

## **PULSE SEISMIC INC.**

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### **Environment, Social, Governance and Health Committee (ESG and H) Terms of Reference Revised April 22, 2025**

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#### **Overview and Purpose**

The Environment, Social, Governance and Health Committee (the "Committee") is appointed by and is responsible to the Board of Directors of Pulse Seismic Inc. (the "Corporation").

The principal mandate of the Committee is to support the Corporation's commitment to and monitor the Corporation's ESG and H practices and procedures for compliance with applicable legislation and conformity with industry standards. It reviews, reports and when appropriate, makes recommendations to the Board of Directors as to such matters.

#### **Constitution:**

1. The Committee shall be composed of a minimum of three (3) directors, at least two of whom shall be independent.
2. The members of the Committee shall be appointed or reappointed at the meeting of the Board immediately following each annual meeting of the shareholders of the Corporation. Each member of the Committee shall continue to be a member thereof until such member's successor is appointed, unless such member shall resign or be removed by the Board as a Committee member or shall otherwise cease to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three (3) directors as a result of the vacancy.
3. The Board shall determine the member of the Committee to serve as Chair (the "Chair") who is responsible for the preparation of reports to the Board and conducting the meetings of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present. Resolutions of the Committee shall be carried by the majority of the votes of the members of the Committee present at the meeting.
4. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Directors may from time to time determine.

**Meetings and Minutes:**

1. The time and place of meetings of the Committee and the procedures at such meetings shall be determined from time to time by the members thereof, provided that a quorum for meetings shall be a majority of the members present.
2. Members of the Committee may, with the approval of the Committee, participate in a meeting by telephone conference, video conference, or other collaboration software platform.
3. The Committee shall meet at least annually, and at such other intervals as the Committee considers appropriate.
4. Notice of the time and place of and an agenda and related materials respecting every meeting shall be given in writing or electronic communication to each member of the Committee at least 48 hours prior to the time listed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
5. All members of the Board are free to attend any meetings of the Committee and participate, but only the members of the Committee are entitled to vote on any matter before the Committee. Other than members of the Board, entitlement to attend any Committee meeting or portion thereof will be determined by the Chair of the Committee or by the members of the Committee. The Committee may invite such officers, directors, employees and external advisors of the Corporation as it may see fit from time to time to attend a meeting of Committee and assist in the discussion and consideration of the matters being considered by the Committee.
6. The minutes of all meetings of the Committee are to be provided to the Board. Oral reports by the Chair on recent matters not yet minuted are to be provided to the Board at its next meeting.
7. Supporting schedules and information reviewed by the Committee will be available for examination by any directors upon request to the Chair.

**Duties and Responsibilities:**

The Committee shall be charged with the following duties and responsibilities:

1. Review, approve and make recommendations to the Board in respect of environmental, social, governance and health and safety guidelines, policies, procedures and practices;
2. Ensure the Corporation's ESG and H approach is integrated in its business plan and corporate strategy and aligned with corporate goals and priorities;
3. Review risk management guidelines applicable to environmental, social, governance and health and safety matters;

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4. Annually review and identify environment, social, governance and health and safety opportunities and potential risks for the Corporation, its shareholders, stakeholders, partners, and communities and provide updates to the Board;
5. Provide assistance to the Corporate Governance and Nominating Committee to help identify risks and opportunities, monitor performance, and ensure regulatory compliance of governance related issues;
6. Review policies, procedures and practices relating to the documentation, communication, and reporting of environment, social, governance and health and safety regulatory approvals, compliance and incidents, and emergency response protocol;
7. Ensure industry best practices are followed to minimize the environmental impact of operations conducted by the Corporation, and procedures and practices are followed to prevent any injury to the public or employees;
8. Review the status and assessment reports from management regarding compliance with environment, social, governance and health and safety policies and the applicable legal and regulatory standards;
9. Review the directors' and officers' duties and responsibilities relating to environment, social, governance and health and safety matters;
10. Consider any other matter properly referred to the Committee by the Chair of the Board, the Board, a Director, the President and CEO, or the management of the Corporation for review, recommendation or decision; and
11. Review the Terms of Reference of the Committee on an annual basis, and recommend to the Board of Directors such amendments to such mandate as the Committee believes are necessary or desirable.

If, in order to properly discharge its functions, duties and responsibilities it is necessary, in the opinion of the Committee, that the Committee obtain the advice of counsel of external advisors, the Chair shall, at the request of the Committee, engage the necessary advisors.