

**RESPONSIBLE CARE COMMITTEE  
CHARTER  
for  
CHEMTRADE LOGISTICS INC.  
CHEMTRADE PERFORMANCE CHEMICALS CANADA INC.  
4159110 CANADA INC. as General Partner for  
CHEMTRADE PULP CHEMICALS LIMITED PARTNERSHIP**

**I. GENERAL MANDATE**

1. The Responsible Care Committee (the “Committee”) is a standing committee of each of the Board of Directors (the “Board” or the “Directors”) of Chemtrade Logistics Inc., Chemtrade Performance Chemicals Canada Inc. and 4159110 Canada Inc. as general partner for Chemtrade Pulp Chemicals Limited Partnership (collectively, the “Opcos”), being the main operating companies of Chemtrade Logistics Income Fund (the “Fund”).
2. The Committee shall provide assistance to each of the Boards in fulfilling its oversight responsibilities relating to:
  - (a) Reviewing and providing direction to management with respect to the environmental, health, safety and security philosophy followed by the Opcos and their subsidiaries (collectively, the “Organization”);
  - (b) Monitoring environmental, health, safety and security policies to ensure they are appropriate to mitigate risk and ensure statutory compliance; and
  - (c) Monitoring the environmental, health, safety and security performance of the Organization to ensure compliance with the Organization’s policies.
3. In carrying out its responsibilities, the Committee shall encourage management to maintain flexible policies and procedures in order to be able to react to changing conditions and to ensure the Board and unitholders that the environmental, health, safety and security policies are in accordance with statutory requirements and appropriate in the industry.

**II. COMPOSITION, ORGANIZATION AND PROCEDURES**

1. *Composition* - The Committee shall consist of at least two Directors.
2. *Independence* – Each of the Committee members shall be Directors and shall be free from any relationship that, in the opinion of the Board or Committee members, would interfere with his/her independent judgment as a member of the Committee. Each of the Committee members shall comply with any applicable securities laws or stock exchange rules for independence or relatedness. A majority of the Committee members shall be non-management.
3. *Quorum* - A quorum shall consist of two members.

4. *Delegation* - The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.
5. *Meetings* - In accordance with the articles and by-laws of the relevant Opco, proper notice of meetings shall be given and meetings may be held by telephone. The Chair of the Committee will determine both the agenda for the meeting and the material to be circulated by management to the Committee.
6. *Meetings without Management* – The Committee shall meet periodically without management present.
7. *Frequency of Meetings* – The Committee shall meet at least four times per year and more often as warranted.
8. *Reporting to the Board* – The Committee shall report through the Committee Chair to the Board following meetings of the Committee in respect of matters considered by the Committee, its activities and compliance with this Charter.
9. *Professional Assistance* - The Committee may engage such legal, accounting, engineering, technical or other consultants as the Committee may deem appropriate, at the Fund's expense.

### **III. RESPONSIBILITIES**

The primary responsibility for the Organization's environmental, health, safety and security stewardship, systems, compliance, reporting and controls is vested in management, and is overseen by the Board with the assistance of the Committee. The specific responsibilities of the Committee are set out below.

#### **A. Policies and Procedures**

1. *EHS Policies* – Periodically, but at least once every two years, review and recommend to the Board the Responsible Care, environmental, health, safety and security policies of the Organization, to ensure that such policies comply with applicable laws and regulations, promote the safety of our employees and strive for continuous improvement in environmental, health, safety and security matters.
2. *Management Systems* - Periodically, but at least once every two years, review the Responsible Care, environmental and occupational health and safety management systems to ensure their continuing suitability, adequacy and effectiveness and confirm that they are appropriate and operative and designed to achieve the aims of the Organization's environmental, health, safety and security policies.

#### **B. Compliance and Reporting**

1. *Permit Compliance* - On a quarterly basis, review management reports outlining any material instances of non-compliance with any required permits, licenses, approvals or authorizations and confirming that the Organization is in substantial compliance with, or is taking appropriate steps to attain substantial compliance with, all applicable laws, regulations and orders.

2. *Reporting and Notice Requirements* - On an annual basis, review the practices and procedures for complying with all applicable reporting and notice requirements, and for implementing corrective actions, to confirm that they are appropriate, effective and operative.
3. *Changes in Laws* - On a periodic basis, review the Organization's formal mechanisms to monitor pending or proposed changes to environmental, health, safety or security laws which could materially affect or restrict the Organization's operations, to ensure they are adequate.

**C. Audits and Controls**

1. *Audits* - On an annual basis, review the Organization's formal program for conducting internal and external Responsible Care, environmental, health, safety and security audits to ensure that the scope and frequency of the program is sufficient to:
  - (a) to confirm the compliance status of the Organization with respect to applicable environmental, health, safety and transportation laws and regulations and internal environmental, health, safety and transportation policies, practices, procedures and standards ("Applicable Environmental Standards");
  - (b) to confirm the compliance status of each facility with respect to Applicable Environmental Standards;
  - (c) to confirm the effectiveness of each facility's systems to manage environmental, health, safety and transportation activities; and
  - (d) to benchmark the effectiveness of each facility's systems to manage environmental, health, safety and transportation activities.
2. *Control Weaknesses* - Review any control weaknesses identified by the audits and review management's responses thereto.

**D. Other Responsibilities**

1. *Management Reports* - On a quarterly basis, review an environmental, health safety, and security performance report prepared by management, and comment or recommend to the Board with respect to such reports.
2. *Legal and Regulatory Actions* – Monitor any current, pending or threatened legal or regulatory actions by or against the Organization related to environmental, health, safety or security issues.
3. *Significant Issues* - Review the circumstances relating to, and the responses taken or recommended by management with respect to, any significant environmental, health, safety and security incidents and make recommendations, where appropriate, to prevent recurrences.

4. *Resources* – On a periodic basis, review the adequacy of the Organization’s resources applied to environmental, health, safety and security programs, procedures, systems and controls.

**E. Reporting**

1. *Reporting Requirements* – The Committee shall review disclosure relating to environmental, health and safety matters contained in the Fund’s annual proxy circular, annual report or other public documents.

**E. Additional Matters**

2. *Delegated Matters* - The Committee shall review and approve, as appropriate, any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to the Organization’s environmental, health, safety and security matters.

**F. Committee and Charter Assessment**

1. *Performance Assessment* - On an annual basis, the Committee shall follow the process established by the Trustees and overseen by the Corporate Governance and Compensation Committee for assessing the performance of the Committee.
2. The Committee shall review and assess the adequacy of the Committee Charter annually and recommend to the Board any changes it deems appropriate.