

## **HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER**

### **1. Purpose**

The main purpose of the Health, Safety & Sustainability Committee is to review and monitor the sustainable development, environmental, health and safety policies and activities of the Company on behalf of the Board. The Committee may investigate any activity of the Company that relates to sustainable development, community development, environment, health and safety.

The Committee will have access to such officers and employees of the Company and to independent consultants and advisors, and to such information respecting the Company as it considers necessary in order to perform its duties and responsibilities.

### **2. Composition and Organization**

The Committee will be appointed by the Board and shall consist of at least three members of the Board.

Members of the Committee are appointed for a one-year term at the first meeting of the Directors of the Corporation following the Annual General Meeting. The Chair of the Committee will be appointed by the Committee.

A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.

### **3. Meetings**

The Committee shall meet at least annually, and otherwise as necessary. Any member of the Committee may call a meeting of the Committee. The Committee may in camera sessions without the presence of management at each meeting (unless the members of the Committee present determine that such a session is not required).

### **4. Duties and Responsibilities**

The Committee will report to the Board on matters of occupational health and safety, and environment, and the Committee shall:

- Encourage, assist, support and counsel management in developing short and long-term policies, standards and principles with respect to sustainability, environmental, health and safety;
- Review and monitor the sustainability, environmental, safety and health policies and activities of the Company on behalf of the Board to ensure that the Company is compliant with appropriate laws and legislation, and policy;
- Periodically review community, environmental, health and safety response compliance issues and incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;

- Review results of operational community, environment, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits;
- Ensure that principle areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- Ensure that the Company's directors are kept abreast of their duties and responsibilities related to health, safety and environmental stewardship;
- Make periodic visits, as individual members or as the Committee, to the Company's operation and development sites, to become more familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability, environment, health and safety.
- Investigate, or cause to be investigated, any extraordinary negative sustainability, environment, and health and safety performance where appropriate.

## **5. Resources and Authority**

The Committee has the authority to:

- engage, at the expense of the Corporation, independent counsel and other experts or advisors, as is considered advisable relating to safety, health, or environmental issues;
- Conduct any investigation deemed warranted by the Committee; and
- request any senior officer or other employee of the Corporation to attend a meeting of the Committee, or to meet separately with members of the Committee, as it relates to carrying out the Committee's duties with respect to issues of safety, health and the environment.

The members of the Committee are encouraged to make periodic visits to the Company's operating and development sites, when considered appropriate, to become familiar with the nature of the operations, specifically in the context of the Company's goals and objectives, and policies and procedures, as they relate to safety, health and the environment.

## **6. Chair of the Committee**

The Chair is appointed by the Board and will be an independent Director. Responsibilities include:

- Establishing the meeting schedule and setting the agenda;
- Reporting to the Board on Committee activities and recommendations;
- Liaising with Senior Management and consultants and to take such other reasonable steps to ensure that the Committee, Directors and Senior Management are up to date and current with Health, Safety and Sustainability legislation, regulatory requirements and best practices;
- Ensuring that the responsibilities and duties of the Committee as set out in the Charter are carried out;
- Ensuring that draft minutes are reviewed and completed in advance of the subsequent meeting and are made available to the full Board of Directors.