

Environmental Social and Governance Committee Charter

Objective and role of the Committee

The objective of the Committee is to support the Company's on-going commitment to corporate environmental, social responsibility, and governance relevant to the Company by providing guidance and oversight for senior management in:

- Setting the Company's general strategy relating to environment, social, and governance (ESG) responsibilities and risks, as well as monitoring initiatives and policies at the Company based on that strategy;
- Overseeing and facilitating communications with investors and other stakeholders of the Company with respect to ESG; and
- Monitoring, reporting, and improving the Company's management of ESG commitments.

Membership

The members of the ESG Committee will be comprised of the Chairman of the Board, an Independent Board Member and the CEO.

Duties and responsibilities

The duties and responsibilities of the Committee include:

- > Consideration and bringing to the attention of the management of the Company, as appropriate, current and emerging ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations to the management of the Company, as appropriate, regarding how the Company's policies, practices, and disclosures can adjust to or address such trends, requirements and other issues;
- > Advising management of the Company on stockholder proposals and other significant stakeholder concerns relating to ESG Matters;
- > Reviewing and approving the Company's 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; and
- > Reviewing and assessing this Charter annually and to recommend any proposed changes for approval.

Reporting requirements

The Chair of the Committee will report to the Board after each ESGC meeting. The report should cover the findings and recommendations of the Committee. The minutes of all Committee meetings shall be circulated to members of the Board.

Committee meetings

Frequency

The Committee will hold regular quarterly meetings and may meet at other times as necessary or appropriate to fulfill its duties and responsibilities. Members of the Committee may participate in meetings through telephone conference or similar communications. The Chairperson of the Committee, or his or her designee, is responsible for scheduling and setting the agenda for meetings.

Quorum

A majority of members must be present to provide a quorum. A member may be present at a meeting in person or by telephone.

Agenda

14 days prior to each meeting, the agenda will be discussed with the Chairperson of the Committee and the papers will be distributed 7 days prior to the meeting.

In setting the agenda, there will be an emphasis on the most significant risks and threats to Cardno, within the scope of the Committee's responsibilities, and the ongoing evaluation of what is done to mitigate such risks. Additionally, the Committee will discuss significant opportunities within the scope of the Committee's responsibilities, and advise management actions/next steps.

Annually the Committee shall review data associated with the company's ESG benchmark goals and make recommendations to Management concerning amending or expanding these goals.

Collective decisions

Decisions of the Committee shall be regarded as its collective decision or advice unless there is a material dissension, in which case a minority view will be recorded in the minutes of the meeting and placed before the Board.

Minutes

Minutes of meetings must be prepared and distributed to Committee members as soon as possible after the conclusion of the meeting and, subject to any agreed amendments, shall be signed in 'draft' format and

presented at the subsequent Board meeting. These minutes will then be confirmed as an accurate record of the meeting at the next subsequent meeting of the Committee and signed in 'final' format.

Other attendees

The Chairperson of the Committee may request a Cardno officer, employee, internal auditors or other external parties to attend a meeting of the Committee.

Ethical practices

Members of the Committee will, at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity, independence and probity and not engage knowingly in acts or activities that have the potential to bring discredit to Cardno.

Members also must refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties. Members must not use Cardno's information for any personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of Cardno.

Further, members must not publicly comment on matters relative to activities of the Committee other than as authorised by Cardno.

Evaluation of committee activities

Annually, the Chairperson of the Committee shall facilitate the assessment of the performance of the Committee and take appropriate action in respect of areas where there is a perceived need for enhancement of its role, operational processes or membership and report to the Board on the committee review.

Authority and access to personnel and information

The Committee shall have access to advisors and to senior management of the Company. The Committee shall also have the ability to consult independent experts where required to fulfill its responsibilities.

Review

The Board will annually review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Committee may by resolution, alter the responsibilities, functions or memberships of the Committee and recommend to the Board formal adoption of the revised charter for future operations of the Committee.

This Charter was reviewed and adopted by the Audit and Risk Committee on 23 June 2021.