



**BADGER**

# **NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR**

FOR THE ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 2, 2024

DATED MARCH 15, 2024



## 2024 NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

### Meeting Date, Time and Venue

Badger Infrastructure Solutions Ltd. (the **Corporation**) will be holding its annual meeting of shareholders on Thursday, May 2, 2024 at 10:00 a.m. (Mountain Time) (the **Meeting**). The Meeting will be held virtually via live audio webcast (the **Webcast**) at: [www.virtualshareholdermeeting.com/BDGI2024](http://www.virtualshareholdermeeting.com/BDGI2024).

### Business of the Meeting

- > Receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2023 and the independent auditor's report thereon
- > Elect the directors of the Corporation
- > Appoint the auditor of the Corporation
- > Advisory vote on our approach to executive compensation ("say-on-pay")
- > Transact any other business as may properly come before the Meeting and any postponement(s) or adjournment(s) thereof

### Additional Information

We encourage all shareholders to attend and participate in the Meeting. For additional details regarding the Meeting, including the business to be covered, procedures for voting and asking questions and other technical information, please refer to the accompanying 2024 Management Information Circular or visit our website at <https://ir.badgerinc.com/events-and-presentations/>.

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

Dated at Calgary, Alberta on March 15, 2024.

*"Glen Roane"*

**Glen Roane**

Chair of the Board

## 2024 MANAGEMENT INFORMATION CIRCULAR

In 2023, the Badger team achieved record revenues and adjusted EBITDA. We continued our momentum from 2022 with our continued commercial strategy execution, improving profitability and focusing on pricing opportunities in the back half of the year. The execution of our commercial, sales, and pricing strategies have set the foundation for Badger to continue its journey as the industry leader in non-destructive excavation and related services.

Our end markets, mainly infrastructure, construction, and industrial verticals, remain strong due to both public and private funding in the US. This spending, coupled with non-destructive excavation adoption being in the early innings in the US, provides our business with significant tailwinds currently and opportunity for strong future organic growth.

We expect 2024 to be another busy year as we continue to drive our operations to new heights, further differentiating ourselves from our local and regional competitors. We have a strong and professional team in place, and we are excited to continue to deliver strong results for our shareholders in 2024.

Dated at Calgary, Alberta on March 15, 2024.

### BADGER INFRASTRUCTURE SOLUTIONS LTD.

*"Robert Blackadar"*

**Robert Blackadar**

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 2, 2024
- > circular means this management information circular

All information is as of March 15, 2024, and all dollar amounts are in US dollars, unless stated otherwise.

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### Where to get more information about Badger

You can find financial information about Badger in our audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2023. These financial statements, copies of the Meeting materials and our annual information form are available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) 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.  
Suite 400, 919-11th Ave SW  
Calgary, AB T2R 1P3  
Attention: Investor Relations

If you have any questions about the Meeting or about voting, call our transfer agent and registrar, Odyssey Trust Company (**Odyssey**) at:

- > 1 (800) 290-1175 (Canada/US); or
- > 1 (587) 885-0960 (international).

## ABOUT THE SHAREHOLDER MEETING

### General

Badger Infrastructure Solutions Ltd. will be holding its annual meeting of shareholders on Thursday, May 2, 2024 at 10:00 a.m. (Mountain Time) (the **Meeting**). The Meeting will be held virtually via live audio webcast (the **Webcast**) at: [www.virtualshareholdermeeting.com/BDGI2024](http://www.virtualshareholdermeeting.com/BDGI2024). 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.

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.

As at the date hereof, there are 34,473,438 Common Shares issued and outstanding, and 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) Thrivent Asset Management, who holds approximately 4.0 million Common Shares representing approximately 11.70% of the total issued and outstanding; and (ii) EdgePoint Investment Group Inc., who holds approximately 3.8 million Common Shares representing approximately 10.97% of the total issued and outstanding.

### Who Can Vote

If you owned any Common Shares at 5:00 p.m. (Mountain Time) on March 25, 2024 (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* 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 obtain voting instructions from their clients. Broadridge or your intermediary will send you a *voting instruction form*. 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. non-objecting beneficial owners or NOBOs). Beneficial owners of Common Shares that have objected to sharing their ownership information (i.e. objecting beneficial owners or 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 attend, vote at and participate in the Meeting. If you are unable to attend the Meeting, 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 by following the instructions below. Registered shareholders must have a 16-digit control number, and must be connected to the internet at all times in order to vote when balloting commences. Duly appointed proxyholders, including non-registered (beneficial) shareholders who have appointed themselves as proxyholders, must have an Appointee Name and 8-character Appointee Identification Number to login to the Meeting, ask questions and vote. Non-registered (beneficial) shareholders who have not appointed themselves as proxyholders may login to the Meeting as a shareholder, but they will not be able to vote. We recommend that you log in to the Meeting at least 15 minutes before the time of the Meeting.

## Registered Shareholders

### Voting in advance of the Meeting

Send your voting instructions by using your *proxy*.

#### **Mail**

Complete, date and sign the enclosed *proxy* and return it to Broadridge in the enclosed reply envelope.

#### **Telephone**

Call 1-800-474-7493 (English) or 1-800-474-7501 (French) and follow the instructions. You will need your 16-digit control number (located on the front of the *proxy*). If you vote by telephone, you cannot appoint anyone other than the management proxyholders named on your *proxy*.

#### **Internet**

Visit [www.proxyvote.com](http://www.proxyvote.com) or scan the QR code on the *proxy* to access the website and follow the instructions. You will need your 16-digit control number (located on the front of the *proxy*) to identify yourself to the system.

**Your instructions must be received by 10:00 a.m. (Mountain Time) on April 30, 2024 for your vote to be counted. The Chair of the Meeting may waive or extend the proxy cut-off without notice. If the Meeting is adjourned or postponed, your proxy must be received 48 hours (excluding weekends and holidays) before the Meeting is reconvened.**

## Non-Registered (Beneficial) Shareholders

Send your voting instructions using your *voting instruction form*.

#### **Mail**

Complete, date and sign the enclosed *voting instruction form* and return it to Broadridge in the enclosed reply envelope.

#### **Telephone**

Call 1-800-474-7493 (English) or 1-800-474-7501 (French) and follow the instructions. You will need your 16-digit control number (located on the front of the *voting instruction form*). If you vote by telephone, you cannot appoint anyone other than the management proxyholders named on your *voting instruction form*.

#### **Internet**

Visit [www.proxyvote.com](http://www.proxyvote.com) or scan the QR code on the *voting instruction form* to access the website and follow the instructions. You will need your 16-digit control number (located on the front of the *voting instruction form*) to identify yourself to the system.

**Your instructions must be received by 10:00 a.m. (Mountain Time) on April 30, 2024 for your vote to be counted.**

### Voting at the Meeting

Registered shareholders may vote at the Meeting by using their 16-digit control number included on their *proxy* to login to the Webcast as a "Shareholder".

Alternatively, registered shareholders may appoint a third-party proxyholder to vote at the Meeting by submitting their *proxy* marked accordingly.

Duly appointed proxyholders may attend, ask questions and vote at the Meeting by logging in to the Webcast as a Proxyholder with their Appointee Name and 8-character Appointee Identification Number provided by the shareholder who appointed them.

**If a registered shareholder who has submitted a proxy attends the Meeting and accepts 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.**

Non-registered (beneficial) shareholders may appoint themselves or a third-party as their proxyholder to vote at the Meeting by submitting their *voting instruction form* marked.

Duly appointed proxyholders (including non-registered (beneficial) shareholders who have appointed themselves as proxyholders) may attend, ask questions, and vote at the Meeting by logging in to the Webcast as a Proxyholder with their Appointee Name and 8-character Appointee Identification Number provided by the shareholder who appointed them.

Non-registered (beneficial) shareholders in the US must, in addition to the steps described above, obtain a valid *proxy* from your intermediary. Follow the instructions from your intermediary included with the *proxy* sent to you or contact your intermediary to request a *proxy* if you have not received one. After obtaining a valid *proxy* from your intermediary, you must then submit such *proxy* to Broadridge.

### Revoking your proxy or changing your voting instructions

If a registered shareholder submitted a proxy, then submitting another proxy will revoke the previously submitted proxy, provided the second proxy is received by 10:00 a.m. (Mountain Time) on April 30, 2024. Alternatively, if a registered shareholder submits a proxy and then participates in the Meeting, any votes cast by the shareholder during the Meeting will be counted and the submitted proxy will be disregarded.

Contact your intermediary for information on how to change your voting instructions.

**More information about your proxy**

When you send in the *proxy*, by default you are appointing Robert Blackadar, President & Chief Executive Officer, and Reid Yester, Vice President, Legal, General Counsel & Corporate Secretary 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*. **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 or not you attend. Simply write that person's name in the blank space provided on the *proxy* or at [www.proxyvote.com](http://www.proxyvote.com) and create an 8-character Appointee Identification Number.** 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.

**Asking Questions via the Webcast**

Shareholders and duly appointed proxyholders who attend the Meeting via the Webcast will have the opportunity to submit questions and comments using the "Ask A Question" text box (chat feature) on the webcast platform throughout the Webcast. 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 Webcast. 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 "Ask A Question" 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.

**Additional Information Regarding the Webcast**

Additional detail regarding how to vote and ask questions via the Webcast, and a recording of the Webcast 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 at <https://ir.badgerinc.com/events-and-presentations/>.

**What The Meeting Will Cover**

A simple majority of votes cast (50% plus one vote) is required for each of the agenda items to be approved. Broadridge will count the votes in its capacity as the Meeting's scrutineer.

**1) Receiving the Financial Statements**

Our audited consolidated financial statements for the year ended December 31, 2023, 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 nine directors to serve on our Board until the close 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 refer to pages 9 to 17 for more information about each of the director nominees:

- > Robert Blackadar      > David Bronicheski      > Stephanie Cuskley
- > William Derwin        > G. Keith Graham        > Stephen Jones
- > Mary Jordan            > William Lingard        > Patricia Warfield

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 8 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 until the close of the next annual meeting of shareholders, and to authorize the directors to fix the auditor's remuneration.

The Board recommends you vote **FOR** the appointment of Deloitte LLP as our independent auditor until the close of the next annual meeting of shareholders, and to authorize the Board to fix the auditor's remuneration.

### Deloitte LLP Fees

The table below lists the services Deloitte LLP provided and the fees paid in respect thereof for the years ended December 31, 2023 and 2022.

Fees <sup>(1)</sup>		2023	2022
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	\$488,054	\$457,767
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	\$105,474	\$107,058
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.	\$-	\$369,167
<b>Total fees</b>		<b>\$593,528</b>	<b>\$933,992</b>

(1) Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00 (2022 – C\$1.3544/US\$1.00), being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

## 4) Advisory 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 2023 'say-on-pay' vote was approved by 94.89% 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 2024 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 date hereof, management of Badger is not aware of any matters to come before the Meeting other than the matters referred to in this circular and in the Notice of Annual Meeting of Shareholders to which this circular is attached. If any matters which are not known at the date hereof come before the Meeting, proxies will be voted on such matters in accordance with the best judgement of the person holding such proxy.

## 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, and the Board takes into consideration skills, experience, education, gender, age, race, ethnicity and geographic location when assessing its composition and potential candidates to fill vacancies on the Board.

There are nine 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.

### Advance Notice Bylaw

Any shareholder who wishes to nominate a director can do so by submitting to Badger's Corporate Secretary the information required by Badger's bylaws, including the nominee's name, background, qualification and experience. Badger's bylaws require that a shareholder give the Corporation advance notice of any proposal to nominate directors for election to the Board when nominations are not made through the shareholder proposal procedures set out in the *Business Corporations Act* (Alberta). If the nomination is to be presented at an annual meeting of shareholders, the notice must be given 30 to 65 days in advance of the meeting; provided that if the annual meeting is to be held less than 50 days after Badger announces the meeting date, the notice must, in those circumstances, be given within 10 days of the meeting announcement. If the nomination is to be presented at a special meeting of shareholders (that is not also an annual meeting) where one of the items of business is the election of directors, then the notice must be given within 15 days of the meeting announcement. All nominations received will be forwarded to the Chair of the Board (or the chair of the appropriate committee thereof) who will present the nomination for consideration.

## Director Nominee Profiles

### Robert Blackadar

Not Independent

Georgia, USA

Director since: 2022

Age: 55 | 2023 votes for: 99.75%

Mr. Blackadar joined Badger as Senior Vice President, Operations & Chief Operating Officer in July 2021 and became President & Chief Executive Officer in October 2022. Before joining Badger, Mr. Blackadar most recently held the role of 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 (Management and Finance) from Louisiana State University.

#### 2023 Meeting Attendance

Board: 4 of 4 (100%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	39,150	\$1,205,048	\$1,593,797
DSUs <sup>(2)</sup> :	-	\$-	\$-
PSUs <sup>(3)</sup> :	79,728	\$1,227,021	\$1,622,858
RSUs <sup>(4)</sup> :	19,975	\$614,831	\$813,175
Total:	138,853	\$3,046,900	\$4,029,830

#### Areas of Expertise

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

#### Other Public Company Boards

None

- (1) Determined as at December 31, 2023, at which time Mr. Blackadar met his equity ownership requirement. See page 28 for further information on equity ownership determinations and calculations.
- (2) Where used in this circular, the term 'DSU' shall mean both Deferred Share Units granted under the Corporation's Deferred Share Unit Plan dated March 11, 2021, as amended and restated May 13, 2022 (the **DSU Plan**), otherwise referred to herein as 'New DSUs', and Deferred Units granted under the Corporation's Deferred Unit Plan dated May 11, 2011, as amended and restated May 12, 2015 and as further amended May 13, 2022 (the **DU Plan**), otherwise referred to herein as 'DUs'.
- (3) Where used in this circular, the term 'PSU' shall mean Performance Share Units granted under the Corporation's Performance Share Unit Plan dated March 11, 2021 (the **PSU Plan**).
- (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 **RSU Plan**, and together with the DSU Plan and the PSU Plan, the **Compensation Plans**).

## David Bronicheski

Independent

Ontario, Canada

Director since: 2020

Age: 63 | 2023 votes for: 98.39%

Mr. Bronicheski is a corporate director, serving on public, private and volunteer non-profit boards. Mr. Bronicheski 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. From 2007 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 (Economics) (cum laude) and a Bachelor of Commerce (Accounting and Finance) from Laurentian University, and a Master of Business Administration (Finance and Industrial Relations) from the University of Toronto. In addition, Mr. Bronicheski is a Chartered Accountant and a Chartered Professional Accountant (retired).

### 2023 Meeting Attendance<sup>(1)</sup>

Board:	4 of 4 (100%)
Audit Committee (chair):	4 of 4 (100%)
N&G Committee:	4 of 4 (100%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	11,000	\$338,583	\$447,810
DSUs:	19,346	\$604,943	\$787,576
Total:	30,346	\$943,526	\$1,235,386

### Areas of Expertise

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

### Other Public Company Boards

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

- (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 nomination and governance committee (the **N&G Committee**), and a sustainability, health and safety committee (the **SH&S Committee**).
- (2) Determined as at December 31, 2023, at which time Mr. Bronicheski met his equity ownership requirement. See page 28 for further information on equity ownership determinations and calculations.

## Stephanie Cuskley

Independent

New Jersey, USA

Director since: 2022

Age: 63 | 2023 votes for: 96.83%

Ms. Cuskley is a corporate director. From 2015 to 2021, Ms. Cuskley served as the Chief Executive Officer of the Leona M. and Harry B. Helmsley Charitable Trust, a foundation which supports a wide range of organizations with a major focus on health and medical research. From 2005 to 2021, Ms. Cuskley also served as a director of Aegion Corporation, a publicly-traded pipeline and infrastructure services company and acted as chair of the board of Aegion since 2019. From 2009 to 2015, Ms. Cuskley served as Chief Executive Officer of NPower, a charitable organization that launches underserved

individuals into meaningful and sustainable technology careers. Stephanie was a Managing Director at JP Morgan Chase in New York, NY from 1995 to 2005 and provided investment banking services to mid-market industrial companies.

Ms. Cuskley holds a Bachelor of Arts (Economics & Commerce) from the University of Toronto and a Master of Business Administration (Finance) Cornell University.

### 2023 Meeting Attendance<sup>(1)</sup>

Board:	4 of 4 (100%)
Audit Committee:	4 of 4 (100%)
N&G Committee (chair):	4 of 4 (100%)

### Areas of Expertise

- Operational management
- United States
- Human resources and compensation
- Financial statement literacy
- Financial markets
- Corporate governance

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	-	\$-	\$-
DSUs:	10,024	\$308,531	\$408,063
Total:	10,024	\$308,531	\$408,063

### Other Public Company Boards

None

(1) Ms. Cuskley was appointed as the chair of the N&G Committee effective May 4, 2023.

(2) Determined as at December 31, 2023, at which time Ms. Cuskley did not meet her equity ownership requirement (must be met by 2027). See page 28 for further information on equity ownership determinations and calculations.

## William (Bill) Derwin

Independent

Colorado, United States

Director since: 2018

Age: 55 | 2023 votes for: 99.01%

Mr. Derwin is a corporate director, and 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, Mr. Derwin was the Chief Executive Officer of International Car Wash Group, the world's largest car wash company with operations in fourteen countries. From 2013 and 2016, Mr. Derwin was the President of Terminix International. Prior thereto, Mr. Derwin served in senior executive roles in the US and internationally with Otis Elevator, McKinsey & Company and the Boeing Company.

Mr. Derwin holds a Bachelor of Science (Mechanical Engineering) from Stanford University and a Master of Business Administration from Harvard University.

### 2023 Meeting Attendance

Board:	4 of 4 (100%)
Audit Committee:	4 of 4 (100%)
SH&S Committee:	4 of 4 (100%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	5,000	\$155,507	\$203,550
DSUs:	31,721	\$1,004,319	\$1,291,355
Total:	36,721	\$1,159,826	\$1,494,905

### Other Public Company Boards

None

### 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
- Financial markets
- Technology
- Mergers and acquisitions
- Marketing and sales

(1) Determined as at December 31, 2023, at which time Mr. Derwin met his equity ownership requirement. See page 28 for further information on equity ownership determinations and calculations.

## G. Keith Graham

Independent

Ontario, Canada

Director since: 2022

Age: 62 | 2023 votes for: 98.63%

Mr. Graham is a corporate director, currently serving on the board of Element Fleet Management. Mr. Graham was the founder and President of Rondeau Capital Inc., a private investment and advisory company where he actively managed investments from 2009 to 2017. Mr. Graham has over 25 years of experience as a portfolio manager and senior executive with firms such as AGF Funds Inc., Trimark Investments and Ontario Teachers' Pension Plan, one of the world's largest single-profession pension plans and private equity investors.

Mr. Graham holds a Master of Business Administration from the Ivey School of Business at the University of Western Ontario. In addition, Mr. Graham is a Chartered Financial Analyst.

### 2023 Meeting Attendance

Board:	4 of 4 (100%)
Audit Committee:	4 of 4 (100%)
N&G Committee:	4 of 4 (100%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	12,500	\$384,754	\$508,875
DSUs:	6,556	\$201,783	\$266,878
Total:	19,056	\$586,536	\$775,753

### Areas of Expertise

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

### Other Public Company Boards

Element Fleet Management Corp. (TSX) – audit committee (chair)

- (1) Determined as at December 31, 2023, at which time Mr. Graham met his equity ownership requirement. See page 28 for further information on equity ownership determinations and calculations.

## Stephen (Steve) Jones

Independent

Pennsylvania, United States

Director since: 2021

Age: 62 | 2023 votes for: 98.12%

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 green 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 (Economics) from Bloomsburg University of Pennsylvania, a Master of Business Administration (Finance) from Temple University and a Juris Doctor from the University of Pennsylvania. In addition, Mr. Jones participated in the Institut Européen d'Administration des Affaires (INSEAD) Advanced Management Program in Fontainebleau, France.

### 2023 Meeting Attendance<sup>(1)</sup>

Board:	4 of 4 (100%)
HR&C Committee:	4 of 4 (100%)
SH&S Committee:	3 of 4 (75%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	2,500	\$76,951	\$101,775
DSUs:	12,997	\$412,477	\$529,088
Total:	15,497	\$489,428	\$630,863

### Areas of Expertise

- Strategic planning and growth
- Operational management
- United States
- Health, safety and environment
- Corporate governance
- Mergers and acquisitions
- Marketing and sales

### Other Public Company Boards

Tronox Holdings plc (NYSE)

- (1) Subject to being re-elected at the Meeting, Mr. Jones has been appointed to succeed Mr. Glen Roane as the Chair of the Board. Mr. Roane is retiring from the Board and is not standing for re-election at the Meeting.
- (2) Determined as at December 31, 2023, at which time Mr. Jones did not meet his equity ownership requirement (must be met by 2026). See page 28 for further information on equity ownership determinations and calculations.

## Mary Jordan

Independent

British Columbia, Canada

Director since: 2019

Age: 64 | 2023 votes for: 98.03%

Ms. Jordan is a corporate director, currently serving on the board of Superior Plus Corp., a public company in energy distribution. 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, Ms. Jordan 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 (magna cum laude) from Rice University and a Master of Business Administration from the University of Texas. In addition, Ms. Jordan holds the ICD.D designation from the Institute of Corporate Directors.

### 2023 Meeting Attendance

Board:	4 of 4 (100%)
HR&C Committee (chair):	4 of 4 (100%)
SH&S Committee:	4 of 4 (100%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	-	\$-	\$-
DSUs:	18,393	\$583,418	\$748,762
Total:	18,393	\$583,418	\$748,762

### Areas of Expertise

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

### Other Public Company Boards

Superior Plus Corp. (TSX) – governance and nominating committee (chair); health, safety and environment committee; human resources and compensation committee

(1) Determined as at December 31, 2023, at which time Ms. Jordan met her equity ownership requirement. See page 28 for further information on equity ownership determinations and calculations.

## William Lingard

Independent

Alberta, Canada

Director since: 2015

Age: 65 | 2023 votes for: 98.82%

Mr. Lingard is a corporate director and was the chair of the board of the Southern Alberta Institute of Technology until September 2014. Prior thereto, Mr. Lingard 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, 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, the Chief Operating Officer of Nabors Drilling Canada, a global oil and gas drilling company wholly owned subsidiary of Nabors Industries Ltd., from 2002 to 2005, and 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 US 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 from Memorial University. In addition, Mr. Lingard has completed business management courses at the University of Texas as well as the Chartered Governance Institute (CGI) Directors' Education and Accreditation Program.

### 2023 Meeting Attendance

Board:	4 of 4 (100%)
HR&C Committee:	4 of 4 (100%)
SH&S Committee (chair):	4 of 4 (100%)

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	4,035	\$124,198	\$164,265
DSUs:	32,982	\$1,030,970	\$1,342,715
Total:	37,017	\$1,155,169	\$1,506,890

### Areas of Expertise

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

### Other Public Company Boards

None

(1) Determined as at December 31, 2023, at which time Mr. Lingard met his equity ownership requirement. See page 28 for further information on equity ownership determinations and calculations.

## Patricia (Tribby) Warfield

Independent

Florida, USA

Director since: 2023

Age: 64 | 2023 votes for: 98.80%

Ms. Warfield is a corporate director, currently serving on the board of one public company (Motorcar Parts of America Inc.) and two private equity-sponsored global diversified manufacturing portfolio companies. Previously, Ms. Warfield served as chair of the board and Chief Executive Officer of APC Automotive Technologies LLC, a privately held automotive company, from 2019 to 2020, overseeing a restructuring and a strategic refocusing of the business on braking and exhaust-related products. Prior thereto, from 2017 to 2019, Ms. Warfield served as Senior Vice President, Business Development and Strategy for Nitta Corporation, a Japanese global provider of power transmission and conveyor belting products for Europe, the Middle East & Africa. Prior thereto, from 2014 to 2017, Ms. Warfield held dual positions as Senior Vice President at Kaman Corporation and General Manager for Kaman Fluid Power and Kaman Automation.

Ms. Warfield's career includes 25 years with the Gates Corporation and 11 consecutive years in Europe in key senior management and operational positions, residing in Belgium, Germany, and the United Kingdom. Ms. Warfield is an advisor board member of the University of Colorado Denver Business School, and formally served as an adjunct professor at the Daniels College of Business at the University of Denver. She is a member of the Institute of Corporate Directors, as well as The Committee of 200, comprised of the world's most successful women entrepreneurs and corporate innovators.

Ms. Warfield holds a Bachelor of Business Administration (cum laude) from National University, San Diego.

### 2023 Meeting Attendance<sup>(1)</sup>

Board:	2 of 2 (100%)
Audit Committee:	2 of 2 (100%)
HR&C Committee:	2 of 2 (100%)

### Areas of Expertise

- Strategic planning and growth
- Operational management
- United States
- Human resources and compensation
- Mergers and acquisitions
- Marketing and sales

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

	Number	Value (US\$)	Value (C\$)
Common Shares:	-	\$-	\$-
DSUs:	5,156	\$158,704	\$209,902
Total:	5,156	\$158,704	\$209,902

### Other Public Company Boards

Motorcar Parts of America Inc. (NASDAQ)

- (1) Ms. Warfield was elected to the Board and appointed to the Audit Committee and the HR&C Committee effective May 4, 2023.
- (2) Determined as at December 31, 2023, at which time Ms. Warfield did not meet her equity ownership requirement (must be met by 2028). See page 28 for further information on equity ownership determinations and calculations.

## GOVERNANCE

### Corporate Governance Practices

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. The table below is a summary of our governance practices:

Annual director elections	Yes	Page 6
Elect directors individually (not by slate)	Yes	Page 6
Regular advisory vote on executive compensation	Yes (annually)	Page 6
Majority voting policy for directors	Yes	Page 8
Formal position description for the independent board chair	Yes	Page 18
Formal position description for the CEO	Yes	Page 18
Delineated roles and responsibilities of committee chairs	Yes	Page 18
Code of business conduct and ethics	Yes	Page 19
Gender diversity in senior management	Yes (6% senior management as at the date hereof with an aspirational goal of 30%; 33% of executive officers named herein)	Pages 22, 25
Majority of the directors are independent	Yes (8 out of 9 director nominees)	Page 24
Shareholder engagement	Yes	Page 24
Separate board chair and CEO positions	Yes	Page 25
Gender diversity on the board	Yes (3 out of 9 director nominees)	Page 25
Appropriate board size	Yes (9 director nominees)	Page 26
Equity ownership requirements for directors	Yes (5x annual equity retainer)	Pages 28, 36
Number of board interlocks	0	Page 29
Orientation for new directors	Yes	Page 30
Formal board assessment	Yes (annually)	Page 30
Equity ownership requirements for executives	Yes (4x base salary for Chief Executive Officer, 2x base salary for Chief Financial Officer, Chief Operating Officer and Chief Human Resources Officer, and 1x base salary for Vice Presidents)	Page 46

This section discusses corporate governance at Badger and 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 HR&C Committee, the N&G Committee and the SH&S 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 2. You can read about the Committees in more detail starting on page 31.

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;
- > financial oversight;
- > sustainability, health, and safety (**SHS**) and environmental, social and governance (**ESG**) oversight;
- > 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 senior management, must provide ethical leadership and direction to ensure that Badger's business and operations are conducted accordingly.

#### *Code of Business Conduct*

Our Code of Business Conduct (the **Code**), which was most recently amended and restated in August 2023, 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 US editions of the Code on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) 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
- > conducting activities in an environmentally responsible manner
- > complying with laws, rules and regulations and internal policies
- > reporting any illegal, unethical or inappropriate behavior

### **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.

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. Directors, officers, 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 directors, officers, 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.

#### *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
- > by calling our ConfidenceLine™ (1-800-661-9675) 24 hours a day, seven days a week or online at [www.badgerinc.confidenceline.com](http://www.badgerinc.confidenceline.com). 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: (i) engaging in short selling; (ii) purchasing or otherwise entering into financial instruments including prepaid variable forward contracts, instruments for the purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds; or (iii) engaging in any other transaction or transactions designed to, or that may reasonably be expected to, have the effect of monetizing equity awards or hedging or offsetting a decrease in the market value of any Badger securities.

#### *Clawback Policy*

The Board has established a Clawback Policy which provides the Board may, in its discretion, to the full extent permitted by governing law and to the extent the Board determines that is in the Corporation's best interest to do so, require reimbursement of all or a portion of any after-tax bonus or vested incentive compensation received by any current or former officer of the Corporation or its subsidiaries, or any other person designated by the Board, pursuant to awards made under the Corporation's short-term and long-term incentive plans, or may effect the cancellation of unvested incentive compensation awards granted, if: (i) there has been a restatement of the Corporation's financial statements; (ii) the amount of a bonus or incentive compensation paid or awarded would have been lower if it was calculated based on the achievement of certain financial results that were subsequently the subject of or affected by the restatement of all or a portion of the Corporation's financial statements; (iii) the amount of the bonus or incentive compensation that would have been awarded or the profit realized had the financial results been properly reported would have been lower than the amount actually awarded or received; and (iv) the officer's or designated person's misconduct (including fraud, negligence, or material non-compliance with legal requirements) caused or contributed to the obligation to restate the financial statements..

## *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, and the SH&S Committee oversees the Corporation's risk management processes relating to SHS, including, with input from the other standing committees, ESG risks. Each of these committees reports and makes recommendations, as appropriate, 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.

### ***SHS and ESG Oversight***

As North America's largest provider of non-destructive excavating and related services, a substantial portion of Badger's business is providing customers with a safe alternative to traditional excavation when seeking to locate underground infrastructure in challenging conditions. Accordingly, the Board considers SHS and ESG related matters as part of its oversight of Badger's strategy, risk management, compensation and day-to-day operations, and recognizes the importance of SHS and ESG issues to Badger's long-term success. For further information about the Board's oversight of SHS and ESG related matters, see slide 19 of our 2021/2022 ESG Report, available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and on our website ([www.badgerinc.com](http://www.badgerinc.com)).

### ***Leadership Development and Succession***

Senior management succession planning is also one of the Board's key responsibilities and it has procedures in place to ensure that senior management 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 senior management 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, ethnic and visible minorities, veterans 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, as well as its commitment to having at least 30% of the Board and its aspirational goal of having 30% of senior management comprised of women. Three of the nine director nominees named herein (33%) are women, two of the six executive officers named herein (33%) are women, and one of the 17 members of Badger's senior management as of the date hereof (6%) is a woman. Furthermore, of the 17 members of Badger's senior management as of the date hereof, three (18%) are of apparent racial or ethnic diversity and one (6%) is a veteran, having served in the United States Army National Guard for six years prior to receiving an honourable discharge.

Badger provides equal employment opportunities to all team members and applicants for employment without regard to race, color, religion, gender, sex, sexual orientation, gender identity, national origin, age, disability, genetic information, marital status, veteran status, or any other protected characteristic in accordance with applicable federal, state/provincial, and local laws. Badger complies with applicable laws governing non-discrimination in employment in every location in which it operates. This policy applies to all terms and conditions of employment, including hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training.

Pursuant to Badger's 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 of having women represent 30% of our 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 is committed to fostering career advancement for women, focusing specifically on boosting female representation in leadership roles by increasing their presence in hydrovac operator positions. This initiative is part of a broader strategy to ensure a pipeline of qualified women ready to step into leadership vacancies. Central to this endeavor is our collaboration with Women Building Futures (WBF), an organization dedicated to equipping women with the skills needed in the trades. Badger continues to partner with WBF in sponsoring women through the Driver and Operator Program, many of whom have been hired as assistant hydrovac operators. Impressively, several graduates have ascended to roles as hydrovac operators and operations supervisors, underscoring the program's success and our commitment to developing talent from within.

Beyond our work with WBF, Badger has actively pursued additional avenues to recruit women into roles within Badger, including participation in military career fairs and partnerships with entities like the YWCA, Women in Trucking, and the National Association of Women in Construction. These efforts have not only expanded our talent pool, but have also reinforced our reputation as a leader in creating diverse and inclusive work environments. We remain on the lookout for more opportunities to collaborate with organizations that share our vision, as these partnerships have proven to be invaluable in our mission to support and advance women in their careers at Badger.

For further information about diversity-related matters, see "The Business of Badger – Employees" in our annual information form for the year ended December 31, 2023 available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and our website ([www.badgerinc.com](http://www.badgerinc.com)).

### ***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 Chief Financial Officer; the Vice President, Finance; the Vice President, Controller & Tax; and the Vice President, Legal, General Counsel & Corporate Secretary.

### 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 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. Blackadar, 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*. The Committees are made up of independent directors, as shown in the table below:

	Independent		Audit Committee	HR&C Committee	N&G Committee	SH&S Committee
	Yes	No				
Robert Blackadar		√				
David Bronicheski	√		chair		√	
Stephanie Cuskley	√		√		chair	
William Derwin	√		√			√
Keith Graham	√		√		√	
Stephen Jones <sup>(1)</sup>	√			√		√
Mary Jordan	√			chair		√

#### 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	N&G Committee	SH&S Committee
	Yes	No				
William Lingard	✓			✓		chair
Glen Roane <sup>(1)</sup>	✓					
Patricia Warfield	✓		✓	✓		

(1) Subject to being re-elected at the Meeting, Mr. Jones has been appointed to succeed Mr. Roane as the Chair of the Board. Mr. Roane is retiring from the Board and is not standing for re-election at the Meeting. Upon becoming Chair of the Board, Mr. Jones will be removed from the HR&C Committee and the SH&S Committee.

#### Independent Chair

Subject to being re-elected at the Meeting, Mr. Stephen (Steve) Jones, an independent Board member, has been appointed to succeed Mr. Glen Roane, another independent Board member, as 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.

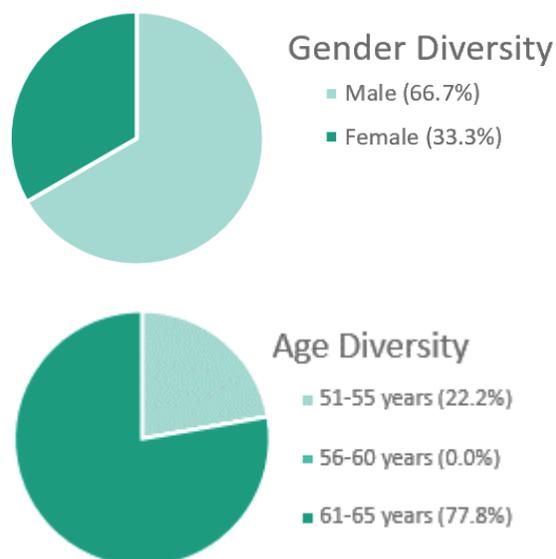
#### Meeting In Camera

The mandate of the Board provides that the independent directors will have an *in camera* session without management at every regularly scheduled Board meeting and at other meetings when deemed appropriate. There were four such *in camera* sessions in 2023. Similarly, the mandates of each of the Committees require that all committee members must be independent and that the committee members 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, and that *in camera* sessions be held without management but with the auditor at each meeting held to approve the annual financial statements 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, race, ethnicity, geographic location and other attributes is valuable to the Corporation because it brings different perspectives to the Board and encourages better decision-making. 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 N&G 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: (i) the current number of women on the Board relative to its commitment to have women represent 30% of the Board; and (ii) the current number of apparently racially or ethnically diverse members relative to its commitment to add at least one apparently racially or ethnically diverse candidate prior to the Corporation's 2026 annual meeting of shareholders. When Badger does not satisfy these commitments, it reviews the search requirements for new directors to ensure there is no unintended gender, racial or ethnic bias in the search description and instructs the selected search firm to seek



out candidates that would enhance the diversity of the Board accordingly. The N&G Committee monitors the effectiveness of Badger's approach to achieving Board diversity, including recruitment strategies.

As at the date hereof, three of Badger's 10 directors are women (30%), and three of the nine director nominees named in this circular are women (33%). Ms. Cuskley chairs the N&G Committee and also serves on the Audit Committee. Ms. Jordan chairs the HR&C Committee and serves on the SH&S Committee. Ms. Warfield serves on the Audit Committee and the HR&C Committee. Furthermore, Mr. Blackadar, one of Badger's 10 directors as at the date hereof (10%) and one of the nine director nominees named in this circular (11%), is a veteran, having served in the United States Army National Guard for six years prior to receiving an honourable discharge. The Board has no apparently racially or ethnically diverse members as at the date hereof, and none of the director nominees are apparently racially or ethnically diverse.

The graphs above illustrate the diversity of the director nominees. You can read more about the diversity of our leadership team on page 22 and the Board's skills on page 26.

#### *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	Robert Blackadar	David Bronicheski	Stephanie Cuskley	William Derwin	G. Keith Graham	Stephen Jones	Mary Jordan	William Lingard	Patricia Warfield
<b>Strategic Planning and Growth</b> – experience in developing strategic direction and leading the growth of an organization	3	3	2	3	2	3	3	3	3
<b>Operational Management</b> – experience working with a significantly sized organization in either a board or senior executive officer position	3	3	3	3	2	3	3	3	3
<b>Relevant Industry Experience</b> – experience in distributed North American businesses (including as a service provider)	3	3	2	3	1	1	2	3	2
<b>United States</b> – experience in managing and developing or overseeing the management and development of business in the US	3	3	3	3	2	3	2	3	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	1	2	3	2	3	2	2

Skill/Experience	Robert Blackadar	David Bronicheski	Stephanie Cuskley	William Derwin	G. Keith Graham	Stephen Jones	Mary Jordan	William Lingard	Patricia Warfield
<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 (including climate issues)	3	2	1	3	1	3	3	3	2
<b>Sustainability 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	1	2	2	3	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 (with consideration given to diversity, equity and inclusion)	2	2	3	3	3	2	3	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	3	3	2	2	2	2
<b>Financial Markets</b> - experience with and understanding of corporate finance including debt, equity and capital markets	2	3	3	3	3	1	1	2	2
<b>Corporate Governance</b> - understanding of effective and appropriate corporate governance practices	3	2	3	2	3	3	3	2	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	3	1	1	3	1	2	2	3	2
<b>Mergers and Acquisitions</b> - experience in evaluating proposed M&A transactions and managing post-merger integration activities	3	3	2	3	3	3	3	3	3
<b>Marketing and Sales</b> - experience and understanding of marketing and sales functions and processes and effective customer relationship management	3	1	2	3	1	3	2	3	3

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. If the N&G Committee determines that adding a new Board member is desirable, it will implement such processes and procedures it feels are necessary to ensure an objective evaluation process before making a recommendation to the Board, which is then ultimately responsible for approving nominations and appointments.

The Board believes that a board of directors comprised of between eight and 11 members is an appropriate size for Badger given its market capitalization and the complexity of its business, that the Board is currently comprised of an appropriate mix of individuals with relevant skills and experience, and that the Board will still possess an appropriate mix of individuals following Mr. Roane's retirement. Accordingly, the Board does not anticipate replacing Mr. Roane immediately, but the requirements of the Corporation are under continuous review and the Board regularly considers qualified candidates identified in its normal course succession planning.

#### *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 pages 9-17 for individual director attendance in 2023.

#### *Equity Ownership*

The Corporation has adopted a formal Equity Ownership Policy which applies to all non-executive directors of the Corporation, as well as officers of the Corporation at the Vice President level and above. The purpose of the Equity Ownership Policy is to align the interests of the directors and 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 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 value of their annual equity retainer, while officers are required to own Qualifying Securities equal in value to: (i) four times the officer's base salary in the case of the Chief Executive Officer; (ii) two times the officer's base salary in the case of the Chief Financial Officer, the Chief Operating Officer and the Chief Human Resources Officer; and (iii) one times the 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 closing price of the Common Shares on the TSX as 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; and

- > in respect of DSUs, PSUs and RSUs, the greater of the closing price of the Common Shares on the TSX as at: (i) the date of grant; and (ii) the Calculation Date.

Non-executive directors are expected to Qualifying Securities equal in value to five times their annual equity retainer 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. Officers are expected to reach their required ownership level by the fifth anniversary of their appointment and to continue to hold at least this amount thereafter until ceasing to be an officer. See pages 9-17, 36 and 46 for director and officer equity ownership as at December 31, 2023.

Where calculations in this circular have been made as at December 31, 2023, being the Calculation Date, such calculations have been made using the C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day before December 31, 2023, being the Calculation Date), and, unless stated otherwise, all holdings calculated in Canadian dollars have been converted into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day for which the Bank of Canada published a daily exchange rate before December 31, 2023, being the Calculation Date).

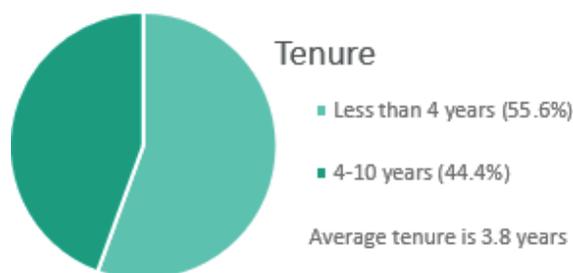
#### *Board Renewal, Term Limits and Retirement Policy*

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 N&G Committee reviews the skills matrix every year to identify areas where the Board may need additional experience to support Badger's strategy and growth, 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 three women – joining each year from 2018 to 2023 and a new Chair of the Board appointed in 2024 (subject to his re-election at the Meeting), resulting in a more diverse Board. The N&G Committee and the Board prepared for these transitions in their normal course succession planning, taking into consideration diversity of background, experience, skills, education, gender, age, race, ethnicity, geographic location and other attributes, and regularly engaging independent advisors to assist.



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

#### *Overboarding and Interlocks*

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 director's 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. Badger has no board interlocks.

#### *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 Badger's 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, the Committees and each director, as well as for the Chair of the Board in respect of his position as Chair. In that assessment, the N&G 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 of the Committees receives peer feedback from the directors as part of the formal review conducted by the N&G Committee.

## 2023 Committee Reports

### Audit Committee

- > David Bronicheski (Chair)
- > Stephanie Cuskley
- > William Derwin
- > G. Keith Graham
- > Patricia Warfield

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 is a Chartered Accountant and a Chartered Professional Accountant, and Mr. Graham is a Chartered Financial Analyst.

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, 2023 available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and our website ([www.badgerinc.com](http://www.badgerinc.com)).

The Audit Committee met four times in 2023. 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

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 2023 audit service plan
- > Recommended the reappointment of Deloitte LLP as our external auditor until the close of our 2024 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 2023 and 2024
- > Reviewed the expenses of the President & Chief Executive Officer and the auditors
- > 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 US tax laws
- > Confirmed the adequacy of our insurance program

Consider committee purviews and performance

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

The Audit Committee met *in camera* without management and with the external auditor at each regularly scheduled meeting.

## HR&C Committee

- > Mary Jordan (Chair)
- > William Lingard
- > Stephen Jones
- > Patricia Warfield

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 four times in 2023. 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.

Subject to being re-elected at the Meeting, Mr. Jones has been appointed to succeed Mr. Roane as Chair of the Board and will be removed from the HR&C Committee.

### 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 2023 say-on-pay advisory vote and recommended to the Board to hold another advisory vote on executive compensation in 2024
- > Reviewed the Corporation's incentive compensation program, including the peer groups used for compensation and performance benchmarking purposes, and recommended 2024 performance metrics, weightings, and payout ranges for each executive's short- and long-term incentive awards
- > 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 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 compensation disclosure

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

Consider committee purviews and performance

- > Reviewed the HR&C Committee mandate and work plan, and evaluated the HR&C Committee's performance

The HR&C Committee met *in camera* without management at each regularly scheduled meeting.

### N&G Committee

- > Stephanie Cuskley (Chair)
- > David Bronicheski
- > G. Keith Graham

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, the Chair of the Board, the Committees, and individual directors.

The N&G Committee met four times in 2023. 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.

#### 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 and approved updates to the Corporation's Equity Ownership Policy and Insider Trading Policy
- > Reviewed the compensation payable to non-executive directors to ensure competitiveness

Manage Board renewal and succession

- > Reviewed the composition and diversity of the Board and the Committees
- > Oversaw director and management recruitment and succession efforts, which included the nomination and onboarding of one new director, the appointment of a new Chief Financial Officer and the appointment of a new Chair of the Board (subject to re-election at the Meeting)

Develop and oversee the Board assessment process

- > Reviewed the results of the assessments of the Board and the Committees
- > Provided, through the Chair of the Board and 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

Consider committee purviews and performance

- > Reviewed the mandates and work plans of the Board and the Committees, and evaluated the N&G Committee's performance

The N&G Committee met *in camera* without management at each regularly scheduled meeting.

### SH&S Committee

- > William Lingard (Chair)
  - > William Derwin
  - > Stephen Jones
  - > Mary Jordan
- The SH&S Committee oversees the development, monitoring and implementation of systems, programs and initiatives for managing SHS-related risk.
- The SH&S Committee met four times in 2023. 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.
- Subject to being re-elected at the Meeting, Mr. Jones has been appointed to succeed Mr. Roane as Chair of the Board and will be removed from the N&G Committee.

#### Key Responsibilities

#### Key Activities

Develop an SHS culture that complies with best practices, including industry standards and applicable laws	<ul style="list-style-type: none"> <li>&gt; Reviewed our procedures to ensure they comply with applicable laws and industry standards and to prevent and mitigate loss</li> <li>&gt; Reviewed our corporate SHS-related policies and practices</li> <li>&gt; Reviewed the SH&amp;S Committee's work plan and mandate</li> </ul>
Assess our SHS performance	<ul style="list-style-type: none"> <li>&gt; Received reports from management on SHS performance, including the progress of initiatives to achieve safety targets and actual performance against targets</li> <li>&gt; Reviewed reports on SHS training and education programs</li> </ul>
Set safety targets that are connected to executive compensation	<ul style="list-style-type: none"> <li>&gt; Recommended to the HR&amp;C Committee SHS-related performance metrics, weightings, and targets for short-term incentive program purposes</li> </ul>
Identify and mitigate SHS risks	<ul style="list-style-type: none"> <li>&gt; Reviewed relevant public policy, legislation and regulations relating to SHS</li> <li>&gt; Reviewed insurable risks and significant legal actions related to SHS matters</li> </ul>
Oversee our regulatory compliance and public disclosure	<ul style="list-style-type: none"> <li>&gt; Reviewed management's risk assessments related to SHS and management's approach to reporting on SHS matters in its public disclosure documents</li> </ul>
Consider committee purviews and performance	<ul style="list-style-type: none"> <li>&gt; Reviewed the SH&amp;S Committee mandate and work plan, and evaluated the SH&amp;S Committee's performance</li> </ul>

The SH&S Committee met *in camera* without management 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 two 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 40 for details).

Non-executive directors receive annual retainers for their service as directors. These retainers are comprised of a cash portion and an equity portion. In addition to these retainers, directors receive reimbursements for reasonable travel and other expenses in connection with their service as directors.

Pursuant to the DSU Plan, directors receive a portion of their annual retainer in New DSUs and elect to receive the balance in either cash, New DSUs or a combination of cash and New DSUs. Elections must be made by December 15 of the calendar year prior to the year to which the election relates. New 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 New DSUs in lieu of a cash retainer, these New DSUs are also granted following the Corporation's annual meeting, and thus are paid in advance for the forthcoming year. The number of New 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 New DSUs. New 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 DSU Plan, see page 54.

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.

The following table summarizes the compensation structure for non-executive directors for their services during the 2023 financial year.

	Chair	Member
<b>Annual Board Retainer</b>		
> Cash	\$95,000	\$55,000
> Equity	\$140,000	\$105,000
<b>Annual Committee Retainer</b>		
> Audit Committee	\$20,000	\$10,000
> HR&C Committee	\$15,000	\$7,500
> N&G Committee	\$10,000	\$5,000
> SH&S Committee	\$10,000	\$5,000

- (1) Directors are paid the amounts above in the currency of the country in which they reside (i.e. Canadian directors are paid in Canadian dollars, or the US dollar equivalent thereof, and US directors are paid in US dollars).
- (2) Annual retainers provided for service as a committee chair/member are in addition to annual retainers for service as a Board member.

## Equity Ownership

As stated above, 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, 2023. Mr. Blackadar is required to meet our equity ownership requirements for executives, which you can read about on page 46.

	Value Held <sup>(1)</sup>			Equity Retainer <sup>(2)</sup>	Equity Ownership Multiple			
	Common Shares (\$)	DSUs (\$)	Total (\$)	Total (\$)	Required	Actual	Satisfies Policy	Deadline
David Bronicheski	338,583	604,943	943,526	79,389	5x	11.9x	Yes	N/A
Stephanie Cuskley	-	308,531	308,531	105,000	5x	2.9x	No	2027
William Derwin	155,507	1,004,319	1,159,826	105,000	5x	11.0x	Yes	N/A
G. Keith Graham	384,754	201,783	586,536	79,389	5x	7.4x	Yes	N/A
Stephen Jones	76,951	412,477	489,428	105,000	5x	4.7x	No	2026
Mary Jordan	-	583,418	583,418	79,389	5x	7.3x	Yes	N/A
William Lingard	124,198	1,030,970	1,155,169	79,389	5x	14.6x	Yes	N/A
Glen Roane <sup>(3)</sup>	-	2,443,491	2,443,491	105,852	5x	23.1x	Yes	N/A
Patricia Warfield	-	158,704	158,704	105,000	5x	1.5x	No	2028

(1) The amounts in the "Value Held" columns are determined and calculated as described on page 28.

(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 directors resident in Canada are determined and paid in Canadian dollars (or the US dollar equivalent thereof), and Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

(3) Mr. Roane is not standing for re-election at the Meeting.

## Summary Compensation Table

The table below shows the total amount paid to the non-executive directors in 2023. Mr. Blackadar does not receive fees for serving as a director – please turn to page 47 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 (\$)
David Bronicheski	50,091	79,389	11,899	141,379
Stephanie Cuskley	73,750	105,000	5,637	184,387
William Derwin	56,250	105,000	19,691	180,941
G. Keith Graham	52,926	79,389	3,619	135,934
Stephen Jones	67,500	105,000	7,567	180,067
Mary Jordan	51,508	79,389	11,282	142,179
William Lingard	72,500	105,000	20,729	198,229
Glen Roane <sup>(4)</sup>	71,828	105,852	49,499	227,179
Patricia Warfield	47,603	105,000	2,491	155,094

(1) The amounts in the "Fees Earned" column represent amounts of cash received in respect of annual retainers earned by the directors. Cash retainers for directors resident in Canada are determined and paid in Canadian dollars (or the US dollar equivalent thereof), and Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on

- December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate). These amounts do not include any portion of the cash retainer elected by a director to be received in New DSUs.
- (2) The amounts in the "Share-Based Awards" column represent the value of the New 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 New 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 trading 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. Equity retainers for directors resident in Canada are determined and paid in Canadian dollars (or the US dollar equivalent thereof), and Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).
- (3) Whenever cash dividends are paid on the Common Shares, additional DSUs are credited on DSU holdings to the participant's DSU account, and 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. The value of the DSU dividends was determined by multiplying the number of DSUs issued in the applicable year as dividends by the C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day of 2023), and then converting those Canadian dollar amounts into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).
- (4) Mr. Roane is not standing for re-election at the Meeting.

## Equity Compensation

### *Incentive Plan Awards – Outstanding Share-based Awards*

The table below shows the value of share-based awards held by each non-executive director as at December 31, 2023, including DSUs.

	Share-based awards <sup>(1)</sup>		
	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 share-based awards not paid out or distributed (\$)
David Bronicheski	-	-	595,476
Stephanie Cuskley	-	-	308,531
William Derwin	-	-	976,376
G. Keith Graham	-	-	201,783
Stephen Jones	-	-	400,036
Mary Jordan	-	-	566,128
William Lingard	-	-	1,015,209
Glen Roane <sup>(2)</sup>	-	-	2,392,881
Patricia Warfield	-	-	158,704

- (1) The amounts in the "Market or payout value of share-based awards not paid out or distributed" column were calculated by multiplying the number of DSUs held by each director as at December 31, 2022 (including DSUs received in respect of annual retainers, as well as additional DSUs received as dividends) by the C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day of 2023), and then converting those Canadian dollar amounts into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate). All New DSUs granted to non-executive directors vest on the date of grant.
- (2) Mr. Roane is not standing for re-election at the Meeting.

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

The table below shows the value of the DSUs vested or earned during 2023. This includes DSUs directors chose to receive in place of their cash retainer and additional DSUs received as dividend equivalents. All New 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>  
(\$)

David Bronicheski	127,326
Stephanie Cuskley	161,850
William Derwin	175,904
G. Keith Graham	119,045
Stephen Jones	163,781
Mary Jordan	126,708
William Lingard	136,155
Glen Roane <sup>(2)</sup>	203,401
Patricia Warfield	158,704

- (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 number of DSUs granted to each director in 2023 (including DSUs received in respect of annual retainers, as well as additional DSUs received as dividends) by the C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day of 2023), and then converting those Canadian dollar amounts into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).
- (2) Mr. Roane is not standing for re-election at the Meeting.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This section describes our compensation program for our named executive officers (each, a **NEO**), both generally and specifically in respect of the fiscal year ended December 31, 2023, as well as the HR&C Committee's rationale in setting such program. Our NEOs as at December 31, 2023 included:

Name	Position
Robert Blackadar	President & Chief Executive Officer
Robert Dawson	Chief Financial Officer
Julie Lee	Chief Human Resources Officer
Elizabeth (Liz) Peterson	Senior Vice President, Operations
Christopher Gunn	Vice President, Field Sales

We have also included certain compensation disclosure in respect of Mr. Pramod Bhatia, who served as interim Chief Financial Officer from November 21, 2022 to April 10, 2023, as required under applicable laws. Ms. Peterson departed Badger effective January 2, 2024.

Our executive compensation program 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.

#### *Say-on-Pay / Shareholder Engagement*

In 2023, our shareholders voted strongly in support of Badger's NEO compensation program with more than 94% of votes cast in support of our say-on-pay proposal. We continue to engage shareholders on various issues through an extensive and thoughtful investor relations program. During this engagement, shareholders have an opportunity to provide feedback on a variety of topics, including executive compensation. Badger's outreach via investor conferences, roadshows, and other means has increased and we have received strong favorable support from our shareholders over the past few years. The HR&C Committee considers shareholder perspectives in the development and approval of all compensation policies and practices at Badger.

### Best Compensation Practices & Policies

We believe the following practices and policies promote sound compensation governance and are in the best interests of our shareholders and executives:

#### What We Do

- ✓ Independent advice from external compensation consultants
- ✓ Significant amount of at-risk pay for executives
- ✓ Benchmark executive compensation to align with market
- ✓ Significant portion of incentive compensation is linked to performance and shareholder return
- ✓ Clawback Policy and Anti-Hedging Policy
- ✓ Use of discretion to adjust awards as appropriate
- ✓ Compensation is paid out over time
- ✓ Earn short-term incentive compensation
- ✓ Equity ownership requirements for officers

#### What We Don't Do

- ✗ No supplemental executive retirement or insurance benefits for NEOs
- ✗ No significant perquisites
- ✗ No single trigger change in control vesting or payments
- ✗ No pay design features that may have the potential to encourage excessive risk-taking

### 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. Our compensation philosophy is driven by the following guiding principles that underpin the critical connections between performance, long-term value creation, talent management and compensation governance:

Guiding Principle	Description
Performance-Driven and Shareholder-Aligned	A portion of total compensation should be variable ("at-risk") and linked to the achievement of specific short- and long-term performance objectives and designed to drive shareholder value creation.
Competitively-Positioned	Target compensation should be competitive with that being offered to individuals in comparable roles at other companies with which we compete for talent to ensure that we employ the best people to lead our success. Other companies may include those from our peer group and/or general industry.
Responsibly-Governed	Decisions about compensation should be guided by best-practice governance standards and rigorous processes that encourage prudent decision-making.

The total compensation package for each executive officer is determined by an assessment by the HR&C Committee of his or her sustained performance and in comparison to the 50th percentile of our compensation benchmarking peer group. The HR&C Committee 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 compensation payable to other executives. 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, at and its sole discretion, based on the knowledge of its industry and geographic markets in which Badger operates as well as Badger's business plans.

### Elements of Pay

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.

Pay Element	How It's Paid	Purpose
Base Salary	Cash (Fixed)	Provide a competitive base salary rate relative to similar positions in the market and enable Badger to attract and retain critical executive talent.
Short-Term Incentives	Cash and Equity (Variable)	Annual short-term bonuses paid in cash or New DSUs, realized in the year following the relevant performance period.
Long-Term Incentives	Equity (Variable)	Long-term incentives paid in PSUs and RSUs, realized over three years and following the relevant performance period.

#### *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), Stephen (Steve) Jones, William (Bill) Lingard and Patricia (Tribby) Warfield. See the director biographies starting on page 8 for the direct experience that is relevant to each member of the HR&C Committee's responsibilities in determining executive compensation. Subject to being re-elected at the Meeting, Mr. Jones has been appointed to succeed Mr. Glen Roane as Chair of the Board and will be removed from the HR&C Committee.

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*" above), 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.

#### *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 20.

#### *Research and Benchmarking*

From time to time, the HR&C Committee retains qualified independent compensation consultants to advise on director and executive compensation matters. In 2023, the HR&C Committee retained Mercer (Canada) Limited (**Mercer**) to conduct a comprehensive review of Badger's executive compensation programs in advance of setting 2024 compensation. In 2022, the HR&C Committee engaged Pearl Meyer & Partners (**Pearl Meyer**) to provide targeted advice relating to benchmarking and peer group composition, incentive plan design, equity ownership requirements, and disclosure. Neither the Board nor the HR&C Committee is required to pre-approve other services provided to Badger by Mercer and Pearl Meyer at the request of management.

The following table provides information regarding the fees paid to Mercer and Pearl Meyer with respect to services provided to the HR&C Committee and to management for the years ended December 31, 2023 and 2022.

	Mercer		Pearl Meyer	
	2023	2022	2023	2022
Executive Compensation Related Fees	\$108,502	\$-	\$-	\$224,898
All Other Fees <sup>(1)</sup>	\$7,195	\$7,195	\$-	\$-
Total	\$115,697	\$7,195	\$-	\$224,898

(1) The amounts in the "All Other Fees" row represent amounts paid to Mercer for employee compensation benchmarking surveys.

(2) Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

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, ensure its executive officers' compensation is competitive to that earned by executive officers holding comparable positions in similar markets with other similar Canadian and/or US publicly traded entities.

The peer group that the HR&C Committee used in 2023 for compensation benchmarking purposes was comprised of the following 15 companies:

Alamo Group Inc.	Babcock & Wilcox Enterprises Inc.
Casella Waste Systems Inc.	CES Energy Solutions Corp.
Clean Harbors Inc.	Concrete Pumping Holdings Inc.
Douglas Dynamics Inc.	Federal Signal Corporation
Great Lakes Dredge & Dock Corporation	Heritage-Crystal Clean Inc.
IBI Group Inc.	Marten Transport Ltd.
Martin Midstream Partners LP	Performed Line Products Company
Trican Well Service Ltd.	

In 2023, no changes were made to our compensation peer group. Badger remains reasonably positioned versus peers across key financial and operational metrics, including revenue and market capitalization, and compensation benchmarks accurately reflect the geographies in which we compete for business and talent. When there is insufficient peer group data available in respect of a particular officer position for comparison purposes, additional industry-specific survey data is used to supplement peer group data.

### *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 management base salary at approximately the median of its peer group.

Base salary represents annual fixed compensation and is a standard element of compensation necessary to attract and retain executive leadership talent. In making base salary decisions, the HR&C Committee considers the recommendations of the President & Chief Executive Officer, as well as each officer's position and level of responsibility within Badger, relevant market data and individual performance and contributions. The HR&C Committee approved annual base salaries for our NEOs at December 31, 2023 as follows:

	2023	2022	% Change
<b>Robert Blackadar</b> President & Chief Executive Officer	\$630,000	\$600,000	5%
<b>Robert Dawson<sup>(2)</sup></b> Chief Financial Officer	\$332,678	N/A	N/A

	2023	2022	% Change
<b>Julie Lee<sup>(2)</sup></b> Chief Human Resources Officer	\$350,000	N/A	N/A
<b>Elizabeth Peterson</b> Senior Vice President, Operations	\$364,000	\$350,000	4%
<b>Christopher Gunn</b> Vice President, Field Sales	\$348,400	\$335,000	4%

(1) Mr. Dawson was appointed to the office of Chief Financial Officer in April 2023. Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

(2) Ms. Lee was appointed to the office of Chief Human Resources Officer in December 2022, and was not awarded any increase in 2023.

#### *Short-Term Incentives – Bonuses Paid in Cash or New DSUs, Realized in the Year Following the Relevant Performance Period*

Each year, Badger's executive officers are eligible to receive short-term incentive bonuses paid in cash when they achieve or exceed certain quantitative and qualitative performance criteria and targets recommended by the HR&C Committee and approved by the Board in or before the first quarter of the relevant compensation year. In assessing whether performance criteria have been satisfied and making a recommendation to the Board in respect thereof, the HR&C Committee considers actual results as well as other relevant factors affecting performance that arose since the performance criteria were set, including general market and economic conditions and the performance of each particular executive officer in light of the foregoing. The Board ultimately retains sole discretion for determining whether performance criteria are met, and whether to pay a higher or lower bonus, or to not pay a bonus, to any executive officer in circumstances that the Board determines warrants such payment or non-payment. The bonus target is a percentage of that executive officer's base salary in the performance year, but awards may range from 0% to 200% of the target based on the achievement of performance objectives and calculated on a straight-line basis using set thresholds, targets, and maximums as reference points. Executive officers are eligible to elect to receive New DSUs equivalent in value to their short-term incentive bonus otherwise payable in cash. There were three main components to the 2023 short-term incentive program: financial performance (50%), SHS performance (30%) and personal performance (20%), as described in greater detail below:

	2023 TARGETS				2023 PAYOUT		
	Threshold (0.5x)	Target (1.0x)	Max. (2.0x)	2023	Target (%)	Max. (%)	2023 (%)
Financial - Adjusted EBITDA Margin <sup>(1)</sup> (%)	17.5	22.8	28.0	22.1	25.0	50.0	23.4
Financial - Revenue Per Truck Per Month (RPT) <sup>(1)</sup> (\$)	39,600	41,500	44,000	43,505	25.0	50.0	45.1
<b>SUBTOTAL</b>					<b>50.0</b>	<b>100.0</b>	<b>68.4</b>
SHS - Recordable Incident Rate (RIR)	1.1	1.0	0.8	0.9	10.0	20.0	14.5
SHS - Vehicle Incident Rate (VIR)	0.7	0.6	0.4	0.5	7.5	15.0	13.1
SHS - Behaviour Based Observations (BBOs)	25,000	28,000	34,000	31,846	5.0	10.0	8.2
SHS - Lytx Coaching (days)	9	7	3	3.5	5.0	10.0	9.4
SHS - Environmental Incidents	0	0	0	0.0	2.5	2.5	2.5
<b>SUBTOTAL</b>					<b>30.0</b>	<b>57.5</b>	<b>47.7</b>
Individual	See page 44 for individual attainments.				20.0	40.0	Variable
<b>TOTAL</b>					<b>100.0</b>	<b>197.5</b>	<b>Variable</b>

(1) "Adjusted EBITDA Margin" and "RPT" are not standardized financial measures prescribed by IFRS. See "Other Information – Non-IFRS Financial Measures" in this circular for further information.

(2) See below for additional definitions and calculations. Attainments and payouts presented have been rounded and may not be precise.

(a) Financial Performance (50.0%)

Fifty percent (50%) of each executive officer's short-term incentive bonus is based on the achievement of specific financial targets, namely Adjusted EBITDA Margin and revenue per truck per month (**RPT**)<sup>(1)</sup>. For all executive officers, the financial performance component of the short-term incentive bonus is based on overall corporate results.

(i) Adjusted EBITDA Margin<sup>(1)</sup> (25.0%)

It is critical that Badger continues to deliver strong top line revenue with a complementing containment of expenses. The metrics of Adjusted EBITDA and Adjusted EBITDA Margin are used to measure the success of this component of the bonus program. For the purposes of determining bonuses, Adjusted EBITDA is calculated from Badger's *Consolidated Statement of Comprehensive Income* as "gross profit" less "general and administrative", and Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided "revenue", expressed as a percentage. Since the philosophy of the short-term incentive program 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.

(ii) RPT<sup>(1)</sup> (25.0%)

RPT is a useful measure of the utilization of Badger's fleet of non-destructive excavation units and is a proxy for return on capital. RPT is calculated using non-destructive excavation and non-destructive excavation related revenue only. RPT is calculated on both a consolidated basis and for each geographic segment by dividing non-destructive excavation and non-destructive excavation related revenue for each segment, by the average number of non-destructive excavation units in service in the segment during the period.

(b) SHS Performance (30.0%)

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 SHS. To ensure proper attention to SHS, Badger bases 30.0% of each executive officer's short-term incentive bonus on the following SHS performance measures:

- > recordable incident rate (**RIR**, also known as total recordable injury frequency or TRIF) as to 10.0%;
- > vehicle incident rate (**VIR**) as to 7.5%;
- > behaviour-based observations (**BBOs**) as to 5.0%;
- > Lytx coaching as to 5.0%; and
- > environmental criteria as to 2.5%.

The use of SHS 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 (10.0%)

The RIR component measures the severity of incidents which result in Badger personnel suffering recordable injuries, including fatalities, days away from work cases, restricted work cases or transfers to other jobs, medical treatment beyond first aid, or loss of consciousness. RIR 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 indicates better performance.

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(1) "Adjusted EBITDA", "Adjusted EBITDA Margin" and "RPT" are not standardized financial measures prescribed by IFRS. See "*Other Information – Non-IFRS Financial Measures*" in this circular for further information.

Despite the targets noted above 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.

(ii) VIR (7.5%)

The VIR component measures the extent to which drivers of Badger vehicles are exhibiting safe driving habits. VIR is calculated by multiplying the number of commercial vehicle incidents resulting in a fatality, a person being injured and requiring immediate medical treatment away from the incident scene, or a vehicle being towed from the incident scene by 1,000,000 and dividing that product by the total number of miles that were actually incurred by Badger's commercial vehicle fleet. The "1,000,000" number used in calculating the numerator in this equation is intended to represent miles as an industry standard baseline. A lower VIR indicates better performance.

(iii) BBOs (5.0%)

The 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. A higher BBO count indicates better identification and reporting.

(iv) Lytx Coaching (5.0%)

The Lytx coaching component measures the average number of days required to coach an employee after an event which requires coaching (e.g. speeding, distracted driving, etc.) is recorded by a telematics device. A lower Lytx coaching score indicates better performance, as timely coaching more effectively reduces future risk.

(v) Environmental Incidents (2.5%)

The environmental incidents component measures the extent to which the Corporation is successful in identifying and mitigating environmental risks which would otherwise result in a notice of violation from the local authorities. A lower environmental incident count indicates better performance.

(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. 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. In 2023, at a high level each executive officer's personal objectives were focused on the execution on Badger's strategic plan and implementation of elements of the strategic plan including growth and improvement initiatives, operating platform initiatives, and financial/shareholder return initiatives.

(d) Short-Term Incentives – 2023 Results Summary

Below is a summary of the short-term incentive awards received by the NEOs as at December 31, 2023 in respect of 2023 performance, as described in greater detail above:

	Performance Attainment						Award	
	Financial		SHS		Individual	Total	Target	Actual
	( % of Target )						( % of Base Salary )	
<b>Robert Blackadar</b> President & Chief Executive Officer	68.4	+	47.7	+	30.0	= 146.1	100.0	146.1
<b>Robert Dawson</b> Chief Financial Officer	68.4	+	47.7	+	30.0	= 146.1	86.0	125.6
<b>Julie Lee</b> Chief Human Resources Officer	68.4	+	47.7	+	30.0	= 146.1	60.0	87.7
<b>Elizabeth Peterson</b> Senior Vice President, Operations	68.4	+	47.7	+	25.0	= 141.1	60.0	84.7
<b>Christopher Gunn</b> Vice President, Field Sales	68.4	+	47.7	+	35.0	= 151.1	60.0	90.7

### Long-Term Incentives – Bonuses Paid in PSUs and RSUs, Realized Three Years Following the Relevant Performance Period

In addition to bonuses paid in cash and New DSUs, the Board may also award bonuses to the executive officers in the form of long-term incentives, namely PSUs and RSUs. 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 the long-term incentive program is to promote a greater alignment of interests between the executive officers and Badger's shareholders.

#### RSU Plan

The 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 RSU Plan, see page 54.

#### PSU Plan

The 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.

The performance metrics for the PSUs granted in 2023 were as follows:

	Metric			Multiplier		
	Min. (0.5x)	Target (1x)	Max. (1.5x)	Min. (%)	Target (%)	Max. (%)
3-Year Simple Average Annual Adjusted EBITDA ROIC (%) <sup>(1)</sup>	17.8	18.6	19.5	16.7	33.3	50.0
3-Year Simple Average Annual RPT Mixed Currency (\$) <sup>(1)</sup>	39,600	41,500	43,400	16.7	33.3	50.0
3-year Relative Total Shareholder Return (percentile)	25	50	75	16.7	33.3	50.0
TOTAL				50.0	100.0	150.0

(1) "Adjusted EBITDA ROIC" and "RPT" are not standardized financial measures prescribed by IFRS. See "Other Information – Non-IFRS Financial Measures" in this circular for further information.

(2) See below for additional definitions and calculations.

(a) Adjusted EBITDA ROIC (33.3%)

Adjusted EBITDA ROIC is calculated as Adjusted EBITDA divided by "invested capital", where "invested capital" is calculated from Badger's *Consolidated Statement of Financial Position* as "average annual gross PP&E" plus "average annual gross good will" plus "average annual gross intangible" plus "annual net working capital", and where "annual net working capital" is defined as "current assets" less "cash and cash equivalents" minus "current

liabilities" excluding the current portion of interest-bearing debt.<sup>(2)</sup> This long-term incentive metric is similar to Badger's short-term incentive metric Adjusted EBITDA, but rather than providing a snapshot in time of Badger's ability to deliver strong top line revenue with a complementing containment of expenses, Adjusted EBITDA ROIC also takes into consideration long-term investments made to sustain performance.

(b) RPT<sup>(2)</sup> (33.3%)

See "Executive Compensation – What Guides Our Program – Components of Executive Compensation – Short Term Incentives – Bonuses Paid in Cash or New DSUs, Realized in the Year Following the Relevant Performance Period – (a) Financial Performance – (ii) Revenue Per Truck Per Month" for information on the calculation of RPT and what the metric is intended to measure.

(c) Total Shareholder Return (33.3%)

Relative 3-year total shareholder return is calculated as the Corporation's share price appreciation and re-investment of dividends over a 3-year period, relative to its peer group for compensation purposes in the year the PSUs are granted, expressed as a percentile.

For further information on the PSU Plan, see page 54.

#### 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 senior management reflect competitive practices and particular business needs. They are not considered a material component of the executive compensation program.

### Equity Ownership

As stated above, officers are required to own Qualifying Securities equal in value to: (i) four times the officer's base salary in the case of the Chief Executive Officer; (ii) two times the officer's base salary in the case of the Chief Financial Officer, the Chief Operating Officer and the Chief Human Resources Officer; and (iii) one times the officer's base salary in the case of a Vice President. The table below shows the equity holdings of each of our NEOs as at December 31, 2023.

	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
Robert Blackadar	1,205,048	-	614,831	1,227,021	3,046,900	630,000	4x	4.8x	Yes	N/A
Robert Dawson	123,121	-	116,686	205,918	445,725	332,678	2x	1.3x	No	2027
Julie Lee	10,773	-	70,654	108,681	190,108	350,000	2x	0.5x	No	2027
Elizabeth Peterson	178,279	923,865	188,598	351,946	1,688,893	364,000	1x	4.6x	Yes	N/A
Christopher Gunn	526,343	--	167,294	251,479	945,116	348,400	1x	2.7x	Yes	N/A

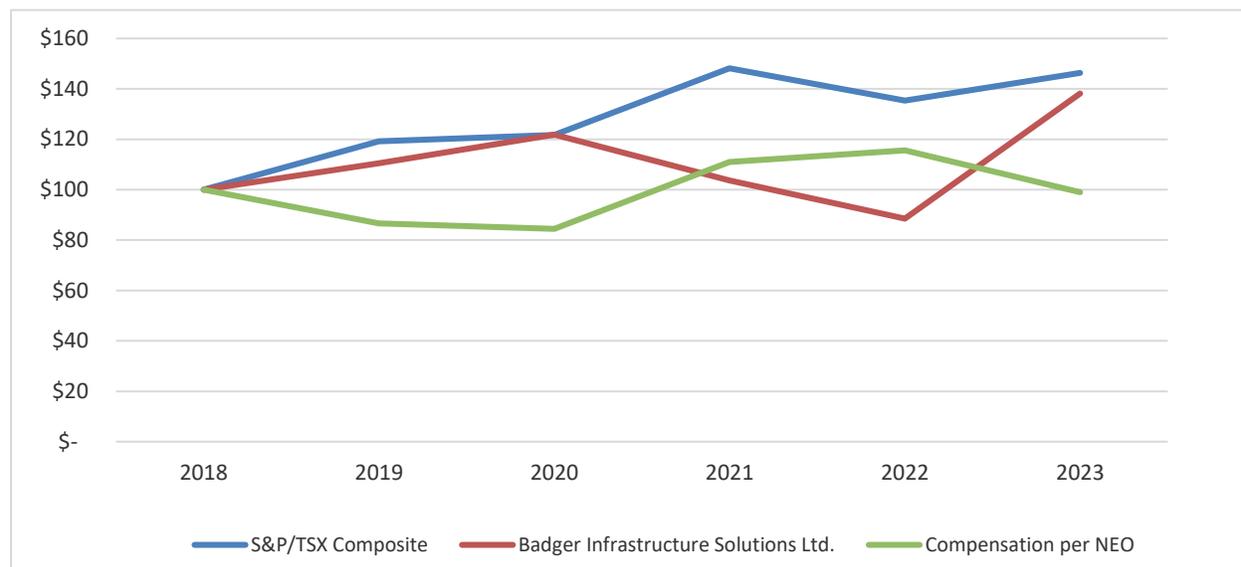
(1) The amounts in the "Value Held" columns are determined and calculated as described on page 28.

(2) Base salaries for executives resident in Canada are determined and paid in Canadian dollars, and Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

(2) "Adjusted EBITDA", "Adjusted EBITDA ROIC", "invested capital", "annual net working capital" and "RPT" are not standardized financial measures prescribed by IFRS. See "Other Information – Non-IFRS Financial Measures" in this circular for further information.

## 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, 2018 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,	2018	2019	2020	2021	2022	2023
Badger (TSX: BDGI) <sup>(1)</sup>	\$100	\$110	\$122	\$104	\$89	\$138
S&P/TSX Composite Index <sup>(1)</sup>	\$100	\$119	\$122	\$148	\$135	\$146
Compensation per NEO <sup>(1)</sup>	\$100	\$87	\$84	\$111	\$116	\$99
NEO total compensation (millions) <sup>(2)</sup>	\$7.50	\$7.80	\$7.70	\$9.99	\$10.40	\$8.90
Number of NEOs <sup>(2)</sup>	5	6	6	6	6	6
Compensation per NEO (millions) <sup>(2)</sup>	\$1.50	\$1.30	\$1.28	\$1.66	\$1.73	\$1.48

- (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, 2018. 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 NEOs in each year, including one-time inducement and separation amounts payable to recently appointed and departed NEOs, respectively. Note that the number of NEOs has changed in various years as presented in the table above due to leadership transitions. Mr. Pramod Bhatia and Ms. Julie Lee have been excluded from the 2022 "Number of NEOs" and "Compensation per NEO" calculations, as their appointments to the offices of Interim Chief Financial Officer and Chief Human Resources Officer, respectively, occurred late in the year on November 21, 2022 and December 5, 2022, respectively, and because full year compensation amounts for their predecessors, namely, Ms. Tracey Wallace and Mr. Darren Yaworsky, respectively, have been included.
- (3) Canadian dollar amounts converted into US dollars for presentation purposes have been converted at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

Over the five-year period from December 31, 2018 to December 31, 2023, the total return on our Common Shares was approximately 38%, compared to a total return for the S&P/TSX Composite Index of approximately 46% and a decrease in our compensation per NEO of approximately 1%.

Over the one-year period from December 31, 2022 to December 31, 2023, the total return on our Common Shares was approximately 56%, compared to a total return for the S&P/TSX Composite Index of approximately 8%, and our compensation per NEO decreased approximately 14% due in part to Badger making lesser one-time payments to departing NEOs.

Badger's NEO compensation remains aligned with the interests of our shareholders as approximately 25% of NEO targeted total compensation is linked to short-term operational and personal performance and approximately 45% of NEO targeted total compensation is linked to long-term sustained growth and shareholder return. This leaves approximately 25% of NEO targeted total compensation as fixed salary.

### 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 (\$)	Share-Based Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation –	All Other Compensation <sup>(3)</sup> (\$)	Total Compensation <sup>(4)</sup> (\$)
				Annual Incentive Plans <sup>(2)</sup> (\$)		
<b>Robert Blackadar</b> <sup>(5)</sup> President & Chief Executive Officer	2023	620,769	1,485,538	908,729	18,171	3,033,207
	2022	480,940	1,102,908	455,000	42,434	2,081,282
	2021	194,615	963,921	174,791	13,691	1,347,018
<b>Robert Dawson</b> <sup>(6)</sup> Chief Financial Officer	2023	230,316	591,547	292,658	10,207	1,124,727
	2022	-	-	-	-	-
	2021	-	-	-	-	-
<b>Julie Lee</b> <sup>(7)</sup> Chief Human Resources Officer	2023	350,000	320,387	153,437	17,159	840,983
	2022	13,461	-	100,000	122,000	235,461
	2021	-	-	-	-	-
<b>Elizabeth Peterson</b> <sup>(8)</sup> Senior Vice President, Operations	2023	359,692	428,050	305,012	13,919	1,106,673
	2022	345,495	428,050	172,200	49,673	995,418
	2021	291,438	320,006	140,240	36,610	788,294
<b>Christopher Gunn</b> <sup>(9)</sup> Vice President, Field Sales	2023	344,277	612,635	312,626	14,400	1,283,938
	2022	335,000	368,500	206,025	19,477	929,002
	2021	-	-	-	-	-
<b>Pramod Bhatia</b> <sup>(10)</sup> Vice President, Finance & Former Interim Chief Financial Officer	2023	332,808	526,538	293,721	361,463	1,514,530
	2022	272,877	413,838	108,038	38,564	833,317
	2021	-	-	-	-	-

- (1) 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 trading 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.
- (2) The amounts in the "Non-Equity Incentive Plan Compensation – Annual Incentive Bonus" column represent the short-term incentive bonus amounts paid in cash.
- (3) The amounts in the "All Other Compensation" column include Badger's contribution to each NEO's vehicle allowance and 401K and RRSP 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. Amounts received by Ms. Lee in 2022 include \$122,000 paid by Badger to cover costs and expenses incurred in connection with her relocation from Norfolk, VA to Brownsburg, IN. Amounts received by Mr. Bhatia in 2023 also include \$350,000 received in connection with serving as interim Chief Financial Officer.
- (4) 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.
- (5) Mr. Blackadar was appointed to the office of Senior Vice President, Operations & Chief Operating Officer effective July 12, 2021. Upon his appointment, Mr. Blackadar was granted a signing bonus of \$884,689, consisting of 50% PSUs and 50% RSUs, and the Board approved a matching program whereby Mr. Blackadar became eligible to receive special grants of PSUs equal in value to 50% of the value of Common Shares purchased by Mr. Blackadar in the 12 months

following his appointment and held for the duration of the vesting period, up to a maximum of \$440,000 in Common Share purchases, or \$220,000 in matching PSUs, and Mr. Blackadar received a special grant of 9,500 PSUs with a deemed value of \$220,000 in 2022 in connection therewith. Mr. Blackadar was then appointed to the office of President & Chief Executive Officer of effective October 1, 2022. Upon his promotion, Mr. Blackadar's salary was increased from \$440,000 to \$600,000, prorated in 2022 based on his October 1, 2022 promotion date, and Mr. Blackadar received a special grant of 3,384 PSUs and 3,384 RSUs, each with a deemed value of \$72,959. Additionally, in connection with Mr. Blackadar's promotion to the office of President & Chief Executive Officer, the Board approved another matching program whereby Mr. Blackadar became eligible to receive special grants of PSUs equal in number to 50% of the number of Common Shares purchased by Mr. Blackadar in the 18 months following his promotion and held for the duration of the vesting period, up to a maximum of \$600,000 in Common Share purchases, and Mr. Blackadar received a special grant of 10,000 PSUs with a deemed value of \$285,537 in 2023 in connection therewith. Mr. Blackadar receives no compensation for services as director.

- (6) Mr. Dawson was appointed to the office of Chief Financial Officer on April 10, 2023. Upon his appointment, the Board approved a matching program whereby Mr. Dawson became eligible to receive special grants of PSUs equal in number to 50% of the number of Common Shares purchased by Mr. Dawson in the 12 months following his appointment and held for the duration of the vesting period, up to a maximum of \$332,678 in Common Share purchases, and Mr. Dawson received a special grant of 2,000 PSUs with a deemed value of \$59,262 in 2023 in connection therewith. Amounts determined and paid to Mr. Dawson in Canadian dollars have been converted into US dollars at the following conversion rates: C\$1.3226/US\$1.00 for 2023.
- (7) Ms. Lee was appointed to the office of Chief Human Resources Officer on December 5, 2022. On September 15, 2023, Ms. Lee became eligible to receive special grants of PSUs equal in number to 50% of the number of Common Shares purchased by Ms. Lee before September 14, 2024 and held for the duration of the vesting period, up to a maximum of \$350,000 in Common Share purchases, and Ms. Lee received a special grant of 175 PSUs with a deemed value of \$5,387 in 2023 in connection therewith.
- (8) Ms. Peterson was promoted from the office of Vice President, Operations (East) to the office of Senior Vice President, Operations on January 1, 2022.
- (9) Mr. Gunn was appointed to the office of Vice President, Field Sales on January 1, 2022. On September 15, 2023, Mr. Gunn became eligible to receive special grants of PSUs equal in number to 50% of the number of Common Shares purchased by Mr. Gunn before September 14, 2024 and held for the duration of the vesting period, up to a maximum of \$348,400 in Common Share purchases, and Mr. Gunn received a special grant of 8,550 PSUs with a deemed value of \$244,134 in 2023 in connection therewith.
- (10) Mr. Bhatia served as Interim Chief Financial Officer from November 21, 2022 to April 10, 2023.

## Equity Compensation

### *Incentive Plan Awards – Outstanding Share-based Awards*

The table below shows the outstanding share-based awards held by each NEO on December 31, 2023, including DSUs, PSUs and RSUs.

	Share-Based Awards		
	Number of shares or units of shares that have not vested <sup>(1)</sup>	Market or payout value of share-based awards that have not vested <sup>(2)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
<b>Robert Blackadar</b> President & Chief Executive Officer	103,796	3,194,878	1,043,054
<b>Robert Dawson</b> Chief Financial Officer	20,960	645,164	116,686
<b>Julie Lee</b> Chief Human Resources Officer	11,652	358,661	70,654
<b>Elizabeth Peterson</b> Senior Vice President, Operations	35,951	1,106,578	1,256,653
<b>Christopher Gunn</b> Vice President, Field Sales	24,459	752,865	167,294
<b>Pramod Bhatia</b> Vice President, Finance & Former Interim Chief Financial Officer	26,664	820,711	645,131

- (1) The numbers the "Number of shares or units of shares that have not vested" include unvested PSUs and RSUs (including PSUs and RSUs received in respect of long-term incentive compensation and special grants, as well as additional PSUs and RSUs received as dividends).
- (2) The amounts in the "Market or payout value of share-based awards that have not vested" column were calculated by multiplying the number of unvested PSUs (adjusted based on estimated performance attainments) and RSUs held by each NEO as at December 31, 2023 (including PSUs and RSUs received in respect of long-term incentive compensation and special grants, as well as additional PSUs and RSUs received as dividends) by the C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day of 2023), and then converting those Canadian dollar amounts into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).
- (3) The amounts in the "Market or payout value of vested share-based awards not paid out or distributed" column were calculated by multiplying the number of vested but not yet settled DSUs, PSUs (adjusted based on performance attainments) and RSUs held by each NEO as at December 31, 2023 (including DSUs, PSUs and RSUs received in respect of short- and long-term incentive compensation, as well as additional DSUs, PSUs and RSUs received as dividends) by the C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day of 2023), and then converting those Canadian dollar amounts into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).

### *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 – value vested during the year <sup>(1)</sup> (\$)	Non-equity incentive plan compensation – value earned during the year <sup>(2)</sup> (\$)
<b>Robert Blackadar</b> President & Chief Executive Officer	1,043,054	908,729
<b>Robert Dawson</b> Chief Financial Officer	116,686	292,658
<b>Julie Lee</b> Chief Human Resources Officer	70,654	153,437
<b>Elizabeth Peterson</b> Senior Vice President, Operations	409,057	305,012
<b>Christopher Gunn</b> Vice President, Field Sales	167,294	312,626
<b>Pramod Bhatia</b> Vice President, Finance & Former Interim Chief Financial Officer	410,031	293,721

- (1) The amounts in the "Share-based awards – value vested during the year" column were calculated by multiplying the number of DSUs, PSUs (adjusted based on performance attainments) and RSUs held by each NEO on December 31, 2023 (including DSUs, PSUs and RSUs received in respect of short- and long-term incentive compensation and special grants, as well as additional DSUs, PSUs and RSUs received as dividends) 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 compensation 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 401k, RRSP and health and welfare benefits). Mr. Dawson may elect to receive these amounts over the course of twelve months instead of within 30 days of termination.

- > 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 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 monthly costs of the benefits received by the NEO (including 401k and health and welfare benefits). In addition, Messrs. Blackadar and Dawson are entitled to receive an additional 12 months and 6 months, respectively, of annual base salary, short-term incentive calculated at target and monthly costs of benefits.
- > If any payment, distribution or benefit (a **Payment**) paid to Mr. Blackadar is determined to be a parachute payment (a **Parachute Payment**) within the meaning of Section 280G(b)(2) of the Internal Revenue Code of 1986, as amended (the **Code**), and the excise tax imposed by Section 4999 of the Code (the **Excise Tax**) is incurred by Mr. Blackadar, then the Corporation shall pay to Mr. Blackadar an additional payment (**Gross-Up Payment**) in an amount such that the net amount retained by Mr. Blackadar shall be equal to the amount of such Excise Tax (including any interest and penalties thereon), after deduction of any Excise Tax, federal, state, provincial and local income and employment tax and any other taxes on such Gross-Up Payment. Notwithstanding the foregoing, if the aggregate Payment shall be in such amount not exceeding 110% of the maximum amount of the Payment as would not constitute a Parachute Payment, then the Payment to Mr. Blackadar shall be reduced so as not to constitute a Parachute Payment.
- > 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: (i) where such termination occurs in connection with a Change of Control, the amount which would be payable in connection with a Change of Control; and (ii) in all other cases, the amount which would be payable in the event of termination without cause, each as set out above. 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 cases).

Notes:

1. For the purposes of the employment agreements, Change of Control is defined:
  - (a) any transaction (other than a transaction described in clause (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 (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 material diminution 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. For Mr. Dawson, Good Reason also means a relocation to any place other than Calgary, Alberta.

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

For information on termination and change of control arrangements under the Compensation Plans, please refer to the relevant disclosure under the heading "Summary of the Compensation Plans" on page 54.

#### *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, 2023. 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, 2023 and do not include compensation amounts awarded subsequent to the 2023 year-end.

	Termination without cause (\$)	Change of control (\$)	Retirement - Age 60+ and 5+ Years of Service (\$)	Death (\$)
<b>Robert Blackadar</b>				
Cash payment <sup>(1)</sup>	686,700	2,633,400	-	-
Early vesting of RSUs <sup>(2)</sup>	280,702	280,702	-	280,702
Early vesting of PSUs <sup>(2)</sup>	1,458,114	1,458,114	-	1,458,114
TOTAL:	2,425,517	4,372,217	-	1,738,817
<b>Robert Dawson</b>				
Cash payment <sup>(1)</sup>	349,312	635,415	-	-
Early vesting of RSUs <sup>(2)</sup>	77,776	77,776	-	77,776
Early vesting of PSUs <sup>(2)</sup>	137,279	137,279	-	137,279
TOTAL	564,367	850,470	-	215,055
<b>Julie Lee</b>				
Cash payment <sup>(1)</sup>	367,500	577,500	-	-
Early vesting of RSUs <sup>(2)</sup>	47,100	47,100	-	47,100
Early vesting of PSUs <sup>(2)</sup>	72,454	72,454	-	72,454
TOTAL	487,054	697,054	-	119,554
<b>Elizabeth Peterson</b>				
Cash payment <sup>(1)</sup>	382,200	600,600	-	-
Early vesting of RSUs <sup>(2)</sup>	83,729	83,729	-	83,729
Early vesting of PSUs <sup>(2)</sup>	470,720	470,720	-	470,720
TOTAL	1,860,398	2,078,798	-	1,478,198
<b>Christopher Gunn</b>				
Cash payment <sup>(1)</sup>	365,820	574,860	-	-
Early vesting of RSUs <sup>(2)</sup>	97,412	97,412	-	97,412
Early vesting of PSUs <sup>(2)</sup>	428,113	428,113	-	428,113
TOTAL	891,346	1,100,386	-	525,526
<b>Pramod Bhatia</b>				
Cash payment <sup>(1)</sup>	351,750	552,750	-	-
Early vesting of RSUs <sup>(2)</sup>	129,181	129,181	-	129,181
Early vesting of PSUs <sup>(2)</sup>	404,588	404,588	-	404,588
TOTAL	885,520	1,472,050	-	919,300

- (1) The lump-sum cash payments are based on the base salary level of the NEO as at December 31, 2023. For Mr. Blackadar, the change of control amounts include a Gross-Up Payment estimated at \$1,351,841.
- (2) The accelerated value for PSUs (adjusted based on estimated performance attainments) and RSUs 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 C\$40.71 closing price of the Common Shares on the TSX on December 29, 2023 (the last trading day of 2023), and then converting those Canadian dollar amounts into US dollars for presentation purposes at a rate of C\$1.3226/US\$1.00, being the daily exchange rate published by the Bank of Canada on December 29, 2023 (the last day of 2023 for which the Bank of Canada published a daily exchange rate).
- (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 Compensation Plans. Awards are no longer made under the DU Plan.

The 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 Compensation Plans are cash-settled, and accordingly no securities of Badger are authorized for issuance from treasury pursuant to such plans. The DSU Plan, the PSU Plan, and the RSU Plan govern the issuance of New DSUs, PSUs, and RSUs, respectively (referred to collectively hereunder as **Share Units**) to eligible employees and non-executive directors of Badger and its subsidiaries or affiliates. A summary of the material terms of each of the Compensation Plans, including the applicable termination and change of control arrangements, is set forth below.

#### *Summary of the Compensation Plans*

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

#### *Eligibility:*

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

#### *Elections:*

- > DSU Plan: The 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 DSU Plan) for the upcoming year (i.e. in New DSUs, or a combination of New DSUs and cash).

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

Additionally, officers (including the CEO, CFO and Vice-Presidents) may elect to receive all or a portion of their cash-based Incentive Compensation (as such term is defined in the DSU Plan), in New DSUs instead of cash.

- > 2021 PSU Plan: Pursuant to the 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 PSUs, or a combination of 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 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:*

- > DSU Plan: New DSUs awarded to participants under the 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 DSU Plan as to the date, which date shall be after the participant ceases to be an employee or non-executive director of the Corporation (as applicable), on which the Corporation must settle all amounts payable to such participant in respect of the New 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 business day that immediately precedes December 15 of the calendar year commencing immediately after the 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 New DSUs held by the participant, multiplied by the Fair Market Value of a common share on the Payment Date.

- > PSU Plan: Each PSU granted under the PSU Plan will vest in accordance with the applicable Performance Measures and time vesting conditions determined on the date of grant. Under the 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, PSUs vest on December 31 of the second calendar year following the calendar year in which such PSUs were granted.

Once vested, the number of 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 of the calendar year immediately following the vesting date of the PSUs, the Corporation will deliver a cash payment equal to the number of PSUs held by the participant, multiplied by the Fair Market Value of a Common Share on the relevant date.

- > RSU Plan: Unless otherwise determined by the Board, RSUs granted under the 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 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>:

- > 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.
- > PSU Plan and RSU Plan: Pursuant to both the PSU Plan and the 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 PSU Plan or the RSU Plan (as applicable); or (ii) subject to the approval by the Badger Board, substitute the 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 PSUs and/or RSUs held by a participant will automatically vest, be adjusted by the Payout Multiplier (in the case of PSUs), and be settled immediately prior to the Change of Control.

If an assumption or substitution of the outstanding 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 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 PSUs), and be settled as soon as practicable thereafter.

In the event of 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:*

- > DSU Plan: Upon termination, New 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 first business day following the six-month anniversary of a Participant's termination date.
- > PSU Plan and RSU Plan: In the event that a participant is terminated for cause, or resigns from employment with the Corporation for any reason, all unvested 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 PSUs and/or RSUs will vest on the date that the participant ceases to be employed by the Corporation and the number of vested PSUs and/or RSUs shall be proportionately adjusted by: (i) the Adjustment Ratio applicable to such 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 PSUs).

In the event that a participant retires on or after the age of 60 with five or more years of continuous service to the Corporation or one of its subsidiaries or its affiliates, and provided such participant continues to be retired for the duration of the applicable grant cycle, the 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 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 Compensation Plans in whole or in part, provided that no amendment shall cause the 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 subject to any such black-out period are not permitted under the Compensation Plans to make any elections (including, in the case of New DSUs, elections with respect to the applicable Payment Date) until after the expiry of the black-out period.

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

Notes:

1. For the purposes of each of the 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 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 divided.

3. Change of Control is defined under each of the 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 (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 (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, 2023 regarding the DU Plan under which equity securities of Badger are authorized for issuance from treasury.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a) (c)</b>
Equity compensation plans approved by security holders – DU Plan <sup>(1)</sup>	320,517	–	1,071,870

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a) (c)
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Equity compensation plans not approved by security holders <sup>(1)</sup>	–	–	–
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(1) DUs issued under the DU Plan may be settled in Common Shares from treasury, or in cash. DUs do not have an exercise price. Whenever cash dividends or other distributions are paid on the Common Shares, additional DUs will be credited to the participant's DSU account. See "Executive Compensation – Compensation Plan Information – DU Plan" in this circular for further information.

(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.

### DU Plan

The purpose of the DU Plan was to promote a greater alignment of interests between the directors, officers and employees of Badger and its subsidiaries and affiliates and Badger's 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 DU Plan was made available to certain directors, officers and key employees of Badger and its subsidiaries and affiliates as determined by the Board from time to time in its sole discretion. Following the adoption of the DSU Plan, awards are no longer made under the DU Plan. The DU Plan will remain outstanding until all DUs have been redeemed.

### Number of Common Shares Issuable

A maximum of 1,500,000 Common Shares were reserved for issuance pursuant to the DU Plan. The following table summarizes, as at the times indicated, the aggregate number of Common Shares and DUs issued and remaining available for issuance pursuant to the DU Plan, expressed absolutely and as a percentage of the outstanding Common Shares on the relevant date.

	Common Shares Issued on Redemption of DUs		Common Shares Remaining Available for Issuance on Redemption of DUs		DUs Outstanding	
	(#)	(%)	(#)	(%)	(#)	(%)
As at March 15, 2024	107,613	0.31%	1,392,387	4.04%	287,899	0.84%
As at December 31, 2023	107,613	0.31%	1,392,387	4.04%	320,517	0.93%

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

Year	Common Shares Outstanding <sup>(1)</sup> (#)	DUs Granted		Common Shares Issued on Redemption of DUs		Burn Rate (%)
		(#)	(%) <sup>(2)</sup>	(#)	(%) <sup>(2)</sup>	
2023	34,473,438	–	–	–	–	–
2022	34,473,438	–	–	–	–	–
2021	34,600,681	–	–	–	–	–

(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

At no time shall the number of Common Shares reserved for issuance to insiders of Badger pursuant to outstanding DUs, 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 DUs 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.

#### *Grants*

The number of DUs (including fractional DUs) granted at any particular time pursuant to the DU 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*

Whenever cash dividends or other distributions are paid on the Common Shares, additional DUs will be credited to the participant's DSU account. The number of such additional DUs shall be calculated by dividing (i) the amount determined by multiplying (a) the number of DUs 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 DUs shall vest on the same basis as the initial DUs granted on the date of grant.

#### *Voting Rights*

Under no circumstances shall DUs 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*

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

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

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

#### *Redemption Rights*

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

The DUs credited to a participant's DSU account that have vested may be redeemable in whole or in part on or after the participant's termination date on the date specified by the participant in a written notice of redemption delivered to Badger. For a summary of the effect of cessation of employment of a participant under the DU Plan, see page 52.

#### *Assignment*

In no event may the rights or interests of a participant under the DU 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 DUs 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 DUs 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 DU Plan or any provision of the DU Plan at any time, provided, however, that such amendment, suspension or termination may not materially adversely affect the rights already accrued under the DU Plan by a participant, without the consent of the participant. Shareholder approval will not be required for any amendment to the DU Plan except for any amendment or modification that:

- (a) increases the number of Common Shares reserved for issuance under the DU 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 DUs 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 DU Plan;
- (d) extends eligibility to participate in the DU Plan to persons not currently eligible to participate;
- (e) permits entitlements under the DU Plan to be transferred other than for normal estate settlement purposes;
- (f) permits awards, other than those entitlements specifically contemplated in the DU Plan, to be made under the DU Plan; and
- (g) amends the amendment provisions of the DU Plan.

In 2022, the Board amended the DU Plan to provide that DUs could not be redeemed prior to a participant's termination date, and that Canadian participants could make redemption elections up to December 1 of the calendar year following the calendar year in which the participant's termination date occurs (rather than the participant having to make their election on or before their termination date, as was previously the case). These amendments were generally administrative in nature and shareholder approval was not required or otherwise sought in connection therewith.

## **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", "Adjusted EBITDA Margin" "Adjusted EBITDA ROIC", "revenue per truck per month" or "RPT", "invested capital", and "annual net working capital", 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" is earnings before interest, taxes, depreciation and amortization, share-based compensation, gains and losses on derivative instruments, gains and losses on sale of property, plant and equipment and right use of assets, and gains and losses on foreign exchange. Adjusted EBITDA is a measure of the Corporation'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 provides an indication of the results generated by the Corporation'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 excludes gains and losses on sale of property, plant and equipment and right use of assets as these gains and losses are considered incidental and secondary to the principal business activities, gains and losses on foreign exchange, as such gains and losses can vary significantly based on factors beyond the Corporation's control and share-based compensation and gains and losses on derivative instruments as these expenses can vary significantly with changes in the price of the Common Shares.

"Adjusted EBITDA Margin" is Adjusted EBITDA, as defined above, expressed as a percentage of revenues.

Adjusted EBITDA ROIC is calculated as Adjusted EBITDA, as defined above, divided by "invested capital", where "invested capital" is calculated from Badger's *Consolidated Statement of Financial Position* as "average annual gross PP&E" plus "average annual gross good will" plus "average annual gross intangible" plus "annual net working capital", and where "annual net working capital" is defined as "current assets" less "cash and cash equivalents" minus "current liabilities" excluding the current portion of interest-bearing debt. This metric measures Badger's ability to deliver strong top line revenue with a complementing containment of expenses, while also taking into consideration long-term investments made to sustain performance.

"Revenue per truck per month" or "RPT" is a measure of non-destructive excavation fleet utilization. It is calculated using non-destructive excavation and non-destructive excavation related revenue only. RPT is calculated on both a consolidated basis and for each geographic segment by dividing non-destructive excavation and non-destructive excavation related revenue for each segment, by the average number of non-destructive excavation units in service in the segment during the period.

For further information on these non-IFRS financial measures, including a reconciliation thereof to the most directly comparable measures calculated in accordance with IFRS, please refer to "*Key Financial Metrics and Other Operational Metrics*" and "*Non-IFRS Financial Measures*" on pages 11-14 of our Management's Discussion and Analysis for the year ended December 31, 2022, which is incorporated by reference into this circular and are filed with the Canadian securities regulatory authorities on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

## 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 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 *Business Corporations Act* (Alberta) (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. Sustainability, Health and Safety 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. Sustainability, Health and Safety Matters**

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