

GOVERNANCE & SUSTAINABILITY COMMITTEE CHARTER

PURPOSES AND RESPONSIBILITIES

The Governance & Sustainability Committee (“Committee”) of the Board of Directors (“Board”) of Boyd Group Services Inc. (“BGSI”) shall have the following purposes and responsibilities with respect to governance, board composition and nominating matters, and ESG matters (as hereinafter defined).

Governance

The purposes and responsibilities of the Committee with respect to governance matters shall be to assist the Board in carrying out its responsibilities relating to the development of corporate governance guidelines applicable to BGSI and its subsidiaries. In furtherance of this purpose, the Committee shall have the following authority:

- Develop and recommend to the Board a set of corporate governance guidelines. The Committee shall monitor new and modified rules, requirements and recommendations related to corporate governance and shall review and reassess the adequacy of BGSI’s corporate governance guidelines and recommend any proposed changes to the Board for approval.
- Consider any resignation tendered to the Chair of the Committee pursuant to the Majority Voting Policy adopted by the Board. The Committee will promptly consider the tendered resignation and recommend accepting the resignation absent exceptional circumstances. In determining whether exceptional circumstances exist, the Committee will consider all factors it deems relevant as further defined in the Majority Voting Policy. The recommendation will be considered by the Board not later than 90 days following the date of the applicable Shareholders’ meeting.
- Monitor and revise, as appropriate, in accordance with best practices and legal requirements, the Code of Business Conduct and Ethics (“Code”) as well as the Corporate Disclosure and Insider Information and Trading Policy for BGSI. Approve mechanisms to facilitate the effective operation of the Code and the granting of waivers of the Code.
- Advise the management of BGSI on shareholder proposals and other significant stakeholder concerns.
- Subject to applicable law and the constating documents of BGSI, administer all policies and practices of BGSI with respect to the indemnification of Directors by BGSI and for approving or, in the Committee’s sole discretion, recommending that the Board approve, all payments made pursuant to such policies and practices.
- The Committee shall review annually the mandate of the Board, the charters of the committees of the Board and the position description for the Chair of the Board and, if applicable, make recommendations regarding the same to the Board.

- Review and monitor proxy advisory firm proxy analysis and voting recommendations issued in respect of BGSI.

Board Composition and Nominating

The purposes and responsibilities of the Committee with respect to board composition and nominating matters shall be to:

- Review from time to time the size of the Board.
- Regularly conduct a review of the performance of the Board as a whole, of each committee of the Board, of the Chair of the Board, of the Chair of each committee of the Board, and of individual members of the Board based on such criteria and performance factors as the Committee may determine. The results of these evaluations shall be used in connection with the nominating of individuals for election to the Board.
- Make recommendations to enable the Board to function independently of management.
- Review annually the criteria and personal qualifications required of Directors and to be used in making selections of candidates to the Board. Such criteria and qualifications may include business and financial experience and acumen, integrity, willingness to devote the necessary time and energy to fulfill the duties and responsibilities of a Director, independence and such other criteria and qualifications as the Committee determines to be appropriate under the circumstances, in light of the opportunities and risks facing BGSI and its proposed strategy, the need to ensure that for purposes of the composition of the Board a majority of the Directors are independent Directors, and BGSI's corporate governance guidelines and Board policies with respect to Director tenure, retirement and succession, diversity and the number of boards on which Directors may serve.
- Have the sole authority to retain and terminate any search firm necessary to assist it in identifying Director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Identify individuals qualified as candidates to serve on the Board consistent with the need to maintain a Board which is able to accomplish its purpose and objectives.
- Review the composition of the Board and recommend to the Board Directors for submission to the shareholders at the Annual Meeting. Such Directors may or may not include nominees who are current members of the Board.
- Evaluate candidates for nomination to the Board, including those recommended by shareholders to serve as Directors.
- Develop and review periodically standards to be applied in making determinations as to the presence or absence of material relationships of a Director affecting the Director's independence.

- Make regular reports to the Board which shall include, as required, a report on succession planning relating to the Chair of the Board and Chairs of the committees of the Board.
- Recommend to the Board qualified candidates to fill vacancies on the Board and its committees.
- Recommend to the Board qualified candidates to be appointed as additional directors to the Board between annual meetings.
- Make recommendations to the Board as to the composition of its committees.

If a Director's ability to contribute to the Board should change due to a significant change in his or her circumstances (e.g. in employment, residency or citizenship status, geographic location or health) he or she will be expected to offer to resign and the Board, at its discretion, on the recommendation of the Governance & Sustainability Committee may accept the resignation.

ESG

The purposes and responsibilities of the Committee with respect to ESG matters shall be to assist the Board and other committees in fulfilling their oversight responsibilities with respect to BGSi's on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, diversity and inclusion, and other public policy matters relevant to BGSi (collectively, "ESG"). The Committee shall have the following duties and responsibilities:

- Assist and oversee BGSi's strategy with respect to ESG matters set by management of BGSi, and to consider and recommend policies, practices, goals, and disclosures that conform with the strategy.
- Assist and oversee management of BGSi integrating sustainability into BGSi's business activities.
- Oversee BGSi's reporting and disclosure with respect to ESG matters.
- Assist the management of BGSi in overseeing external communications and stakeholder engagement regarding ESG matters.
- Consider, and bring to the attention of the management of BGSi, as appropriate, current and emerging ESG matters that may affect the business, operations, performance or public image of BGSi and its stakeholders, and to make recommendations to the management of BGSi, as appropriate, regarding how BGSi's policies, practices, and disclosures can adjust to or address such trends and issues.
- Review BGSi's general strategy, policies, practices, and disclosures for consistency with respect to ESG matters, and to make such recommendations to management with respect thereto as it may deem advisable.
- Perform such other duties, tasks, and responsibilities relevant to ESG matters as may from time-to-time be requested by the Board.

STRUCTURE

The Committee shall consist of not less than three independent Directors, appointed by the Board, and who shall serve until such member's successor is duly appointed or until such member's earlier resignation or removal. The "independent" members of the Committee shall: (i) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee; and (ii) meet the independence and experience requirements of all applicable corporate, exchange and securities act rules, instruments and regulations in Canada (the "Regulations") including, but not limited to the Toronto Stock Exchange ("TSX") and Canadian national and provincial securities rules and regulations.

Each member should be qualified to perform the functions of the Committee as determined by the individual member and the Chair of the Committee. The Committee shall annually elect one of the Committee members as Chair of the Committee, subject to approval of the Board. The Board shall have the authority to remove members of the Committee with or without cause. The Committee shall be entitled to form subcommittees to the extent permitted by applicable governing laws.

MEETINGS, REPORTS AND PROCEDURES

The Committee shall meet at least quarterly, which meetings shall be scheduled as nearly as practicable to occur in connection with quarterly meetings of the Board. At each regular meeting, the Committee shall hold an *in camera* session with the Committee members only. The Committee may also hold additional meetings which shall be called by telephone or written notice by the Chair of the Committee. The Committee shall keep a written record of its proceedings. In advance of every regular meeting, the Chair of the Committee, with the assistance of the Secretary of BGSI, shall prepare and distribute to the Committee members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting. The Committee may require officers and employees of BGSI to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate. The Chair of the Committee shall report to the Board at each meeting of the Board on the Committee's activities since the last Board meeting. The Committee shall have the authority to cause investigations to be made of such matters within the scope of the Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by BGSI's employees or such other persons or firms as the Committee may direct.

The Committee may adopt such additional procedures, consistent with this Charter, as the Committee deems appropriate.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.