



BOARD DIVERSITY AND TERM POLICY

The Board of Directors (the "**Board**") of Black Diamond Group Limited ("**Black Diamond**") believes that Board nominations should be made on the basis of the skills, knowledge, experience and character of individual candidates and the requirements of the Board at the time. Black Diamond is committed to a meritocracy and believes that considering a broad group of individuals who have the skills, knowledge, experience and character required to provide the leadership needed to achieve the business objectives of Black Diamond, without reference to their age, gender, race, ethnicity or religion, is in the best interests of Black Diamond and all of its stakeholders. The Board recognizes benefits of diversity within the Board but will not compromise the principles of a meritocracy by imposing quotas or targets.

The Compensation, Nominating and Corporate Governance Committee (the "**Committee**") of the Board has established a "skills matrix" outlining the skills and experience which they believe are required by the members of the Board. This skills matrix will be reviewed annually by the Committee and updated as necessary. The Committee will also annually review the skills and experience of the current directors of Black Diamond. The Committee will also assess the knowledge of all nominees to the Board to ensure general compliance of the composition of the Board with the skills matrix, ensure that an appropriate number of independent directors sit on the Board, analyze any needs of the Board and recommend potential nominees who meet such needs of the Board. The Committee is authorized under its mandate and terms of reference to retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities.

<i>Executive Leadership</i>	Experience as a President or Chief Executive Officer leading an organization or major business line or experience providing strategic business advice.
<i>Enterprise Risk Assessment</i>	Board or executive experience in evaluating and managing risks in the industrial services sector.
<i>Value Creation</i>	Board or executive experience in evaluating, and executing on, value creation opportunities through acquisitions, divestiture, mergers or developmental opportunities.
<i>Health, Safety and Environment</i>	Board or management experience with environmental compliance and workplace health and safety in the industrial services sector.
<i>Operations</i>	Management experience in the industrial services sector or any other relevant operations experience.
<i>Compensation and Human Resources</i>	Management experience in human resources and executive compensation.
<i>Accounting and Finance</i>	Financial literacy in reading financial statements, financial accounting and operational accounting experience as well as corporate finance knowledge and experience usually from senior accounting and financial management, audit firm background or banking experience.

<i>Legal, Regulatory and Governmental</i>	Broad understanding of corporate, securities, regulatory regimes in Canada, the United States, Australia and/or any other jurisdiction in which Black Diamond operates and governmental royalty, incentive and taxation policies usually through management experience or a legal background.
<i>Corporate Governance</i>	Broad understanding of good corporate governance usually through experience as a board member or as a senior executive officer of a public organization or accreditation from a directors' education program.

The Board does not believe that fixed term limits are in the best interest of Black Diamond. The Committee considers both the term of service of individual directors, the average term of the Board as a whole and turnover of directors over prior three years when proposing a slate of nominees. The Committee considers the benefits of regular renewal in the context of the needs of the Board at the time and the benefits of the institutional knowledge of the Board members.