



**RESPONSIBLE CARE COMMITTEE CHARTER
for
CHEMTRADE LOGISTICS INCOME FUND**

I. GENERAL MANDATE

1. The Responsible Care Committee (the “**Committee**”) is a standing committee of the Board of Trustees (the “**Board**” or the “**Trustees**”) of Chemtrade Logistics Income Fund (the “**Fund**”).
2. The Committee shall provide assistance to the Board in fulfilling its oversight responsibilities relating to:
 - (a) reviewing and providing direction to management (“**Management**”) of the Fund and its subsidiaries (collectively, the “**Organization**”) with respect to the safety philosophy followed by the Organization;
 - (b) monitoring environmental, health, safety, security and transportation (“**EHSST**”) policies to ensure they are appropriate to mitigate risk and ensure statutory compliance;
 - (c) monitoring the EHSST performance of the Organization to ensure compliance with the Organization’s policies; and
 - (d) Management’s handling of those enterprise risks relevant to the Committee’s areas of responsibility;
 - (e) reviewing those aspects of the environmental, social and governance (“**ESG**”) framework relevant to the Committee’s areas of responsibility.
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

4. *Composition* - The Committee shall consist of at least two Trustees.
5. *Independence* – Each of the Committee members shall be Trustees 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.

6. *Quorum* - A quorum shall consist of a majority of the members.
7. *Delegation* - The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.
8. *Meetings* - In accordance with the Declaration of Trust, proper notice of meetings shall be given and meetings may be held by telephone or other communication facilities that permit all persons participating in the meeting to speak and hear each other. The Chair of the Committee will determine both the agenda for the meeting and the material to be circulated by Management to the Committee.
9. *Meetings without Management* – The Committee shall meet periodically without Management present.
10. *Frequency of Meetings* – The Committee shall meet at least four times per year and more often as warranted.
11. *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.
12. *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

13. *EHS Policies* – Periodically, review and recommend to the Board the Responsible Care and EHSST 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 EHSST matters.
14. *Management Systems* – Periodically, review the Responsible Care and EHSST 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, security and transportation policies.

B. Compliance and Reporting

15. *Permit Compliance* – Periodically, 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.



Our Vision

To Create Value through
Responsible Chemistry



Our Values

Diverse & E P I C



Our Culture

Inclusive & S A F E

16. *Reporting and Notice Requirements* - Periodically, 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.
17. *Changes in Laws* - Periodically, review the Organization's formal mechanisms to monitor pending or proposed changes to EHSST laws which could materially affect or restrict the Organization's operations, to ensure they are adequate.
18. *ESG Tracking and Disclosure* – Periodically, review (a) the Organization's ESG metrics relevant to the Committee's areas of responsibility to ensure they appropriately reflect elements of significance to the business and operations of the Organization; and (b) the disclosure related thereto to ensure it is accurate and in keeping with the evolving interests of unitholders.

C. Audits and Controls

19. *Audits* - Periodically, review the Organization's formal program for conducting internal and external Responsible Care and EHSST audits to ensure that the scope and frequency of the program is sufficient and appropriate to:
 - (a) confirm the compliance status of the Organization with respect to applicable EHSST laws and regulations and internal EHSST policies, practices, procedures and standards;
 - (b) ensure that any gaps identified are documented, communicated to Management, and prioritized for resolution;
 - (c) assess the effectiveness of the Organization's systems to manage EHSST activities, including to uncover systemic issues.
20. *Control Weaknesses* - Review any control weaknesses identified by the audits and review Management's responses thereto.

D. Other Responsibilities

21. *Management Reports* - Periodically, review an EHSST performance report prepared by Management, and comment or recommend to the Board with respect to such reports.
22. *Legal and Regulatory Actions* – Monitor any current, pending or threatened legal or regulatory actions by or against the Organization related to EHSST issues.
23. *Significant Issues* - Review the circumstances relating to, and the responses taken or recommended by Management with respect to, any significant EHSST incidents and make recommendations, where appropriate, to prevent recurrences.
24. *Resources* – Periodically, review the adequacy of the Organization's resources applied to EHSST programs, procedures, systems and controls.



E. Reporting

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

F. Additional Matters

26. *Enterprise Risk* – The Committee shall oversee Management’s handling of those enterprise risks relevant to the Committee’s areas of responsibility, including those risks assigned to it by the Governance and Nominating Committee.
27. *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 EHSST matters.

G. Committee and Charter Assessment

28. *Effectiveness Evaluation*- The Committee shall follow the process established by the Trustees and overseen by the Governance and Nominating Committee for assessing the effectiveness of the Committee.
29. *Charter* - The Committee shall review and assess the adequacy of the Committee Charter periodically and recommend to the Board any changes it deems appropriate.



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