

BENNETT ENVIRONMENTAL INC.
Environmental and Safety Committee Charter
Adopted March 21, 2005

The Environmental and Safety Committee ("**Committee**") is appointed by the Board of Directors (the "**Board**") of Bennett Environmental Inc. ("**BEI**" or the "**Corporation**") to establish and evaluate the Corporation's policies on compliance with environmental and safety requirements.

Purpose

The primary purposes of the Committee are:

- to assist the Board and management in respect of the review of compliance with environmental and safety requirements by the Corporation and its subsidiaries;
- to ensure that policies and guidelines for the Corporation and its subsidiaries environmental and safety compliance are developed;
- to examine the adequacy of the environmental policies and guidelines in light of changing requirements and providing suggestions for improvement;
- to ensure that a proper system is in place to conduct and to review environmental audits and assessments of compliance;
- to assess the availability of necessary corporate resources for effective environmental management;
- to review management plans and long-term objectives for improved environmental performance;
- to produce an annual report.

Composition and Procedure

The Committee shall consist of no fewer than two members. Each member of the Committee shall meet the independence requirements of Canadian and U.S. securities laws and the Toronto Stock Exchange and the American Stock Exchange and any other applicable regulatory authority. The members and chair of the Committee shall be appointed and removed by the Board.

The Committee shall meet at least twice each year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Articles and By-laws of the Corporation; (c) the *Canada Business Corporations Act*; or (d) other applicable laws.

The Committee shall keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board.

Committee Authority and Responsibilities

1. **Basic Responsibilities.** To accomplish its purposes, the Environmental and Safety Committee is required to perform the following responsibilities:
 - (a) making recommendations to the Board with respect to the environmental and safety compliance of the Corporation and its subsidiaries;
 - (b) to ensure that environmental and safety compliance policies and guidelines are developed from time to time and reviewed;

- (c) reviewing the environmental and safety compliance activities of the Corporation to ensure that they are within the guidelines established by the environmental and safety compliance policies from time to time approved by the Board;
 - (d) reviewing compliance with the environmental and safety compliance policies and guidelines adopted from time to time by the Corporation's subsidiaries.
- 2. **Annual Report.** The Environmental and Safety Committee will prepare an annual report on environmental review and safety matters.
- 3. **Additional Assignments.** The Committee will perform such other duties and responsibilities as may be assigned by the Board from time to time.
- 4. **Review Charter.** The Committee shall periodically review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board for approval.
- 5. **Review Committee Performance.** The Committee shall annually review its own performance.
- 6. **Reliance; Experts; Cooperation**
 - (a) The Committee has the power, in its discretion to retain at the Corporation's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties; and to determine the funding necessary for compensation to such advisors.
 - (b) In carrying out its duties, the Committee will act in reliance on management, internal auditors and outside advisors and experts, as it deems necessary or appropriate;
 - (c) The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties;
 - (d) The Committee will have unrestricted access to the internal auditors, internal and outside counsel, and anyone else in the Corporation, and may require any officer or employee of the Corporation or the Corporation's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.