meeting fees for attendance at Board and committee meetings, as well as reimbursements for reasonable travel and other expenses in connection with their service as directors.

Pursuant to the 2021 DSU Plan, directors receive a portion of their annual retainer in deferred share units (**DSUs**) and elect to receive the balance in either cash, DSUs or a combination of cash and DSUs. Elections must be made by December 15 of the calendar year prior to the year to which the election relates. DSUs are granted to non-executive directors on the earliest business day following the Corporation's annual meeting of shareholders, after taking into consideration any applicable trading blackouts and volume weighted average calculation days. Where a director has elected to receive DSUs in lieu of a cash retainer, these DSUs are also granted following the Corporation's annual meeting, and thus are paid in advance for the forthcoming year. The number of DSUs granted under the equity and cash portions of the director's annual retainer, as applicable, is calculated by dividing the total grant value by the market value of Common Shares on the date of the grant. Market value for this purpose is the volume weighted average price of the Common Shares on the TSX for the five trading days immediately preceding the grant date. When cash dividends are paid on the Common Shares, dividends are also paid on the DSUs held by directors. These dividends are credited to the directors in the form of additional DSUs. DSUs vest immediately on grant and may only be redeemed upon the departure of the director from Badger, whether by resignation, termination or retirement. For further information on the 2021 DSU Plan, see page 58.

Badger's President & Chief Executive Officer does not receive compensation in his role as a director because he is paid in his capacity as an executive. Our U.S. resident directors, Messrs. Derwin and Jones, receive their fees (or the value of their DSU awards) in U.S. dollars.

The following table summarizes the compensation structure for non-executive directors for their services during the 2021 financial year.

|  | Chair               | Member              |
|--|---------------------|---------------------|
| <b>Annual Board Retainer</b>   |                     |                     |
| > Cash   | \$90,000            | \$35,000            |
| > Equity   | \$135,000           | \$100,000           |
| <b>Annual Committee Retainer</b>   |                     |                     |
| > Audit Committee chair  | \$15,000            | –                   |
| > HR&C Committee chair   | \$12,000            | –                   |
| > HS&E Committee chair   | \$7,500             | –                   |
| > N&G Committee chair  | \$7,500             | –                   |
| <b>Board and Committee Meeting Attendance Fees</b><br><i>(in person or by telephone)</i> | \$1,500 per meeting | \$1,500 per meeting |

- (1) Annual retainers and meeting fees paid to Badger's U.S. resident directors, Messrs. Derwin and Jones, were the same numbers as outlined in the table above but paid in U.S. dollars rather than Canadian dollars.
- (2) Annual retainers provided for service as a chair of a committee are in addition to annual retainers for service as a director.

### Equity Ownership – Non-Executive Directors

As stated above, pursuant to the Equity Ownership Policy, all non-executive directors are required to own Qualifying Securities equal in value to five times the total of their annual equity retainer. Non-executive directors are expected to reach this equity ownership level by the fifth anniversary of their election or appointment to the Board, and to continue to hold at least this amount until they cease to be a director. The table below shows the equity holdings of each non-executive director as at December 31, 2021. Mr. Vanderberg is required to meet our equity ownership requirements for executives, which you can read about on page 49.

|                   | Value Held <sup>(1)</sup> |           |           |           |            | Equity Retainer <sup>(2)</sup> | Equity Ownership Multiple |        |                  |          |
|-------------------|---------------------------|-----------|-----------|-----------|------------|--------------------------------|---------------------------|--------|------------------|----------|
|                   | Common Shares (\$)        | DSUs (\$) | PSUs (\$) | RSUs (\$) | Total (\$) | Total (\$)                     | Required                  | Actual | Satisfies Policy | Deadline |
| Catherine Best    | –                         | 839,528   | –         | –         | 839,528    | 100,000                        | 5x                        | 8.4x   | Yes              | N/A      |
| Grant Billing     | 997,250                   | 1,075,828 | –         | –         | 2,073,078  | 100,000                        | 5x                        | 20.7x  | Yes              | N/A      |
| David Bronicheski | 349,690                   | 296,481   | –         | –         | 646,171    | 100,000                        | 5x                        | 6.5x   | Yes              | N/A      |
| William Derwin    | 172,844                   | 652,166   | –         | –         | 825,011    | 125,350                        | 5x                        | 6.6x   | Yes              | N/A      |
| Stephen Jones     | –                         | 160,702   | –         | –         | 160,702    | 125,350                        | 5x                        | 1.3x   | No               | 2026     |
| Mary Jordan       | –                         | 344,053   | –         | –         | 344,053    | 100,000                        | 5x                        | 3.4x   | No               | 2024     |
| William Lingard   | 128,273                   | 838,153   | –         | –         | 966,426    | 100,000                        | 5x                        | 9.7x   | Yes              | N/A      |
| Glen Roane        | 3,421,098                 | 2,193,818 | –         | –         | 5,614,916  | 135,000                        | 5x                        | 41.6x  | Yes              | N/A      |

- (1) The amounts in the "Value Held" columns are calculated as described on page 31. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79. Directors are not eligible to receive PSUs or RSUs.
- (2) The amounts in the "Equity Retainer" column do not include any portion of a director's cash retainer which the director elected to receive in equity. Equity retainers for Messrs. Derwin and Jones were determined and paid in U.S. dollars, and amounts shown in this column have been converted into Canadian dollars at a conversion rate of C\$1.2535/US\$1.00.

### Director Compensation Table

The table below shows the total amount paid to the non-executive directors in 2021. Mr. Vanderberg does not receive fees for serving as a director – please turn to page 51 for information about his compensation as President & Chief Executive Officer. We do not offer any pension plans or other retirement benefits for non-executive directors.

|                               | Fees Earned <sup>(1)</sup> (\$) | Share-Based Awards <sup>(2)</sup> (\$) | All Other Compensation <sup>(3)</sup> (\$) | Total Compensation (\$) |
|-------------------------------|---------------------------------|--|--|-------------------------|
| Catherine Best                | 71,000                          | 100,000                                | 12,949                                     | 183,949                 |
| Grant Billing <sup>(4)</sup>  | 21,000                          | 142,500                                | 16,689                                     | 180,189                 |
| David Bronicheski             | 18,000                          | 135,000                                | 4,081                                      | 157,081                 |
| William Derwin <sup>(5)</sup> | 44,499                          | 125,350                                | 9,230                                      | 179,079                 |
| Stephen Jones <sup>(5)</sup>  | 48,435                          | 125,350                                | 1,588                                      | 175,373                 |
| Mary Jordan                   | 51,750                          | 100,000                                | 4,570                                      | 156,320                 |
| William Lingard               | 59,000                          | 100,000                                | 12,949                                     | 171,949                 |
| Glen Roane                    | 97,500                          | 135,000                                | 35,003                                     | 267,503                 |

- (1) The amounts in the "Fees Earned" column represent amounts of cash received in respect of annual retainers and meeting fees earned by the directors. These amounts do not include any portion of the cash retainer elected by a director to be received in DSUs.
- (2) The amounts in the "Share-Based Awards" column represent the value of the DSUs received in respect of annual retainers earned by the directors. Amounts presented are equal to the director's equity retainer plus any portion of the cash retainer elected to be received in DSUs, divided by the grant date fair value to determine the number of units granted.

The grant date fair value was calculated in accordance with IFRS 2 Share-Based Payments and is determined based on the weighted average trading price of the Common Shares for the five days immediately preceding the date of grant. This is the same valuation as reflected in Badger's financial statements other than that under IFRS 2 Share-Based Payments the grant date fair value is recognized over the relevant service period.

- (3) Whenever cash dividends are paid on the Common Shares, additional DSUs are credited on DSU holdings to the participant's DSU account. The amounts in the "All Other Compensation" column are comprised entirely of the value of the additional DSUs issued to the directors in these circumstances. For this purpose, the value of the DSUs was determined by multiplying the number of DSUs issued in the applicable year due to the payment of dividends on the Common Shares in that year by the market value of the underlying Common Shares on December 31, 2021 of \$31.79.
- (4) Mr. Billing is not standing for re-election at the Meeting.
- (5) Amounts are shown in the Canadian dollar equivalent of the U.S. dollar amount paid at a conversion rate of C\$1.2535/US\$1.00.

### Director Outstanding Share-Based Awards

The table below shows the value of DSUs owned by the directors as at December 31, 2021.

|                              | Share-based awards <sup>(1)</sup>   |   |  |
|------------------------------|---|---|--|
|                              | Number of shares or units of shares that have not vested <sup>(2)</sup><br>(\$) | Market or payout value of share-based awards that have not vested<br>(\$) | Market or payout value of share-based awards not paid out or distributed<br>(\$) |
| Catherine Best               | –   | –   | 839,528  |
| Grant Billing <sup>(3)</sup> | –   | –   | 1,075,828  |
| David Bronicheski            | –   | –   | 296,481  |
| William Derwin               | –   | –   | 652,166  |
| Stephen Jones                | –   | –   | 160,702  |
| Mary Jordan                  | –   | –   | 344,053  |
| William Lingard              | –   | –   | 838,153  |
| Glen Roane                   | –   | –   | 2,193,818  |

- (1) The amounts in the "Market or payout value of share-based awards not paid out or distributed" column were calculated by multiplying the market value of the underlying Common Shares on December 31, 2021 of \$31.79 by the total number of DSUs held by each director as at December 31, 2021 (including DSUs received in respect of annual retainers and meeting fees, as well as additional DSUs received as dividend equivalents).
- (2) All DSUs granted to non-executive directors vest on the date of grant.
- (3) Mr. Billing is not standing for re-election at the Meeting.

### Director Incentive Plan Awards – Value Vested or Earned During the Year

The table below shows the value of the DSUs vested or earned during 2021. This includes DSUs directors chose to receive in place of their cash retainer and additional DSUs received as dividend equivalents. All DSUs granted to directors vest on the date of grant, thus there are no unvested DSUs.

|                              | Share-based awards – value vested during the year <sup>(1)</sup><br>(\$) |
|------------------------------|--|
| Catherine Best               | 90,999   |
| Grant Billing <sup>(2)</sup> | 127,911  |
| David Bronicheski            | 109,449  |
| William Derwin               | 103,742  |
| Stephen Jones                | 123,280  |
| Mary Jordan                  | 82,620   |
| William Lingard              | 90,999   |

- (1) As all DSUs granted to non-executive directors vest on the date of grant, the amounts in the "Share-based awards – value vested during the year" column were calculated by multiplying the market value of the underlying Common Shares on December 31, 2021 of \$31.79 by the total number of DSUs granted to each director in 2021 (including DSUs received in respect of annual retainers and meeting fees, as well as additional DSUs received as dividend equivalents).
- (2) Mr. Billing is not standing for re-election at the Meeting.

## EXECUTIVE COMPENSATION

### Executive Summary

The Board, assisted by the HR&C Committee, is responsible for reviewing and overseeing executive compensation at Badger, and for approving what the President & Chief Executive Officer and other senior executives, including our named executive officers (**NEOs**), are paid.

This section of this circular tells you how we:

- > develop our compensation strategy – see page 43;
- > manage compensation risk – see page 43;
- > benchmark compensation against our peers – see page 43; and
- > align compensation with performance and shareholders – see pages 44, 48 and 49.

It also tells you about the compensation program in detail and what our compensation decisions were for 2021 – see page 51.

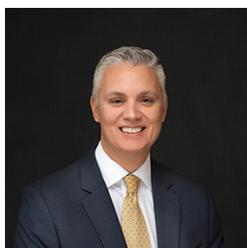
### *2021 NEOs*

This year's NEOs include the following the President & Chief Executive Officer, the Senior Vice President, Finance & Chief Financial Officer, and each of the three most highly compensated executive officers other than the Chief Executive Officer and the Chief Financial Officer as at December 31, 2021. We have also included compensation disclosure for Mr. John Kelly as one of the Corporation's three most highly compensated executives in 2021, as required under securities legislation:



#### **Paul Vanderberg – President & Chief Executive Officer**

Mr. Vanderberg has been the President & Chief Executive Officer of Badger, as well as a director of Badger, since July 2016. Prior to joining Badger, he was Director, Operations of Gator Gypsum, Inc., a division of Gypsum Management & Supply Inc., North America's largest gypsum board and interior construction products distributor. Previous to this, Mr. Vanderberg spent 14 years as President of Winroc SPI, the construction products division of Superior Plus Corp. Over the previous 16 years, Mr. Vanderberg held increasingly senior positions with Unites States Gypsum Corporation, with general management responsibilities for operations in the U.S., Canada and internationally. Mr. Vanderberg holds a Bachelor of Arts and MBA from Michigan State University and an ICD.D designation.



#### **Darren Yaworsky – Senior Vice President, Finance & Chief Financial Officer**

Mr. Yaworsky joined Badger in June 2019 as Vice President, Finance & Chief Financial Officer and was promoted to Senior Vice President, Finance & Chief Financial Officer in July 2021. Prior to joining Badger, Mr. Yaworsky was Senior Vice-President, Finance and Chief Financial Officer at Wajax Corporation. Prior thereto, Mr. Yaworsky held a series of progressively senior corporate finance, treasury, accounting and tax roles at Enbridge Inc., Canadian Pacific Railway and Wajax Corporation. His early career was in capital markets, corporate finance, risk management and operations at two major Canadian banks. Mr. Yaworsky holds an MBA from University of Manitoba and an Honours Bachelor of Commerce from Lakehead University.



**Robert Blackadar – Chief Operating Officer**

Mr. Blackadar joined Badger as Senior Vice President, Operations & Chief Operating Officer in July 2021. Before joining Badger, he most recently held the role as President of NESCO Specialty Rentals (**NESCO**) in Ft. Wayne, Indiana. NESCO was the largest utility rental company in the U.S. prior to merging with Custom Truck One Source. As President of NESCO, Mr. Blackadar was responsible for all operations, including sales and marketing, branch operations, fleet management, and safety. Prior to NESCO, Mr. Blackadar held roles of increasing responsibility in sales and marketing and operations at BlueLine Rentals, Ritchie Bros. Auctioneers, United Rentals, and HERC Rentals. Mr. Blackadar holds a Bachelor of Science in Management and Finance from Louisiana State University.



**Tracey Wallace – Vice President, Human Resources & Chief Human Resources Officer**

Ms. Wallace has been Vice President, Human Resources & Chief Human Resources Officer of Badger since June 2017. Prior to joining Badger, Ms. Wallace was the Senior Vice-President for Carillion Canada. Previous to this Ms. Wallace spent eight years as an Officer and Vice-President of Human Resources for the ATCO Group of Companies and Canadian Utilities Limited. Ms. Wallace's career has spanned over 30 years of general management and administration experience on an international basis. Ms. Wallace studied Business Administration at the University of Calgary and pursued post-graduate level coursework in Human Resources at the University of Fredericton. Ms. Wallace holds the chartered professional human resources (CPHR) and ICD.D designations.



**Elizabeth (Liz) Peterson – Senior Vice President, Operations**

Ms. Peterson joined Badger in April 2015 as Vice President, North American Operations East and has served as Senior Vice President, Operations since January 2022. Prior to joining Badger, Ms. Peterson was employed by Clean Harbors Environmental Services, Inc., a U.S. environmental, energy and industrial services company, for 24 years holding various positions in both sales and operations, including Senior Vice President East Region, Vice President Industrial Services and Vice President of InSite Services. Ms. Peterson holds a Bachelor of Arts from Smith College in Northampton, Massachusetts as well as an MBA from Duke University's Fuqua School of Business.

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## Compensation Discussion and Analysis

### *The Composition and Role of the HR&C Committee*

The HR&C Committee is composed of the following independent directors, each having extensive experience in executive compensation and risk management through their experience as senior leaders and directors of diverse organizations: Mary Jordan (chair), David Bronicheski, Stephen Jones and William Lingard. See the director biographies starting on page 12 for the direct experience that is relevant to each member of the HR&C Committee's responsibilities in determining executive compensation.

The HR&C Committee assists the Board with ensuring that Badger's human resources strategies support its objectives and helps to create shareholder value. As part of its responsibilities, the HR&C Committee makes recommendations to the Board regarding compensation targets, amounts and awards, taking into consideration, among other things, the objectives of the executive compensation program (discussed in greater detail under the heading "*Compensation Objectives and Philosophy*" below), past performance, previous awards, prevailing economic conditions, and the recommendations of the President & Chief Executive Officer, other management and independent compensation consultants engaged from time to time. The Board then approves the executive

compensation program, including the individual components thereof, subject to any modifications it deems necessary.

### *Compensation Objectives and Philosophy*

Badger's executive compensation program is designed to attract, motivate and retain its executive officers with incentives for the enhancement of shareholder value, the successful implementation of Badger's strategic plan and improvement in corporate and personal performance.

The program is based on a pay-for-performance philosophy and currently consists of three main components:

- > base salary paid in cash;
- > short-term incentives – bonuses paid in cash or DSUs, realized after one year; and
- > long-term incentives – bonuses paid in PSUs and RSUs, realized after three years.

With the foregoing in mind, the total compensation package of each executive officer is determined by an assessment by the HR&C Committee of his or her sustained performance and consideration of competitive compensation levels for the markets in which Badger operates. The HR&C Committee also considers the particular skills and experience of the individual. The input and recommendations of the President & Chief Executive Officer are sought and considered in determining the compensation payable to the other executive officers. A final determination on each component of the total compensation package of each executive officer is recommended by the HR&C Committee and approved by the Board, in its sole discretion, based on its knowledge of the industry and geographic markets in which Badger operates as well as Badger's business plans.

### *Managing Compensation Risk*

The HR&C Committee assists the Board in monitoring and addressing the risks associated with Badger's compensation program, which it does during each annual review and assessment as well as on an ongoing basis. These risks include, among other things, under-compensation, which could result in the loss of key personnel, and over-compensation, which could result in shareholder value not being maximized. In order to mitigate these risks, the HR&C Committee and the Board rely on, among other things, the experience of the HR&C Committee and the Board, the professional advice of independent compensation consultants, and internal policies such as the Clawback Policy and the Anti-Hedging Policy, as described in greater detail on page 22.

### *Research and Benchmarking*

From time to time, the HR&C Committee retains qualified independent compensation consultants to advise on director and executive compensation matters. The HR&C Committee did not retain an independent compensation consultant to conduct a comprehensive review of Badger's director or executive compensation programs in 2020 in advance of setting 2021 compensation; however, Pearl Meyer & Partners (**Pearl Meyer**) was retained in 2020 and Hugessen Consulting Inc. (**Hugessen**) was retained in 2020 and 2021 to provide targeted advice relating to benchmarking and peer group composition, incentive plan design, and equity ownership. Pearl Meyer was also retained in the fourth quarter of 2021 to conduct a comprehensive compensation review in advance of setting 2022 compensation. Neither the Board nor the HR&C Committee is required to pre-approve other services provided to Badger by Hugessen and Pearl Meyer at the request of management.

The following table provides information regarding the fees paid to Pearl Meyer and Hugessen with respect to services provided to the HR&C Committee and to management for the years ended December 31, 2021 and December 31, 2020.

|                                     | Hugessen     |              | Pearl Meyer  |              |
|-------------------------------------|--------------|--------------|--------------|--------------|
|                                     | 2021<br>(\$) | 2020<br>(\$) | 2021<br>(\$) | 2020<br>(\$) |
| Executive Compensation Related Fees | 2,490        | 9,321        | 7,775        | 79,733       |
| All Other Fees                      | –            | –            | –            | –            |
| Total                               | 2,490        | 9,321        | 7,775        | 79,733       |

The HR&C Committee compares Badger's executive compensation practices with the compensation practices of comparable companies to ensure that Badger's compensation levels are competitive with those peer companies. Badger's general executive compensation philosophy is to, whenever possible, pay its executive officers compensation that is competitive to that earned by executive officers holding comparable positions in similar markets with other similar Canadian or U.S. publicly traded entities.

The peer group that the HR&C Committee used in 2021 for benchmarking purposes was the same as that used in 2020, and was comprised of the following companies:

|                              |                             |
|------------------------------|-----------------------------|
| Clean Harbors Inc.           | Covanta Holding Corporation |
| CES Energy Solutions Corp.   | Trican Well Service Ltd.    |
| Mullen Group                 | Secure Energy Services Inc. |
| Marten Transport, Ltd.       | US Ecology Inc.             |
| Casella Waste Systems, Inc.  | New Park Resources Inc.     |
| Ag Growth International Inc. | TETRA Technologies Inc.     |

This peer group was updated in 2018 to include more U.S. companies given the increasing importance of the U.S. market to Badger in sourcing senior executive talent, and to include companies from a wider variety of industries outside of the oil and gas sector. The market capitalization of these peer companies ranges from approximately 50% to 200% of Badger's market capitalization, and all are entities with whom Badger may compete to retain executive talent. As a secondary source for executive compensation information, the HR&C Committee also receives and considers data from a compensation survey of a broad range of Canadian and U.S. companies.

#### *Components of Executive Compensation*

##### *Base Salary*

The base salary of each executive officer is determined by an assessment of his or her sustained performance as well as consideration of the particular skills and experience of the individual and the competitive compensation levels in the industry and geographic markets in which Badger operates. Generally speaking, Badger targets senior executives' base pay at approximately the median of its peer group.

Badger has successfully expanded its U.S. business over the past ten years. 81.3% of consolidated 2021 revenue was in the U.S. where the majority of Badger's growth opportunities exist. Because of the U.S. growth opportunity, the Corporation has executed on a several year process of consolidating certain of its operations and administrative functions into its Brownsburg, Indiana location. The Corporation undertook a compensation review, and compared management compensation to U.S. and blended Canadian/U.S. survey data. Based on this review, the base salaries of the CEO, CFO and Vice President, Human Resources were adjusted effective April 1, 2021 to be paid in U.S. dollars.

##### *Short-Term Incentives – Bonuses Paid in Cash or DSUs, Realized After One Year*

Badger's executive officers are eligible for short-term incentive bonuses paid in cash to reward them when they achieve or exceed certain quantitative and qualitative performance criteria each year. These pre-determined quantitative and qualitative performance criteria are determined by the HR&C Committee each year based on the business and economic conditions existing at the time of determination, approved by the Board and communicated to the executive officers in the first quarter of the relevant compensation year. Notwithstanding the foregoing, the determination of whether any particular performance criteria has been satisfied is determined by the HR&C Committee and approved by the Board in its sole discretion. Further, the payment of any short-term incentive bonus is subject to the discretion of the Board.

In determining whether to recommend the payment of a bonus, the HR&C Committee considers all of the information available to it at the time of such determination including, but not limited to, the specific performance criteria established at the beginning of the year, other relevant factors affecting performance that arose since that time, general market and economic conditions and the performance of each particular executive officer in light of

the foregoing. Conversely, the Board retains the discretion to pay a lower or additional cash bonus to any executive officer in circumstances that the Board determines warrants such payment.

Generally speaking, the bonus target is a percentage of that executive officer's base salary and, where maximum performance is achieved, the executive officer could earn rewards which would place the executive officer in the 75<sup>th</sup> percentile of the peer group for total direct compensation. Executive officers are eligible to elect to receive DSUs equivalent in value to their short-term incentive bonus otherwise payable in cash.

There were three main components to the 2021 short-term incentive program:

(a) Financial Performance (50%)

Fifty percent (50%) of each executive officer's short-term incentive bonus is based on the achievement of specific financial targets. For all of the NEOs, the financial performance component of the short-term incentive bonus is based on overall corporate results.

(i) Adjusted EBITDA Margin (25%)

It is critical that Badger continues to deliver strong top line revenue with a complementing containment of expenses. The metric of Adjusted EBITDA Margin<sup>(1)</sup> is used as the measure of the success of this component of the bonus program. For the purposes of determining bonuses, Adjusted EBITDA Margin is calculated from Badger's *Consolidated Statement of Comprehensive Income* as "gross profit" less "general and administrative" divided "revenue", expressed as a percentage. Since the philosophy of the short-term incentive bonus is to reward management for activities within their control, foreign exchange gain or loss and fluctuations in the deferred unit liability from changes in Badger's share price are excluded from the calculation of Adjusted EBITDA Margin for bonus purposes.

For 2021, the HR&C Committee set, and the Board approved, the following Adjusted EBITDA Margin targets:

- > if Adjusted EBITDA Margin is less than 20.0%, the executive officers shall be awarded 0% of this portion of their target bonus;
- > if Adjusted EBITDA Margin is equal to 20.0%, the executive officers shall be awarded 50% of this portion of their target bonus;
- > if Adjusted EBITDA Margin is equal to 22.0%, the executive officers shall be awarded 100% of this portion of their target bonus; and
- > if Adjusted EBITDA Margin is equal to or above 23.0%, the executive officers shall be awarded 150% of this portion of their target bonus.

If the actual Adjusted EBITDA Margin performance is between the aforementioned amounts, the achievement percentage is pro-rated on a straight-line basis. In 2021, Badger's overall corporate Adjusted EBITDA Margin was 12.8%, resulting in the executive officers being awarded 0% of this portion of their target bonus.

(ii) Revenue Per Truck Per Month (25%)

Revenue per truck per month (**RPT**)<sup>(1)</sup> is a useful measure of Badger's hydrovac fleet utilization and is a proxy for return on capital. It is calculated using hydrovac and hydrovac related revenue only. RPT is calculated by combining monthly Canadian and U.S. dollar hydrovac revenue for a respective period, without converting foreign currency revenues into a Canadian dollar equivalent, dividing the total mixed currency hydrovac revenue for the period by the average number of hydrovacs in the respective period.

For 2021, the HR&C Committee set, and the Board approved, the following RPT targets:

- > if RPT is less than \$26,000, the executive officers shall be awarded 0% of this portion of their target bonus;
  - > if RPT is equal to \$26,000, the executive officers shall be awarded 50% of this portion of their target bonus;
  - > if RPT is equal to \$28,000, the executive officers shall be awarded 100% of this portion of their target bonus;
- and

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<sup>1</sup> "Adjusted EBITDA Margin" and "RPT" are not standardized financial measures prescribed by IFRS and may not be comparable to similar measures presented by other companies or entities. See "non-IFRS Financial Measures" in this circular for additional detail on the definition and calculation of Adjusted EBITDA Margin. See page 14 of Badger's Management's Discussion and Analysis for the year ended December 31, 2021 for additional details on RPT.

- > if RPT is equal to or above \$29,000, the executive officer shall be awarded 150% of this portion of their target bonus.

If the actual RPT performance is between the aforementioned amounts, the bonus is pro-rated on a straight-line basis. In 2021, Badger achieved overall corporate RPT equal to \$27,234, resulting in the executive officers being awarded 81% of this portion of their target bonus.

(b) HSE Performance (30%)

Badger's ability to succeed is predicated on its ability to work efficiently, without serious incident, in compliance with all regulatory requirements and being welcome in the communities it serves. This is accomplished by not only meeting but exceeding standards for HSE. To ensure proper attention to HSE, Badger bases 30% of each executive officer's short-term incentive bonus on the following HSE performance measures:

- > recordable incident rate (**RIR**, also known as total recordable injury frequency or TRIF) as to 15%;
- > vehicle incident rate (**VIR**) as to 10%;
- > environmental criteria as to 2.5%; and
- > worker's compensation-related criteria as to 2.5%.

The use of HSE performance measures reinforces Badger's commitment to protect the environment as well as the health and safety of its employees, contractors, clients and other third-party personnel in the communities in which Badger operates and helps make health and safety management a core part of the culture of the organization.

(i) RIR (10%)

RIR is an indicator that determines the injury rate based on the number of work-related recordable injuries and the total number of hours worked in a year. RIR as defined by the Occupational Safety and Health Administration is calculated by multiplying the number of work-related recordable injuries incurred during the year by 200,000 and dividing that product by the total number of hours that were actually worked by employees. The "200,000" number used in calculating the numerator in this equation is the equivalent number of hours for 100 employees working 40 hours per week for 50 weeks. A lower RIR number indicates better performance.

Despite the targets noted below and given the fact that health and safety performance is a core value of Badger, the ultimate RIR goal, which is communicated to Badger's employees, third-party service providers and clients, is zero.

For 2021, the HR&C Committee, with input from the HS&E Committee, set, and the Board approved, the following RIR targets:

- > If RIR exceeds 1.46 or in the event of a fatality, the executive officers shall be awarded 0% of this portion of their target bonus;
- > if RIR is equal to 1.00, the executive officers shall be awarded 50% of this portion of their target bonus;
- > if RIR is equal to 0.80, the executive officers shall be awarded 100% of this portion of their target bonus; and
- > if RIR is equal to or below 0.80, the executive officers shall be awarded 150% of this portion of their target bonus.

The HR&C Committee works with the HS&E Committee and management to assess the effort and results achieved in this area. If the actual RIR performance is between the aforementioned amounts, the bonus is pro-rated on a straight-line basis. In 2021, Badger's overall corporate RIR was 1.05, resulting in the executive officers being awarded 95% of this portion of their target bonus.

(ii) VIR (10%)

VIR is calculated by multiplying the number of preventable vehicle incidents by 200,000 and dividing that product by the total number of hours that were actually worked by employees. The "200,000" number used in calculating the numerator in this equation is the equivalent number of hours for 100 employees working 40 hours per week for 50 weeks. A lower VIR number indicates better performance.

For 2021, the HR&C Committee, with input from the HS&E Committee, set, and the Board approved, the following VIR targets:

- > if VIR exceeds 3.50, the executive officers shall be awarded 0% of this portion of their target bonus;
- > if VIR is equal to 3.50, the executive officers shall be awarded 50% of this portion of their target bonus;

- > if VIR is equal to 2.25, the executive officers shall be awarded 100% of this portion of their target bonus; and
- > if VIR is equal to or below 1.80, the executive officers shall be awarded 150% of this portion of their target bonus.

The HR&C Committee works with the HS&E Committee and management to assess the effort and results achieved in this area. If the actual VIR performance is between the aforementioned amounts, the bonus is pro-rated on a straight-line basis. In 2021, Badger's overall corporate VIR was 2.21, resulting in the executive officers being awarded 104% of this portion of their target bonus.

(iii) Environmental (2.5%)

The environmental component measures environmental results for the year and is based on best practice for sites, preventing incidents and managing any spills. For 2021, the HR&C Committee, with input from the HS&E Committee, set, and the Board approved, a target of zero notice of violations for Badger's operations in order for executive officers to achieve 100% of this portion of the target bonus.

The HR&C Committee works with the HS&E Committee and management to assess the effort and results achieved in this area. In 2021, Badger received zero notices of violation for its operations, resulting in the executive officers being awarded 100% of this portion of their target bonus.

(iv) Worker's Compensation Costs (2.5%)

The worker's compensation cost component measures the cost to the Corporation of worker's compensation claims for the year. For 2021, the HR&C Committee, with input from the HS&E Committee, set, and the Board approved, a target of a 20% reduction in the costs associated with workers compensation claims from 2020 levels.

The HR&C Committee works with the HS&E Committee and management to assess the effort and results achieved in this area. In 2021, Badger reduced the costs associated with workers compensation claims at the overall corporate level by approximately 45%, resulting in the executive officers being awarded 100% of this portion of their target bonus.

(v) Behaviour-Based Observations (5%)

The behaviour-based observations (**BBOs**) component measures the extent to which safe and at-risk behaviours are recorded for the purposes of identifying workplace safety strengths and areas for improvement. For 2021, the HR&C Committee, with input from the HS&E Committee, set, and the Board approved, a target of four BBOs per month to be completed by each corporate executive and each operations executive.

The HR&C Committee works with the HS&E Committee and management to assess the effort and results achieved in this area. In 2021, each corporate executive and each operations executive completed at least four BBOs per month, contributing to a total of more than 19,800 BBOs company-wide, resulting in the executive officers being awarded 100% of this portion of their target bonus.

(c) Individual Performance (20%)

The remaining 20% of each executive officer's short-term incentive bonus is linked to the achievement of personal objectives based on strategic and individual performance targets established for the particular executive officer. If executives exceed expectations, they can earn up to a maximum of 30% of this portion of their target bonus (previously, the maximum was 20%, such change having been recommended by the HR&C Committee and approved by the Board in 2022 in respect of 2021 compensation as a more formulaic way of determining payouts than awarding discretionary bonuses as was done in 2021 in respect of 2020 compensation). In 2021, at a high level each executive officer's personal objectives were focused on the execution on Badger's 2020 - 2025 Strategic Plan (the **Strategic Plan**) and implementation of elements of the Strategic Plan including growth and improvement initiatives, operating platform initiatives, and financial/shareholder return strategy initiatives.

Bonuses are awarded based on the HR&C Committee's assessment of the particular executive officer's performance by comparing personal objectives to their yearly performance evaluation to assess the efforts made and results achieved.

For 2021, the HR&C Committee determined, and the Board approved, the following individual performance thresholds:

- > when the executive officer meets the minimum of their goals and objectives as measured by the individual's performance appraisal, the executive officer shall be awarded 50% of this portion of their target bonus;
- > when the executive officer fully meets their goals and objectives as measured by the individual's appraisal, the executive officer shall be awarded 100% of this portion of their target bonus; and
- > when the executive offer exceeds their goals and objectives as measured by the individual's appraisal, the executive officer shall be awarded up to 148.8% of this portion of their target bonus.

If the actual individual performance is between the aforementioned amounts the bonus is pro-rated on a straight-line basis.

(d) Short-Term Incentives – 2021 Bonus Results Summary

Below is a summary of the short-term incentive plan bonuses paid to the executive officers in 2021, as described in greater detail above:

|                  | Target | (% of base salary)  |               |                      | Achieved |
|------------------|--------|---------------------|---------------|----------------------|----------|
|                  |        | Financial Component | HSE Component | Individual Component |          |
| Paul Vanderberg  | 110.0  | 20.2                | 30.0          | 30.0                 | 80.2     |
| Darren Yaworsky  | 86.0   | 20.2                | 30.0          | 30.0                 | 80.2     |
| Robert Blackadar | 86.0   | 20.2                | 30.0          | 28.0                 | 78.2     |
| Tracey Wallace   | 75.0   | 20.2                | 30.0          | 23.0                 | 73.2     |
| Liz Peterson     | 60.0   | 20.2                | 30.0          | 30.0                 | 80.2     |

*Long-Term Incentives – Bonuses Paid in PSUs and RSUs, Realized After Three Years*

In addition to bonuses paid in cash and DSUs, the Board may also award bonuses to the executive officers in the form of long-term incentives, namely PSUs and RSUs. In 2021, executive officers received a mix of 50% PSUs and 50% RSUs in respect of this incentive bonus; however, going forward, the executive officers can make an election each year as to the composition of this incentive bonus, provided that at least 50% of such bonus is paid in PSUs. The purpose of these plans is to promote a greater alignment of interests between the executive officers and Badger's shareholders.

Generally speaking, this incentive bonus is calculated as a percentage of that executive officer's base salary and, where maximum performance is achieved, the executive officer could earn rewards which would place the executive officer in the 75<sup>th</sup> percentile of the peer group for total direct compensation.

2021 RSU Plan

The 2021 RSU Plan allows executive officers and employees to hold RSUs, which are notional shares equivalent in value to Common Shares. RSUs vest over time and are not subject to any pre-determined performance criteria other than continued service to Badger. Upon vesting, RSUs are settled by way of cash payment. For further information on the 2021 RSU Plan, see page 58.

2021 PSU Plan

The 2021 PSU Plan allows executive officers to hold PSUs, which are notional shares equivalent in value to Common Shares. The final number of PSUs that vest may vary from 50% to 150% of the initial grant based on the achievement of certain performance objectives over a three-year performance period.

The HR&C Committee recommends, and the Board approves, the PSU performance parameters from time to time. The performance will enable the granted PSUs to be multiplied by the following factors:

- > minimum performance = 0.5x granted PSUs;
- > target performance = 1.0x granted PSUs; and
- > maximum performance = 1.5x granted PSUs.

Performance that falls in-between the three ranges will be calculated on a straight-line basis. Under no circumstances will the granted PSUs be expanded above the maximum performance level of 1.5x and under no circumstances will the PSUs be reduced under the minimum performance level of 0.5x granted PSUs.

Following the conclusion of the three-year performance period, the Board, upon consideration of the recommendations of the HR&C Committee, will determine whether the applicable performance targets have been met for a particular award and the applicable performance multiple to apply to that award and will adjust the number of PSUs awarded accordingly. The adjusted number of PSUs held by a participant will then be cash settled with the settlement value being equal to the adjusted number of vested PSUs multiplied by the market value of Common Shares on the settlement date. Market value for this purpose is the volume weighted average price of the Common Shares on the TSX for the five trading days immediately preceding the settlement date.

For further information on the 2021 PSU Plan, see page 58.

#### *Pension Plan Benefits*

Badger does not have any pension plans that provide for payments or benefits at, following, or in connection with retirement.

#### *Perquisites and Personal Benefits*

Perquisites and personal benefits provided to executive officers reflect competitive practices and particular business needs. They are not considered a material component of the executive compensation program.

#### *Equity Ownership – Executive Officers*

As stated above, pursuant to the Equity Ownership Policy, executive officers are required to own Qualifying Securities equal in value to: (i) four times the executive officer's base salary in the case of the Chief Executive Officer; (ii) two times the executive officer's base salary in the case of the Chief Financial Officer and the Chief Operating Officer; and (iii) one times the executive officer's base salary in the case of a Vice President. The table below shows the equity holdings of each NEO as at December 31, 2021.

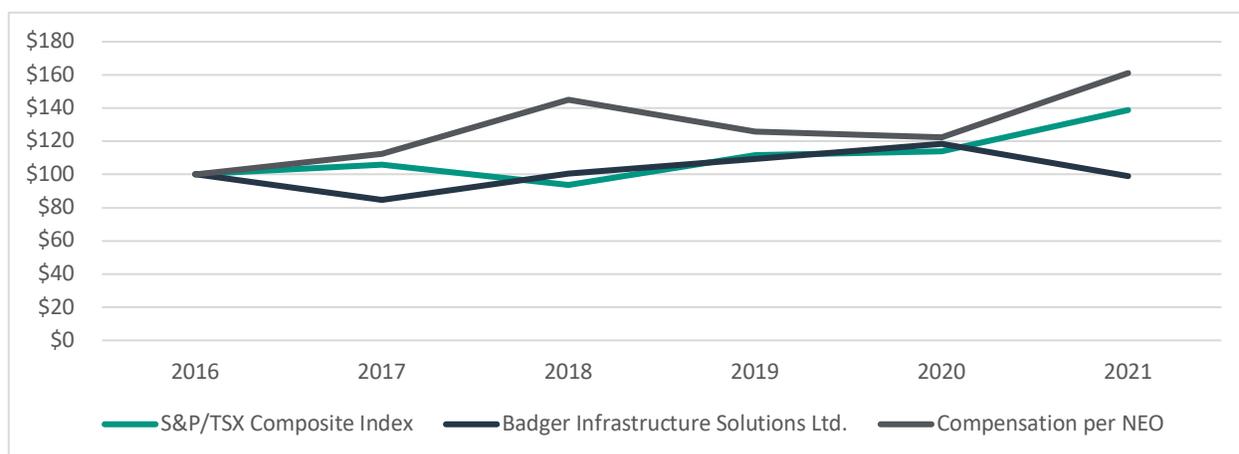
|                  | Value Held <sup>(1)</sup> |           |           |           |            | Base Salary <sup>(2)</sup> | Equity Ownership Multiple |        |                  |          |
|------------------|---------------------------|-----------|-----------|-----------|------------|----------------------------|---------------------------|--------|------------------|----------|
|                  | Common Shares (\$)        | DSUs (\$) | RSUs (\$) | PSUs (\$) | Total (\$) | Total (\$)                 | Required                  | Actual | Satisfies Policy | Deadline |
| Paul Vanderberg  | 2,900,817                 | 623,922   | 312,741   | 2,369,282 | 6,206,762  | 752,100                    | 4x                        | 8.2x   | Yes              | N/A      |
| Darren Yaworsky  | 333,706                   | 858,659   | 136,769   | 900,426   | 2,229,560  | 513,935                    | 2x                        | 4.3x   | Yes              | N/A      |
| Robert Blackadar | 76,530                    | –         | 145,974   | 222,523   | 445,027    | 551,540                    | 2x                        | 0.9x   | No               | 2026     |
| Tracey Wallace   | –                         | 745,435   | 66,600    | 314,771   | 1,126,806  | 364,033                    | 1x                        | 3.1x   | Yes              | N/A      |
| Liz Peterson     | 187,867                   | 802,795   | 66,835    | 348,960   | 1,406,457  | 365,318                    | 1x                        | 3.8x   | Yes              | N/A      |

(1) The amounts in the "Value Held" columns are calculated as described on page 31. The closing price of the Common Shares on the TSX on December 31, 2021 was \$31.79.

(2) Base salaries for each of Messrs. Vanderberg, Yaworsky, Blackadar and Ms. Wallace and Peterson are determined and paid in U.S. dollars, and amounts shown in the "Base Salary" column have been converted to Canadian dollars at a conversion rate of C\$1.2535/US\$1.00.

#### **Share Performance**

The graph below compares our total cumulative shareholder return for the past five years to the total return of the S&P/TSX Composite Index. It assumes \$100 was invested in Common Shares and the S&P/TSX Composite Index on December 31, 2016 and that dividends were reinvested during the period. The graph also shows the change in total compensation per NEO indexed at 100 to provide a clear picture of the trend compared to total shareholder return.



As at December 31,

|  | 2016   | 2017   | 2018   | 2019   | 2020   | 2021   |
|--|--------|--------|--------|--------|--------|--------|
| Badger (TSX: BDGI) <sup>(1)</sup>                | \$100  | \$85   | \$100  | \$109  | \$118  | \$99   |
| S&P/TSX Composite Index <sup>(1)</sup>           | \$100  | \$106  | \$94   | \$112  | \$114  | \$139  |
| Compensation per NEO <sup>(1)</sup>              | \$100  | \$112  | \$145  | \$126  | \$123  | \$161  |
| NEO total compensation (millions) <sup>(2)</sup> | \$6.20 | \$5.80 | \$7.50 | \$7.80 | \$7.70 | \$9.99 |
| Number of NEOs <sup>(2)</sup>                    | 6      | 5      | 5      | 6      | 6      | 6      |
| Compensation per NEO (millions)                  | \$1.03 | \$1.16 | \$1.50 | \$1.30 | \$1.28 | \$1.66 |

- (1) Assumes that the initial value of the investment in Common Shares on the TSX was \$100 at the close of trading on December 31, 2016. Values assume cash distributions payable are reinvested in Common Shares on the day of payment but exclude brokerage fees and all income taxes.
- (2) Amounts reflect the aggregate compensation paid to the then current NEOs. Note that the number of NEOs has changed in various years as presented in the table above due to leadership transitions covering the periods from 2016 inclusive to 2021.

To adjust for leadership transitions in 2016, 2017, 2019 and 2021, NEO compensation has been calculated using the absolute number of NEOs in each year, resulting in the use of compensation per NEO. Further annual compensation details for each NEO are summarized in the Summary Compensation Table presented on page 51.

Badger continues to build out its executive ranks to support future growth and manage the risks resulting from the increasing complexity of the business. Mr. Vanderberg joined Badger as President & Chief Executive Officer in 2016, Ms. Wallace joined Badger as Vice President, Human Resources in 2017, Mr. Yaworsky joined Badger as Vice President, Finance & Chief Financial Officer in 2019 and Mr. Blackadar joined Badger as Senior Vice President, Operations & Chief Operating Officer in 2021. In each of these years, total NEO compensation included incentive payments to the individuals joining Badger and retirement or severance benefits for certain of the departing incumbents.

The Compensation per NEO increased in 2021 versus 2020 based on the following factors:

- A. COO transition – during 2021, Mr. Blackadar joined Badger as Senior Vice President, Operations and Chief Operating Officer replacing the incumbent Chief Operating Officer. As part of this transition, Mr. Blackadar was granted a one-time, share-based award and the incumbent was paid a one-time severance. Adjusting for these one-time payments, the Compensation per NEO (millions) calculates at \$1.42.
- B. Compensation changes – during 2021, a compensation review was completed on all NEO positions. Based on the increasing complexity of the business and the increasing U.S. focus of the company, the compensation for all NEOs is paid in U.S. dollars. The U.S. dollar compensation change resulted in a \$0.18 increase in the Compensation per NEO (millions) from 2020 to 2021.
- C. 2021 Non-Equity Incentive Plan Compensation – during 2021, the company achieved marked, year-over-year improvements in its health and safety and RPT performance measurements, which resulted in a higher-level payout in Non-Equity Incentive Plan Compensation relative to 2020. This higher-level payout resulted in a \$0.17 increase in the Compensation per NEO (millions) from 2020 to 2021.

- D. 2020 salary reductions – during 2020 and in response to the COVID-19-related market uncertainty, the company reduced the salary for the CEO by 40% and all other NEOs by 20% covering the period from April 1, 2020 to August 1, 2020. The salary reductions in 2020, which did not reoccur in 2021, resulted in a \$0.04 increase in the Compensation per NEO (millions) from 2020 to 2021.

The Board continues to place increasing reliance on longer-term shareholder value creation in the development of the Corporation's total compensation program. Approximately 52% of NEO total compensation is longer-term, shared-based and at-risk awards, which aligns longer-term compensation with longer-term returns experienced by shareholders. Approximately 15% of NEO total compensation is short-term, at-risk and variable compensation with performance targets aligning with short-term returns experienced by shareholders. The remaining approximately 33% of NEO total compensation is salary-based.

### Summary Compensation Table

The table below shows the compensation awarded to the NEOs for the last three years ending December 31.

| Name and principal position   | Year | Salary <sup>(1)(2)</sup><br>(\$) | Share-Based Awards <sup>(3)</sup><br>(\$) | Non-Equity Incentive Plan Compensation – Annual Incentive Plans <sup>(4)</sup><br>(\$) | All Other Compensation <sup>(5)</sup><br>(\$) | Total Compensation <sup>(6)</sup><br>(\$) |
|---|------|----------------------------------|---|--|---|---|
| <b>Paul Vanderberg</b> <sup>(7)</sup><br>President & Chief Executive Officer                      | 2021 | 711,060                          | 1,876,899                                 | 663,503  | 58,704  | 3,310,166                                 |
|   | 2020 | 514,731                          | 1,500,000                                 | 198,000  | 35,252  | 2,247,983                                 |
|   | 2019 | 579,615                          | 1,462,500                                 | 402,188  | 38,658  | 2,482,961                                 |
| <b>Darren Yaworsky</b> <sup>(8)</sup><br>Senior Vice President, Finance & Chief Financial Officer | 2021 | 487,213                          | 820,831                                   | 354,471  | 40,596  | 1,703,111                                 |
|   | 2020 | 379,554                          | 645,020                                   | 103,000  | 26,870  | 1,154,444                                 |
|   | 2019 | 223,077                          | 1,169,975                                 | 125,417  | 9,591   | 1,528,066                                 |
| <b>Robert Blackadar</b> <sup>(9)</sup><br>Chief Operating Officer                                 | 2021 | 194,615                          | 963,921                                   | 174,791  | 13,691  | 1,347,018                                 |
|   | 2020 | –                                | –   | –  | –   | –   |
|   | 2019 | –                                | –   | –  | –   | –   |
| <b>Tracey Wallace</b><br>Vice President, Human Resources & Chief Human Resources Officer          | 2021 | 361,721                          | 399,709                                   | 199,854  | 46,409  | 1,007,693                                 |
|   | 2020 | 312,183                          | 370,934                                   | 80,584   | 36,561  | 800,262                                   |
|   | 2019 | 326,389                          | 279,664                                   | 154,219  | 28,372  | 788,644                                   |
| <b>Liz Peterson</b><br>Senior Vice President, Operations  | 2021 | 365,318                          | 401,127                                   | 175,791  | 45,891  | 988,127                                   |
|   | 2020 | 349,695                          | 451,666                                   | 67,075   | 53,400  | 921,836                                   |
|   | 2019 | 354,637                          | 289,682                                   | 237,493  | 50,879  | 932,691                                   |
| <b>John Kelly</b> <sup>(10)</sup><br>Former Chief Operating Officer                               | 2021 | 422,024                          | 794,940                                   | –  | 575,088                                       | 1,792,052                                 |
|   | 2020 | 479,016                          | 895,098                                   | 120,735  | 93,436  | 1,588,285                                 |
|   | 2019 | 478,308                          | 804,668                                   | 267,414  | 91,033  | 1,641,423                                 |

- (1) With respect to the amounts in the "Salary" column, Canadian dollar increases in 2021 for Messrs. Vanderberg and Yaworsky and Ms. Wallace are partially attributable to their salaries being determined and paid in U.S. dollars instead of Canadian dollars as in prior years. All other NEO salaries have always been determined and paid in U.S. dollars. Salaries determined and paid in U.S. dollars have been converted into Canadian dollars at the following conversion rates: C\$1.2535/US\$1.00 for 2021, C\$1.3415/US\$1.00 for 2020 and C\$1.3267/US\$1.00 for 2019.
- (2) From April 1, 2020 to August 1, 2020, Mr. Vanderberg's salary was reduced by 40% and each other executive's salary was reduced by 20% in response to the impacts of the COVID-19 pandemic on Badger's business, and the amounts in the "Salary" column reflect this.
- (3) The amounts in the "Share-Based Awards" column include DSUs, PSUs and RSUs, and are equal to the grant date fair value multiplied by the number of units granted. The grant date fair value of share-based awards was calculated in accordance with IFRS 2 Share-Based Payments and is determined based on the weighted average trading price of the Common Shares for the five days immediately preceding the date of grant. This is the same valuation as reflected in Badger's financial statements other than that under IFRS 2 Share-Based Payments the grant date fair value is recognized over the relevant service period. The valuation of the share-based awards do not require judgements or estimates.

- (4) The amounts in the "Non-Equity Incentive Plan Compensation – Annual Incentive Bonus" column represent the short-term incentive bonus amounts paid in cash.
- (5) The amounts in the "All Other Compensation" column include Badger's contribution to each NEO's vehicle allowance and 401K contributions, as well as additional DSUs, RSUs and PSUs credited to the participant's DSU, RSU and PSU accounts on account of cash dividends paid on Common Shares. For this purpose, the value of the DSUs, RSUs, and PSUs was determined by multiplying the number of DSUs, RSUs and PSUs earned in the applicable year due to the payment of dividends on the Common Shares in that year by the market value of the underlying Common Shares at the end of that year. Perquisites and other personal benefits did not exceed \$50,000 or 10% of salary.
- (6) The amounts in the "Total Compensation" column represent the aggregate of all annual compensation paid in cash as well as all non-cash compensation awarded to the NEOs for the indicated financial year.
- (7) Mr. Vanderberg receives no compensation for services as director.
- (8) Upon being appointed Vice President, Finance & Chief Financial Officer of Badger effective June 1, 2019, Mr. Yaworsky was granted a signing bonus of \$400,000, consisting of 50% PSUs and 50% DSUs. The Board approved matching the value of the Common Shares purchased during the first 12-month period through PSU grants of up to \$200,000. During 2019, Badger issued Mr. Yaworsky an additional 4,860 PSUs with a deemed value of \$169,987. In 2020, Badger issued Mr. Yaworsky an additional 1,502 PSU's with a deemed value of \$30,013 under the matching program.
- (9) Upon being appointed Senior Vice President, Operations & Chief Operating Officer of Badger effective July 12, 2021, Mr. Blackadar was granted a signing bonus of \$884,689, consisting of 50% PSUs and 50% DSUs. The Board approved matching the value of Common Shares purchased during the first 12-month period through PSU grants of up to \$275,770. In 2021, Badger issued Mr. Blackadar an additional 2,250 PSUs with a deemed value of \$76,530 under the matching program.
- (10) Mr. Kelly departed Badger effective July 12, 2021. The amounts shown in the "All Other Compensation" column for Mr. Kelly in 2021 also include amounts paid in connection with his departure from the Corporation.

## Equity Compensation

### *Outstanding Share-Based Awards as at December 31, 2021*

The table below shows the outstanding share-based awards, including DSUs, PSUs and RSUs. We calculated the value of the share-based awards by multiplying the number of units each NEO held on December 31, 2021 by \$31.79, the closing price of the Common Shares on the TSX on December 31, 2021. DSUs, RSUs and PSUs include reinvested dividends.

|  | Share-Based Awards                                       |  |  |
|--|--|--|--|
|  | Number of shares or units of shares that have not vested | Market or payout value of share-based awards that have not vested (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) |
| <b>Paul Vanderberg</b><br>President & Chief Executive Officer                            | 108,899  | 3,461,889  | 1,416,923  |
| <b>Darren Yaworsky</b><br>Senior Vice President, Finance & Chief Financial Officer       | 46,437   | 1,476,243  | 729,586  |
| <b>Robert Blackadar</b><br>Chief Operating Officer                                       | 24,438   | 776,895  | 141,073  |
| <b>Tracey Wallace</b><br>Vice President, Human Resources & Chief Human Resources Officer | 26,455   | 841,004  | 494,112  |
| <b>Liz Peterson</b><br>Senior Vice President, Operations                                 | 30,482   | 969,023  | 490,059  |
| <b>John Kelly</b><br>Former Chief Operating Officer                                      | –  | –  | –  |

- (1) Since the performance period for certain of the PSUs has not yet been completed, the performance targets have been estimated and is included in the market or payout value totals.
- (2) The payout value of PSUs vested but not yet paid out was calculated using the closing price of Common Shares on the TSX on December 31, 2021 of \$31.79 multiplied by the performance metric achieved.

### *Incentive Plan Awards – Value Vested or Earned During The Year*

The following table indicates for each NEO the value of all share-based awards, including DSUs, PSUs and RSUs, that vested during the most recently completed financial year, as well as the short-term incentive bonus amounts earned and paid in cash.

|   | Share-based awards –<br>value vested during the year <sup>(1)</sup><br>(\$) | Non-equity incentive plan compensation –<br>value earned during the year <sup>(2)</sup><br>(\$) |
|---|---|---|
| <b>Paul Vanderberg</b><br>President & Chief Executive Officer                               | 1,376,835   | 630,410   |
| <b>Darren Yaworsky</b><br>Senior Vice President, Finance &<br>Chief Financial Officer       | 1,084,442   | 354,471   |
| <b>Robert Blackadar</b><br>Chief Operating Officer  | 141,073   | 174,791   |
| <b>Tracey Wallace</b><br>Vice President, Human Resources &<br>Chief Human Resources Officer | 271,805   | 199,854   |
| <b>Liz Peterson</b><br>Senior Vice President, Operations                                    | 233,148   | 175,791   |
| <b>John Kelly</b><br>Former Chief Operating Officer   | –   | –   |

- (1) The amounts in the "Share-based awards – value vested during the year" column are calculated by multiplying the number of vested DSUs, PSUs and/or RSUs, as applicable, by the market value of the underlying Common Shares on the vesting date.
- (2) The amounts in the "Non-equity incentive plan compensation – value earned during the year" column represent the short-term incentive bonus amounts earned and paid in cash.

### *Termination and Change of Control*

#### *Termination and Change of Control Arrangements under Badger's Employment Agreements*

Badger has entered into employment agreements with each of its NEOs that provide for the following payments on termination of employment or upon the occurrence of a **Change of Control**<sup>(1)</sup>:

- > Upon the termination of a NEO's employment by Badger without just cause the NEO shall receive, within 30 days after the date of termination, an amount equal to 12 months of the NEO's then current annual base salary plus an additional sum in an amount equal to 12 months of the Corporation's annual costs of the benefits received by the NEO (including RRSP and health and welfare benefits). In addition, in the case of Mr. Yaworsky (i) all incentive awards granted to Mr. Yaworsky in 2019, as well as those granted to Mr. Yaworsky during the 12 month period following commencement of his employment pursuant to the his matching arrangement with the Corporation, shall accelerate and vest as of the termination date and shall be valued and paid in accordance with the applicable incentive plans, and (ii) all other incentive awards granted to Mr. Yaworsky will vest and be payable in accordance with the terms of the applicable incentive plan.
- > In the event of a Change of Control, and if the NEO is not offered continued employment on a comparable basis after the Change of Control or the NEO accepts continued employment and is subsequently terminated within 18 months of the Change of Control, such NEO will be entitled to receive, within 30 days after the Change of Control, an amount equal to 12 months of the NEO's then current annual base salary, plus an amount equal to the short-term incentive plan calculated at target percentage of the annual base salary most recently approved by the Board, plus an additional sum equal to 12 months of the Corporation's annual costs of the benefits received by the NEO (including RRSP and health and welfare benefits). In addition:
  - in the case of Mr. Vanderberg, an amount equal to 24 months of Mr. Vanderberg's then current annual base salary plus an amount equal to the short-term incentive plan calculated at target percentage of the annual base salary most recently approved by the Board, plus an additional sum equal to 24 months of the Corporation's annual costs of the benefits received by the NEO (including RRSP and health and welfare benefits);

- in the case of Mr. Yaworsky, an amount equal to 12 months of Mr. Yaworsky's then current annual base salary plus an amount equal to the short-term incentive plan calculated at target percentage of the annual base salary most recently approved by the Board, plus an additional sum equal to 12 months of the Corporation's annual costs of the benefits received by the NEO (including RRSP and health and welfare benefits). In addition: (i) all incentive awards granted to Mr. Yaworsky in 2019, as well as those granted to Mr. Yaworsky during the 12 month period following commencement of his employment pursuant to his matching arrangement with the Corporation, shall accelerate and vest as of the termination date and shall be valued and paid in accordance with the applicable incentive plan; and (ii) all other incentive awards granted to Mr. Yaworsky will vest and be payable in accordance with the terms of the applicable incentive plan; and
- > A NEO may resign from his or her employment at any time upon 30 days' prior written notice to Badger. Upon receipt of such notice, Badger may elect to earlier terminate the NEO's employment, in which case the Corporation will pay the NEO from the date of termination by the Corporation until the earlier of (i) the intended date of resignation; or (ii) 30 days from the date the notice was given.

If an event of **Good Reason**<sup>(2)</sup> occurs and: (i) the NEO provides notice to the Corporation of the same within 60 days; and (ii) the Corporation does not cure the event of Good Reason within 30 days from receipt of such notice, then the NEO will have a further five (5) days to terminate their employment with the Corporation by providing their notice of termination. In such cases, the Corporation will provide the NEO with an amount equal to 12 months of the NEO's then current annual base salary plus an additional sum in an amount equal to 12 months of the Corporation's annual costs of the benefits received by the NEO (including RRSP and health and welfare benefits). In the case of Mr. Yaworsky, he will also receive: (i) all incentive awards granted to Mr. Yaworsky in 2019, as well as those granted to Mr. Yaworsky during the 12 month period following commencement of his employment pursuant to his matching arrangement with the Corporation, shall accelerate and vest as of the termination date and shall be valued and paid in accordance with the applicable incentive plan; and (ii) all other incentive awards granted to Mr. Yaworsky will vest and be payable in accordance with the terms of the applicable incentive plan. Badger's employment agreements also include a requirement to comply with the Corporation's policies governing confidential information (for an indefinite term), non-competition (for one (1) year following termination in most cases) and non-solicitation (for one (1) year following termination in most case).

Notes:

1. For the purposes of the employment agreements, Change of Control is defined:
  - (a) any transaction (other than a transaction described in clause (iii) below) pursuant to which any person or group of persons acting jointly or in concert acquires the direct or indirect beneficial ownership of securities of the Corporation representing 50% or more of the aggregate voting power of all of the Corporation's then issued and outstanding securities entitled to vote in the election of directors of the Corporation;
  - (b) a consummated arrangement, amalgamation, merger, consolidation, take-over bid, compulsory acquisition or similar transaction involving (directly or indirectly) the Corporation if, immediately after the consummation of such arrangement, amalgamation, merger, consolidation or similar transaction, the shareholders of the Corporation immediately prior thereto do not beneficially own, directly or indirectly, either (A) outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving or resulting entity in such arrangement, amalgamation, merger, consolidation or similar transaction or (B) more than 50% of the combined outstanding voting power of the parent of the surviving or resulting entity in such arrangement, amalgamation, merger, consolidation or similar transaction;
  - (c) the sale, lease, exchange, license or other disposition of all or substantially all of the Corporation's assets to a person other than a person that was an affiliate of the Corporation at the time of such sale, lease, exchange, license or other disposition, other than a sale, lease, exchange, license or other disposition to an entity, more than 50% of the combined voting power of the voting securities of which are beneficially owned by shareholders of the Corporation in substantially the same proportions as their beneficial ownership of the outstanding voting securities of the Corporation immediately prior to such sale, lease, exchange, license or other disposition;

- (d) the passing of a resolution by the Board or shareholders to substantially liquidate the assets of the Corporation or wind up the Corporation's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and the shareholdings remain substantially the same following the re-arrangement); or
  - (e) the election at a meeting of the Corporation's shareholders of a number of directors of the Corporation, who were not director nominees proposed to the Corporation's shareholders by the Corporation's prior Board and would represent a majority of the Board.
2. For the purposes of the employment agreements, Good Reason means: (i) a reduction in the NEO's position, duties, responsibilities, titles or office (except as contemplated by the applicable employment agreement); (ii) a reduction of 10% or more in the aggregate in the benefit plans in which the NEO was participating, or a reduction of 10% or more in the NEO's salary (except to the extent that an equivalent alternative form of compensation or benefits is provided to the NEO or the NEO consents to such a reduction in writing); (iii) a reduction of 10% or more of the cumulative annual, mid-term and long term variable incentive compensation opportunity (except to the extent that an equivalent alternative form of compensation or benefits is provided to the NEO and the NEO consents to such a reduction in writing; or, to the extent that such compensation is reduced because the NEO or the Corporation did not meet performance targets); or (v) any other reason which would constitute constructive dismissal in a court of competent jurisdiction, provided that Good Reason will not occur as a result of a reorganization of the Corporation or its subsidiaries where the continuing entity offers to employ or employs the NEO on terms and conditions that are not a reduction of those terms and conditions of employment of the NEO that existed immediately prior to the reorganization.

#### *Termination and Change of Control Arrangements under the 2021 Compensation Plans*

For information on termination and change of control arrangements under the 2021 Compensation Plans, please refer to the relevant disclosure under the heading "*Summary of the 2021 Compensation Plans*" on page 58.

#### *Termination and Change of Control Arrangements under the Former Compensation Plans*

##### Former DSU Plan

If a participant under the Former DSU Plan resigns from his or her office or employment with Badger and its subsidiaries prior to a vesting date, all Former DSUs granted or otherwise credited to such participant that have not vested shall immediately be forfeited and cancelled.

If a participant is terminated by Badger or one of its subsidiaries for cause, all of that participant's Former DSUs that have not vested shall immediately be forfeited and cancelled.

If a participant (i) is terminated by Badger or one of its subsidiaries for reasons other than for cause prior to a vesting date for a certain grant of Former DSUs, or (ii) dies prior to a vesting date for a certain grant of Former DSUs, or (iii) retires on or after the age of 55 with five or more years of continuous service to Badger or one of its subsidiaries but prior to a vesting date for a certain grant of Former DSUs and continues to be retired throughout the remainder of the applicable vesting period, the applicable Former DSUs shall continue to be credited to the participant's notional account, on a pro rata basis based on the number of days such participant was an officer or employee of Badger or one of its subsidiaries during the applicable vesting period, and shall continue to vest and be settled, on such pro rata basis, in accordance with the terms of the original award and shall not be forfeited or cancelled.

If a participant retires on or after the age of 60 with five or more years of continuous service to Badger or one of its subsidiaries but prior to a vesting date for a certain grant of Former DSUs and continues to be retired throughout the applicable vesting period, all of the participant's unvested Former DSUs shall continue to be credited to the participant's account, and shall continue to vest and be settled in accordance with the terms of the original award and shall not be forfeited or cancelled.

In the event of a **Change of Control**<sup>(4)</sup> of Badger, any unvested Former DSUs shall vest upon the date which is immediately prior to the date upon which the Change of Control is completed.

## Former PSU Plan

If a participant under the Former PSU Plan resigns from his or her office or employment with Badger and its subsidiaries prior to a determination date for Former PSUs, all of the participant's Former PSUs, and any entitlements under the related portion of any of the participant's annual long-term incentive bonuses, shall immediately be forfeited and cancelled.

If a participant is terminated by Badger or one of its subsidiaries for cause, all of the participant's Former PSUs, and any entitlements under the related portion of any of the participant's annual long-term incentive bonuses, shall immediately be forfeited and cancelled.

If a participant (i) is terminated by Badger or one of its subsidiaries for reasons other than for cause prior to a determination date for a grant of Former PSUs, or (ii) dies prior to a determination date for a grant of Former PSUs, or (iii) retires on or after the age of 55 with five or more years of continuous service to Badger or one of its subsidiaries but prior to a determination date for a grant of Former PSUs and continues to be retired throughout the remainder of the applicable performance period and through to the determination date, the Former PSUs, and any entitlements under the related portion of any related annual long term incentive bonuses, of the participant shall continue to be credited to the participant's Former PSU account, on a pro rata basis based on the number of days such participant was an officer or employee of Badger or one of its subsidiaries during the applicable performance period, and shall be settled, on such pro rata basis, or forfeited in accordance with the provisions of the Former PSU Plan.

If a participant retires on or after the age of 60 with five or more years of continuous service to Badger or one of its subsidiaries but prior to a determination date for a grant of Former PSUs and continues to be retired throughout the applicable performance period and through to the determination date, all of the Former PSUs, and any entitlements under the related portion of any related annual long term incentive bonuses, of the participant shall continue to be credited to the participant's account, and shall be settled or forfeited in accordance with the provisions of the Former PSU Plan.

If there is a Change of Control of Badger, the Board shall, on the date of such Change of Control, reasonably estimate the projected satisfaction of the performance targets during the performance period for each award outstanding under the Former PSU Plan on the date of such Change of Control, such determinations to be based on the reasonably estimated satisfaction of the performance targets from the commencement of the applicable performance period to the date of the Change of Control and, based on such determinations, shall further determine the performance factor to be applied to that award. The number of Former PSUs credited to the participant's account shall then be adjusted on a pro rata basis based on the number of days from the commencement of the performance period to the date of the Change of Control and shall be settled on such pro rata basis.

Note:

1. Under each of the Former Compensation Plans, Change of Control has the meaning ascribed to that term in Section 409A of the United States Internal Revenue Code of 1986, as amended.

### *Estimated Payments if Employment is Terminated*

The following table shows the estimated amounts that would have been realized by each of the NEOs employed by Badger as of the date hereof if their employment ended on December 31, 2021. The actual amount that a NEO could receive in the future as a result of a termination of employment could differ materially from the amounts set forth below as a result of, among other things, changes in share price, changes in base salary, the timing of the termination event, target bonus amounts and actual bonus amounts, performance metrics, and the vesting and grants of additional equity-based awards.

The amounts shown in the table below are calculated based on positions held, and the terms applicable, as at December 31, 2021 and do not include compensation amounts awarded subsequent to the 2021 year-end.

|                                      | Termination without cause<br>(\$) | Change of<br>control<br>(\$) | Retirement -<br>Age 55+ and<br>5+ Years of<br>Service<br>(\$) | Retirement -<br>Age 60+ and<br>5+ Years of<br>Service<br>(\$) | Death<br>(\$) |
|--------------------------------------|-----------------------------------|------------------------------|---|---|---------------|
| <b>Paul Vanderberg</b>               |                                   |                              |   |   |               |
| Cash payment <sup>(1)</sup>          | 827,310                           | 2,481,930                    | –   | –   | –             |
| Early vesting of DSUs <sup>(2)</sup> | 619,333                           | 619,333                      | –   | 619,333   | 619,333       |
| Early Vesting of RSUs <sup>(2)</sup> | 226,705                           | 226,705                      | –   | 680,115   | 226,705       |
| Early vesting of PSUs <sup>(2)</sup> | 1,570,627                         | 1,570,627                    | –   | 2,405,931   | 1,570,627     |
| <b>Darren Yaworsky</b>               |                                   |                              |   |   |               |
| Cash payment <sup>(1)</sup>          | 565,329                           | 1,051,511                    | –   | –   | –             |
| Early vesting of DSUs <sup>(2)</sup> | 606,574                           | 606,574                      | –   | –   | 606,574       |
| Early Vesting of RSUs <sup>(2)</sup> | 99,142                            | 99,142                       | –   | –   | 99,142        |
| Early vesting of PSUs <sup>(2)</sup> | 611,761                           | 611,761                      | –   | –   | 611,761       |
| <b>Robert Blackadar</b>              |                                   |                              |   |   |               |
| Cash payment <sup>(1)</sup>          | 606,694                           | 1,128,451                    | –   | –   | –             |
| Early vesting of DSUs <sup>(2)</sup> | –                                 | –                            | –   | –   | –             |
| Early Vesting of RSUs <sup>(2)</sup> | 141,073                           | 141,073                      | –   | –   | 141,073       |
| Early vesting of PSUs <sup>(2)</sup> | 164,015                           | 164,015                      | –   | –   | 164,015       |
| <b>Tracey Wallace</b>                |                                   |                              |   |   |               |
| Cash payment <sup>(1)</sup>          | 400,436                           | 700,763                      | –   | –   | –             |
| Early vesting of DSUs <sup>(2)</sup> | 595,056                           | 595,056                      | –   | –   | 595,056       |
| Early Vesting of RSUs <sup>(2)</sup> | 48,257                            | 48,257                       | –   | –   | 48,257        |
| Early vesting of PSUs <sup>(2)</sup> | 198,168                           | 198,168                      | –   | –   | 198,168       |
| <b>Liz Peterson</b>                  |                                   |                              |   |   |               |
| Cash payment <sup>(1)</sup>          | 401,849                           | 642,959                      | –   | –   | –             |
| Early vesting of DSUs <sup>(2)</sup> | 631,519                           | 631,519                      | –   | –   | 631,519       |
| Early Vesting of RSUs <sup>(2)</sup> | 48,448                            | 48,448                       | –   | –   | 48,448        |
| Early vesting of PSUs <sup>(2)</sup> | 221,179                           | 221,179                      | –   | –   | 221,179       |

(1) The lump-sum cash payments are based on the base salary level of the NEO as at December 31, 2021.

(2) The accelerated value for DSUs, RSUs and PSUs granted is equal to the number of outstanding unvested share units that would vest early as a result of the event indicated multiplied by the December 31, 2021 closing price of the Common Shares of \$31.79. Further, since the performance period for certain of the PSUs has not yet been completed, the performance targets have been estimated based on the terms of the PSU Plan and is included in the market or payout value totals.

(3) Amounts presented under "Change of Control" are calculated based on the provisions within the NEO's employment agreement and assume termination without just cause (including a constructive dismissal as set out in his or her employment agreement) within a certain number of months of a change of control. For this purpose, the term "change of control" means the acquisition or exercise, or either of them, of de facto control or the acquisition of the power to exercise de facto control over 50.1% of the outstanding voting securities of Badger by any person, firm or corporation or group.

## Compensation Plan Information

On March 11, 2021 the Corporation adopted the 2021 Compensation Plans. Following the adoption of the 2021 DSU Plan and the 2021 PSU Plan, awards are no longer made under the Former DSU Plan or the Former PSU Plan.

The 2021 Compensation Plans were adopted to better align the Corporation's compensation practices with its focus on good governance, as well as with general market practice. Each of the 2021 Compensation Plans are cash-settled, and accordingly no securities of Badger are authorized for issuance from treasury pursuant to such plans. The 2021 DSU Plan, the 2021 PSU Plan, and the 2021 RSU Plan govern the issuance of 2021 DSUs, 2021 PSUs, and RSUs, respectively (referred to collectively hereunder as **Share Units**) to eligible employees and non-executive directors of

Badger or any of Badger's subsidiaries or affiliates. A summary of the material terms of each of the 2021 Compensation Plans, including the applicable termination and change of control arrangements, is set forth below.

For information pertaining to the Former Compensation Plans – see "*Termination arrangements under the compensation plans*" on page 55.

#### *Summary of the 2021 Compensation Plans*

*Purpose:* The Corporation adopted the 2021 Compensation Plans in order to attract, retain, engage and reward eligible employees and non-executive directors (as applicable) through the use of cash-based incentives that reward their significant contributions to the long-term success of Badger.

#### *Eligibility:*

- > 2021 DSU Plan: The 2021 DSU Plan is available to all non-executive directors and certain employees who are approved for participation in the 2021 DSU Plan by the Board from time to time.
- > 2021 PSU Plan and 2021 RSU Plan: The 2021 PSU Plan and the 2021 RSU Plan are available to certain employees who are approved for participation in such plans by the Board from time to time.

*Securities Issued/Issuable:* Each of the 2021 Compensation Plans provide that eligible participants may be granted Share Units (equivalent in value to the **Fair Market Value**<sup>(1)</sup> of a Common Share) by way of a credit to such participant's notional account. Share Units granted under the 2021 Compensation Plans may only be settled in cash and cannot be settled in Common Shares or other securities of Badger and the holding of a Share Unit does not entitle such holder to any of the rights and privileges commonly accorded to holders of Common Shares or other securities of Badger.

*Granting of Awards:* Each of the 2021 Compensation Plans allow the Board to grant Share Units to such eligible participants, in such amounts, and at such times as the Board in its sole and absolute discretion may determine, subject to any election (as described in greater detail below) made under the 2021 DSU Plan or the 2021 PSU Plan.

#### *Elections:*

- > 2021 DSU Plan: The 2021 DSU Plan permits participants who are non-executive directors to make an election as to the manner in which they will receive their Director's Base Retainer (as such term is defined in the 2021 DSU Plan) for the upcoming year (i.e. in 2021 DSUs, or a combination of 2021 DSUs and cash).

Non-executive directors will receive his or her Director's Equity Retainer (as such term is defined in the 2021 DSU Plan) for the upcoming year in 2021 DSUs (with such 2021 DSUs being included towards satisfying the equity ownership requirements under the Equity Ownership Policy).

Additionally, participants under the 2021 DSU Plan who are executive officers (including the CEO, CFO and Vice-Presidents) may make an election to receive all or a portion of their cash-based Incentive Compensation (as such term is defined in the 2021 DSU Plan), in 2021 DSUs instead of cash.

- > 2021 PSU Plan: Pursuant to the 2021 PSU Plan, participants have the right to elect the manner in which they will receive their annual long term incentive award, if any, for the upcoming year (i.e. in 2021 PSUs, or a combination of 2021 PSUs and RSUs). Such election is subject to a requirement that each participant elect to receive at least half of any annual long term incentive award in 2021 PSUs.

*Anti-Dilution:* Whenever dividends are paid on the Common Shares, the number of Share Units in a participant's notional account will be adjusted. The number of additional Share Units to be credited to a participant shall be calculated by multiplying the number of Share Units recorded in a participant's notional account by the **Adjustment Ratio**<sup>(2)</sup> applicable to such Share Units. Any additional Share Units credited to a participant shall vest and be settled on the same terms as the initial Share Units granted.

#### *Vesting and Settlement:*

- > 2021 DSU Plan: 2021 DSUs awarded to participants under the 2021 DSU Plan vest immediately upon the date of grant, but may only be settled after such time as the participant ceases to be an employee or non-executive director (as applicable) of the Corporation.

Participants may make an election under the 2021 DSU Plan as to the date, which date shall be after the participant ceases to be an employee or non-executive director (as applicable) of the Corporation, on which the Corporation must settle all amounts payable to such participant in respect of the 2021 DSUs credited to them (the **Payment Date**). Failure to make an election as to the Payment Date will result in the Payment Date being the 1<sup>st</sup> business day following the 6-month anniversary of a Participant's termination date. On such Payment Date, or as soon as reasonably practicable thereafter, the Corporation will deliver a cash payment equal to the number of 2021 DSUs held by the participant, multiplied by the Fair Market Value of a common share on the Payment Date.

- > 2021 PSU Plan: Each PSU granted under the 2021 PSU Plan will vest in accordance with the applicable Performance Measures and time vesting conditions determined on the date of grant. Under the 2021 PSU Plan, "Performance Measures" means the performance-related conditions in respect of vesting established by the Board and confirmed in writing at the time of grant. Unless otherwise determined by the Board, 2021 PSUs granted under the 2021 PSU Plan will vest on December 31 of the second calendar year following the calendar year in which such 2021 PSUs were granted.

Once vested, the number of 2021 PSUs credited to a participant will be adjusted by applying the "Payout Multiplier", which multiplier shall be determined by the Board based on an assessment of the participant's achievement of the applicable Performance Measures over the relevant performance period. As soon as reasonably practicable following the determination of the Payout Multiplier and application thereof, and in any event by March 31<sup>st</sup> of the calendar year immediately following the vesting date of the 2021 PSUs, the Corporation will deliver a cash payment equal to the number of 2021 PSUs held by the participant, multiplied by the Fair Market Value of a Common Share on the relevant date.

- > 2021 RSU Plan: Unless otherwise determined by the Board, RSUs granted under the 2021 RSU Plan will vest: (i) as to one third on December 31 of the calendar year in which the RSUs were granted; (ii) as to one third on December 31 of the calendar year following the calendar year in which the RSUs were granted; and (iii) as to the remaining one third on December 31 of the second calendar year following the calendar year in which the RSUs were granted.

As soon as reasonably practicable following the applicable vesting date, and in any event by March 31<sup>st</sup> of the calendar year immediately following such vesting date, the Corporation will deliver a cash payment equal to the number of vested RSUs held by the participant, multiplied by the Fair Market Value of a Common Share on the relevant date.

#### *Change of Control*<sup>(3)</sup>:

- > 2021 DSU Plan: In the event of a Change of Control, the Board may provide for the protection of the rights and economic interests of the participants as the Board, in its discretion, considers appropriate in the circumstances.
- > 2021 PSU Plan and 2021 RSU Plan: Pursuant to both the 2021 PSU Plan and the 2021 RSU Plan, in the event of a Change of Control the surviving, continuing, successor or purchasing entity may either: (i) assume the Corporation's rights and obligations under the 2021 PSU Plan or the 2021 RSU Plan (as applicable); or (ii) subject to the approval by the Badger Board, substitute the 2021 PSUs and/or RSUs outstanding under the applicable plan for substantially equivalent securities in the successor entity.

In the event that no such assumption or substitution is made, all unvested 2021 PSUs and/or RSUs held by a participant will automatically vest, be adjusted by the Payout Multiplier (in the case of 2021 PSUs), and be settled immediately prior to the Change of Control.

If an assumption or substitution of the outstanding 2021 PSUs and/or RSUs is made in connection with the Change of Control and, during the two-year period after the Change of Control, a participant is terminated for any reason other than for cause, or a participant who is an executive officer resigns for good reason, any unvested 2021 PSUs and/or RSUs held by the participant will vest immediately upon the date that the participant ceases to be employed, be adjusted by the Payout Multiplier (in the case of 2021 PSUs), and be settled as soon as practicable thereafter.

In the event of 2021 PSUs becoming vested following a Change of Control, the Payout Multiplier shall be determined by the Board based on the average of an assessment of the participant's achievement of the

applicable Performance Measures for years during the performance period which are complete at the time of vesting and target for years during the performance period which are not yet complete at the time of Change of Control.

*Rights on Termination:*

- > 2021 DSU Plan: Upon termination, 2021 DSUs credited to a participant will be settled on the applicable Payment Date elected by the Participant or, where an election has not been made as to Payment Date, on the 1<sup>st</sup> business day following the 6 month anniversary of a Participant's termination date.
- > 2021 PSU Plan and 2021 RSU Plan: In the event that a participant is terminated for cause, or resigns from employment with the Corporation for any reason, all unvested 2021 PSUs and/or RSUs held by such participant will expire immediately on the date that the participant ceases to be employed by the Corporation.

In the event that a participant ceases to be employed by the Corporation as a result of the participant's termination without cause, or as a result of the participant's death or disability, all unvested 2021 PSUs and/or RSUs will vest on the date that the participant ceases to be employed by the Corporation and the number of vested 2021 PSUs and/or RSUs shall be proportionately adjusted by: (i) the Adjustment Ratio applicable to such 2021 PSUs and/or RSUs; (ii) thereafter by the time such participant spent at work during the applicable grant cycle; and (iii) thereafter by the applicable Payout Multiplier (in the case of 2021 PSUs).

In the event that a participant retires from employment, and provided such participant continues to be retired for the duration of the applicable grant cycle, the 2021 PSUs and/or RSUs granted to such participant shall continue to vest and be settled in accordance with their terms as though the participant was actively employed.

*Non-Assignable*: Share Units awarded under the 2021 Compensation Plans are not assignable or transferable other than by legally valid will or according to the laws of descent and distribution.

*Amendment*: The Board may, at any time and without notice, terminate or amend the 2021 Compensation Plans in whole or in part, provided that no amendment shall cause the 2021 Compensation Plans to violate applicable laws or regulations. Further, any amendment that may be considered materially adverse to a participant, as determined by the Board, will require the consent of such participant.

*Black-outs*: During a black-out period or other trading restriction imposed by the Corporation, the Board may not make any grants of Share Units to participants. In addition, participants are not permitted under the 2021 Compensation Plans to make any elections (including, in the case of 2021 DSUs, elections with respect to the applicable Payment Date) until after the expiry of any such black-out period.

*U.S. Participants*: The 2021 Compensation Plans also set out certain special provisions that apply to participants who are U.S. citizens or U.S. residents, and whose income from the Corporation is subject to U.S. federal income tax.

Notes:

1. For the purposes of each of the 2021 Compensation Plans, the Fair Market Value on any particular day means the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the relevant date, or if the Corporation is not a public issuer on the relevant date, then the Fair Market Value of the Common Shares will be determined using the most recent fair market valuation of the Common Shares, as determined by the Board in its sole discretion.
2. Under each of the 2021 Compensation Plans, the Adjustment Ratio will initially be equal to one, and will be cumulatively adjusted whenever dividends are paid on the Common Shares by an amount, rounded to the nearest five decimal places, equal to the product of: (i) the Adjustment Ratio immediately prior to the date the dividend is paid; and (ii) the fraction, having as its numerator the dividend being paid (expressed as an amount per common share), and, having as its denominator the Fair Market Value of a common share at the close of business on the first business day following the applicable record date in respect of the dividend.
3. Change of Control is defined under each of the 2021 Compensation Plans to mean:
  - (a) any transaction (other than as described in item (c) below) pursuant to which any person or group of persons acting jointly or in concert acquires the direct or indirect beneficial ownership of securities of

- the Corporation representing 50% or more of the aggregate voting power of all of the Corporation's then issued and outstanding securities entitled to vote in the election of directors of the Corporation;
- (b) a consummated arrangement, amalgamation, merger, consolidation, take-over bid, compulsory acquisition or similar transaction involving (directly or indirectly) the Corporation if, immediately after the consummation of such arrangement, amalgamation, merger, consolidation or similar transaction, the shareholders of the Corporation immediately prior thereto do not beneficially own, directly or indirectly, either (i) outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving or resulting entity in such arrangement, amalgamation, merger, consolidation or similar transaction or (ii) more than 50% of the combined outstanding voting power of the parent of the surviving or resulting entity in such arrangement, amalgamation, merger, consolidation or similar transaction;
  - (c) the sale, lease, exchange, license or other disposition of all or substantially all of the Corporation's assets to a person other than a person that was an affiliate of the Corporation at the time of such sale, lease, exchange, license or other disposition, and other than a sale, lease, exchange, license or other disposition to an entity, more than 50% of the combined voting power of the voting securities of which are beneficially owned by shareholders of the Corporation in substantially the same proportions as their beneficial ownership of the outstanding voting securities of the Corporation immediately prior to such sale, lease, exchange, license or other disposition;
  - (d) the passing of a resolution by the Board or shareholders to substantially liquidate the assets of the Corporation or wind up the Corporation's business or significantly rearrange its affairs in one (1) or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and the shareholdings remain substantially the same following the re-arrangement); or
  - (e) the election at a meeting of the Corporation's shareholders of a number of directors of the Corporation, who were not director nominees proposed to the Corporation's shareholders by the Corporation's prior Board, and would represent a majority of the Board.

### Summary of Treasury-Based Plans

The following table summarizes certain information as of December 31, 2021 regarding the Former DSU Plan under which equity securities of Badger are authorized for issuance from treasury.

| Plan Category   | Number of securities to be issued upon exercise of outstanding options, warrants and rights<br>(a) | Weighted-average exercise price of outstanding options, warrants and rights <sup>(3)</sup><br>(b) | Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)<br>(c) |
|---|--|---|--|
| Equity compensation plans approved by security holders – Former DSU Plan <sup>(1)</sup> | 504,982  | –   | 995,002  |
| Equity compensation plans not approved by security holders <sup>(2)</sup>               | –  | –   | –  |

- (1) See the description of the Former DSU Plan under "Former DSU Plan" below.
- (2) Badger does not have any equity compensation plans under which equity securities of Badger are authorized for issuance from treasury that have not been approved by the shareholders. For greater certainty and clarity, Former PSUs are settled in cash.
- (3) Former DSUs do not have an exercise price.

### Former DSU Plan

The purpose of the Former DSU Plan was to promote a greater alignment of interests between the directors, officers and employees of Badger and/or its subsidiaries and the shareholders and to attract and retain key executive officers

and employees through the use of equity-based performance incentives that reward their significant contributions to the long-term success of Badger. The Former DSU Plan was made available to certain directors of Badger and officers and key employees of Badger or any subsidiary of Badger as determined by the Board from time to time in its sole discretion. Following the adoption of the 2021 DSU Plan, awards will no longer be made under the Former DSU Plan. The Former DSU Plan will remain outstanding until all Former DSUs have been redeemed.

#### *Number of Common Shares Issuable*

A maximum of 1,500,000 Common Shares have been reserved for issuance pursuant to the Former DSU Plan, representing approximately 4.3% of the currently outstanding Common Shares as at December 31, 2021 and March 31, 2022.

The following table summarizes, as at the times indicated, the aggregate number of Common Shares and Former DSUs issued and remaining available for issuance pursuant to the Former DSU Plan, expressed absolutely and as a percentage of the outstanding Common Shares on the relevant date.

|                         | Common Shares Issued on Redemption of Former DSUs |       | Common Shares Remaining Available for Issuance on Redemption of Former DSUs |       | Former DSUs Outstanding |       | Former DSUs Remaining Available for Issuance |       |
|-------------------------|---|-------|---|-------|-------------------------|-------|--|-------|
|                         | (#)   | (%)   | (#)   | (%)   | (#)                     | (%)   | (#)  | (%)   |
| As at March 31, 2022    | 149,146   | 0.43% | 1,350,854   | 3.88% | 504,998                 | 1.45% | 845,856                                      | 2.43% |
| As at December 31, 2021 | 141,711   | 0.41% | 1,358,289   | 3.94% | 504,998                 | 1.46% | 853,291                                      | 2.48% |

The following table summarizes Badger's burn rate under the Former DSU Plan for each of the three most recently completed financial years.

| Year | Common Shares Outstanding <sup>(1)</sup><br>(#) | Former DSUs Granted |                    | Common Shares Issued on Redemption of DSUs |                    |
|------|---|---------------------|--------------------|--|--------------------|
|      |   | (#)                 | (%) <sup>(2)</sup> | (#)  | (%) <sup>(2)</sup> |
| 2021 | 34,600,681                                      | 24,294              | 0.07%              | 141,711                                    | 0.41               |
| 2020 | 34,870,893                                      | 219,938             | 0.63%              | —  | —                  |
| 2019 | 35,825,820                                      | 95,897              | 0.27%              | —  | —                  |

(1) Expressed as the weighted average number of Common Shares outstanding during the period. This is the number of Common Shares outstanding at the beginning of the period, adjusted by the number of Common Shares bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the Common Shares are outstanding as a proportion of the total number of days in the period. The weighted average number of Common Shares outstanding is calculated in accordance with the CPA Canada Handbook.

(2) Expressed as a percentage of the weighted average number of Common Shares outstanding during the period.

#### *Restrictions on Former DSU Grants*

At no time shall the number of Common Shares reserved for issuance to insiders of Badger pursuant to outstanding Former DSUs, together with the number of Common Shares reserved for issuance to such persons pursuant to any other compensation arrangements, exceed 10% of the then outstanding Common Shares, as calculated immediately prior to the issuance in question. Further, the number of Common Shares issued to insiders of Badger pursuant to outstanding Former DSUs together with the number of Common Shares issued to such persons pursuant to any other compensation arrangements, within any one-year period, shall not exceed 10% of the then outstanding Common Shares.

#### *Former DSUs Grants*

The number of Former DSUs (including fractional Former DSUs) granted at any particular time pursuant to the Former DSU Plan was calculated by dividing (i) the dollar amount of the elected amount, as applicable, allocated to the participant by (ii) the market value of a common share on the award date. "Market value" at any date in respect of the Common Shares means the volume weighted average price of all Common Shares traded on the TSX for the five trading days immediately preceding such date (or, if such Common Shares are not listed and posted for trading on the TSX, on such stock exchange on which such Common Shares are listed and posted for trading as may be selected for such purpose by the Board). In the event that such Common Shares are not listed and posted for trading

on any stock exchange, the market value shall be the fair market value of such Common Shares as determined by the Board in its sole discretion.

#### *Dividends on Former DSUs*

Whenever cash dividends or other distributions are paid on the Common Shares, additional Former DSUs will be credited to the participant's DSU account. The number of such additional Former DSUs shall be calculated by dividing (i) the amount determined by multiplying (a) the number of Former DSUs in such participant's DSU account on the record date for the payment of such dividend or other distribution by (b) the dividend or other distribution paid per common share, by (ii) the market value of a common share on the payment date for such dividend or other distribution, in each case, with fractions computed to three decimal places. Such additional Former DSUs shall vest on the same basis as the initial Former DSUs granted on the date of grant.

#### *No Voting Rights*

Under no circumstances shall Former DSUs be considered Common Shares nor entitle a participant to any shareholder rights, including, without limitation, voting rights, distribution entitlements (other than as set out below) or rights on liquidation.

#### *Vesting*

Former DSUs granted to non-executive directors vest immediately upon grant. Former DSUs granted to participants other than non-executive directors pursuant to the Former DSU Plan vest in accordance with the following schedule:

- > 33⅓% of the Former DSUs on the first anniversary of the grant;
- > 33⅓% of the Former DSUs on the second anniversary of the grant; and
- > 33⅓% of the Former DSUs on the third anniversary of the grant.

Notwithstanding the foregoing, the Board shall have the discretion to vary the manner in which Former DSUs vest for any participant.

#### *Redemption Rights*

One Former DSU may be redeemed for one common share or the cash equivalent value if the participant elects and the Board so approves. Fractional Former DSUs are permitted under the Former DSU Plan.

The Former DSUs credited to a participant's DSU account that have vested may be redeemable in whole or in part on the date in which the participant files a written notice of redemption with Badger. For a summary of the effect of cessation of employment of a participant under the Former DSU Plan, see page 55.

#### *Non-Assignable*

In no event may the rights or interests of a participant under the Former DSU Plan be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that certain rights may pass to a beneficiary or legal representative upon death of a participant, by will or by the laws of succession and distribution.

#### *Cash Payment*

Should the HR&C Committee, in its sole discretion, determine that it is not desirable or feasible to provide for the redemption of Former DSUs in Common Shares, including by reason of any laws, regulations, rules, orders or requirements, it shall notify the participants of such determination and on receipt of such notice each participant shall have the option of electing that such redemption obligations be satisfied by means of a cash payment by Badger equal to the market value of the Common Shares that would otherwise be delivered to a participant in settlement of Former DSUs on the redemption date (less any applicable withholding taxes).

#### *Amendment, Suspension and Termination*

Subject to the receipt of applicable approvals and the provisions set out below, the Board may amend, suspend or terminate the Former DSU Plan or any provision of the Former DSU Plan at any time, provided, however, that such amendment, suspension or termination may not materially adversely affect the rights already accrued under the Former DSU Plan by a participant, without the consent of the participant. Shareholder approval will not be required for any amendment to the Former DSU Plan except for any amendment or modification that:

- (a) increases the number of Common Shares reserved for issuance under the Former DSU Plan;
- (b) increases the percentage of the participant's annual director retainer or annual long-term incentive bonus that a participant may elect to receive in the form of Former DSUs beyond 100% of such annual director retainer or annual long-term incentive bonus as the case may be;
- (c) removes or exceeds the insider participation limit of the Former DSU Plan;
- (d) extends eligibility to participate in the Former DSU Plan to persons not currently eligible to participate;
- (e) permits entitlements under the Former DSU Plan to be transferred other than for normal estate settlement purposes;
- (f) permits awards, other than those entitlements specifically contemplated in the Former DSU Plan, to be made under the Former DSU Plan; and
- (g) amends the amendment provisions of the Former DSU Plan.

## OTHER INFORMATION

### *Loans to Directors and Executive Officers*

None of our directors, our executive officers or anyone associated or affiliated with any one of them, has a loan outstanding to the Corporation.

### *Interest in Material Transactions*

None of our directors, our executive officers or anyone associated or affiliated with any one of them, has or has had a direct or indirect material interest in any transaction or proposed transaction that has materially affected or would materially affect the Corporation.

### *Non-IFRS Financial Measures*

This circular contains references to certain financial measures, including "Adjusted EBITDA Margin" and "revenue per truck per month" or "RPT" which do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies or entities. Badger considers these non-IFRS financial measures to provide useful information to both management and investors in measuring its financial performance and financial condition. In addition, certain of these non-IFRS financial measures are used for measuring performance and setting executive compensation. These non-IFRS financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with IFRS.

"Adjusted EBITDA Margin" is earnings before interest, taxes, depreciation and amortization, share-based compensation, gains and losses on sale of property, plant and equipment and gains and losses on foreign exchange, divided by revenue, expressed as a percentage. Adjusted EBITDA Margin is a measure of Badger's operating profitability and is therefore useful to management and investors as it provides improved continuity with respect to the comparison of operating results over time. Adjusted EBITDA Margin provides an indication of the results generated by Badger's principal business activities prior to how these activities are financed, the results are taxed in various jurisdictions and assets are amortized. In addition, Adjusted EBITDA Margin excludes gains and losses on sale of property, plant and equipment as these gains and losses are considered incidental and secondary to the principal business activities, it excludes gains and losses on foreign exchange, as such gains and losses can vary significantly based on factors beyond Badger's control, and it excludes share-based compensation as these expenses can vary significantly with changes in the price of the Common Shares.

"Revenue per truck per month" or "RPT" is a measure of hydrovac fleet utilization. It is calculated using hydrovac and hydrovac related revenue only. RPT is calculated on both a consolidated basis and for each geographic segment by dividing hydrovac and hydrovac related revenue for each segment, in the respective local currency, by the average number of hydrovacs in the segment during the period.

For a reconciliation of these non-IFRS financial measures to the most directly comparable measures calculated in accordance with IFRS, please refer to "Non-IFRS Financial Measures" on page 16 of Badger's Management's Discussion and Analysis for the year ended December 31, 2021, which is incorporated by reference into this circular and is filed with the Canadian securities regulatory authorities on [www.sedar.com](http://www.sedar.com).

## APPENDIX A

### BADGER INFRASTRUCTURE SOLUTIONS LTD. MANDATE OF THE BOARD OF DIRECTORS

#### Adoption

This Mandate of the Board of Directors has been adopted by the board of directors (the "**Board**") of Badger Infrastructure Solutions Ltd. (the "**Corporation**").

#### References to "Badger"

In this Mandate of the Board, "**Badger**" means the Corporation and, where the context requires, the Corporation and its subsidiaries considered on a consolidated basis.

#### Overview

The Board (each member thereof a "**Director**") is responsible for the stewardship of the business and affairs of Badger. As such, the Board has responsibility to oversee the conduct of Badger's business, provide direction to management and ensure that all major issues affecting the business and affairs of Badger are given proper consideration. The Board oversees the activities of management who are responsible for the day-to-day conduct of the business of Badger.

#### Composition and Operation

The Board must consist of at least five directors. At least one-quarter of the Board must be resident Canadians, as defined in *Business Corporations Act* (Alberta) (the "**ABCA**"). At least two-thirds of the Board must be individuals who qualify as independent Directors. Generally speaking, a Director is "**independent**" if such Director has no direct or indirect material relationship with Badger and a "**material relationship**" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the Director's independent judgment.

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its chair, which must be an independent director (the "**Chair of the Board**"), nominating candidates for election to the board, constituting committees of the Board and determining compensation for the Directors. Subject to the constating documents of Badger and the ABCA, the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

The Board will have the following standing committees:

- a. Audit Committee;
- b. Human Resources and Compensation Committee;
- c. Nominating and Governance Committee; and
- d. Health, Safety and Environment Committee.

#### Responsibilities

The Board's fundamental objectives are to enhance and preserve long-term security holder value, to ensure Badger meets its obligations on an ongoing basis and to ensure that Badger operates in a reliable, responsible and safe manner. In performing its functions, the Board should also consider the legitimate interests of its other stakeholders such as employees, customers and communities. In broad terms, the stewardship of Badger involves the Board in strategic planning, financial reporting, risk management and mitigation, senior management determination, communication planning and internal control integrity. In satisfaction of these responsibilities, directors are expected to regularly attend meetings and review all materials in advance of all meetings.

## Specific Duties

### 1. Legal Requirements

- (a) the Board has the oversight responsibility for meeting Badger's legal requirements and for properly preparing, approving and maintaining Badger's documents and records.
- (b) The Board has the legal responsibility to:
  - (i) manage the business and affairs of Badger;
  - (ii) act honestly and in good faith with a view to the best interests of Badger;
  - (iii) exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
  - (iv) act in accordance with its obligations contained in the ABCA and the regulations thereto, the constating documents of Badger, and other relevant legislation and regulations.
- (c) The Board has the legal responsibility for considering the following matters as a full Board which, pursuant to the ABCA, may not be delegated to management or to a committee of the Board:
  - (i) any submission to the security holders of a question or matter requiring the approval of the security holders;
  - (ii) the filling of a vacancy among the Directors;
  - (iii) the appointment of additional Directors;
  - (iv) the issuance of securities;
  - (v) the declaration of dividends;
  - (vi) the purchase, redemption or any other form of acquisitions of securities issued by Badger;
  - (vii) the payment of a commission to any person in consideration of his/her purchase or agreeing to purchase securities of Badger from Badger or from any other person, or procuring or agreeing to procure purchasers for any such securities;
  - (viii) the approval of management proxy circulars;
  - (ix) the approval of quarterly and annual financial statements and other related financial disclosure requirements and material;
  - (x) the approval of any take-over bid circular or Directors' circular; and
  - (xi) the adoption, amendment or repeal of bylaws.

### 2. Independence

The Board will have the responsibility to:

- (a) implement appropriate structures and procedures to permit the Board to function independently of management; and
- (b) implement a system which enables an individual Director to engage an outside advisor at the expense of Badger in appropriate circumstances.

### **3. Strategy Determination**

The Board will:

- (a) participate in an annual strategic planning process with management and approve the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the business of Badger including ESG-related opportunities and risks;
- (b) at least annually review the progress and fulfillment of the strategic goals adopted by Badger;
- (c) set aside time at each board meeting to discuss strategy with management and monitor Badger's progress;
- (d) discuss and analyze the main risks facing Badger's business, strategic issues, competitive developments and corporate opportunities;
- (e) discuss possible adjustments to the strategic plan in light of Badger's progress and the current business climate;
- (f) measure success and fulfillment of the strategic plan by assessing Badger's performance results against its annual corporate objectives;
- (g) at least annually review with management the financing strategy and plans of Badger; and
- (h) annually review operating and financial performance results of Badger relative to established strategy, budgets and objectives.

### **4. Managing Risk**

The Board has the responsibility to identify and understand the principal risks of the business in which Badger is engaged, to achieve a proper balance between risks incurred and the potential return to security holders, and to confirm that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of Badger.

### **5. Appointment, Training and Monitoring of Senior Management**

The Board will:

- (a) appoint the Chief Executive Officer ("CEO") and senior officers, approve (upon recommendations from the Human Resources and Compensation Committee) their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing security holder value;
- (b) ensure that a process is established that adequately provides for succession planning including the appointment, training and monitoring of senior management;
- (c) ensure that the Human Resources and Compensation Committee meets regularly with the CEO, without other members of management, to discuss his views on the executive leadership team in general, and his potential successors. The Board, without the CEO, will meet to discuss the candidates he identified to the Human Resources and Compensation Committee as possible successors. The succession plan for the CEO will be a focus area for both the Human Resources and Compensation Committee and the Board; and
- (d) establish limits of authority delegated to management.

## 6. Reporting and Communication

The Board has the responsibility to:

- (a) verify that Badger has in place policies and programs to enable Badger to communicate effectively with, and receive feedback from, its security holders, other stakeholders and the public generally;
- (b) verify that the financial performance of Badger is properly reported to security holders, other stakeholders and regulators on a timely and regular basis;
- (c) verify that the financial results of Badger are reported fairly and in accordance with generally accepted accounting standards;
- (d) verify that voting results for each motion, including appointing the Board, at Badger's shareholder meetings are disseminated to the market and that prior year voting results are included in the following year's information circular;
- (e) verify that corporate disclosure relating to ESG matters is reported accurately, fairly and in accordance with applicable governing standards, if any; and
- (f) verify the timely reporting of any other developments that have a significant and material impact on the value of Badger; and report annually to security holders on its stewardship of the affairs of Badger for the preceding year.

## 7. Monitoring and Acting

The Board has the responsibility to:

- (a) review and approve Badger's quarterly and annual financial statements and other related financial disclosure requirements and material, and oversee Badger's compliance with applicable audit, accounting and reporting requirements;
- (b) verify that Badger operates at all times within applicable laws and regulations to the highest ethical and moral standards;
- (c) approve and monitor compliance with significant policies and procedures by which Badger is operated;
- (d) monitor Badger's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (e) take such action as it determines appropriate when performance falls short of its goals and objectives or when other special circumstances warrant;
- (f) verify that Badger has implemented adequate internal control and information systems which ensure the effective discharge of its responsibilities; and
- (g) review and approve the Code of Business Conduct and Ethics.

**8. Environmental, Health and Safety Matters**

The Board will review the effectiveness and adequacy of safety and environmental control, reporting, training and response procedures, and will consider any recommendation made by the Health, Safety and Environment Committee.

**9. Other Activities**

- (a) the Board may perform such other activities as are consistent with this Mandate, the Corporation's constating documents, and the ABCA as the Board determines necessary or appropriate in discharging its duties and responsibilities;
- (b) the Board will review and assess, on an annual basis, the adequacy of this Mandate; and
- (c) as a standing agenda item, the independent directors will have an "in camera" session without management at every regularly scheduled Board meeting, and at other meetings when deemed appropriate.