

**TERMS OF REFERENCE FOR THE ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE
OF THE COMPANY**

1. PURPOSE

The purpose of the Environmental, Health and Safety Committee (in this part, the "**Committee**") is to review on behalf of the Board the policies and processes implemented by management, and the resulting impact and assessments of all health, safety and environmental related activities of the Company.

More specifically the purpose of the Committee is to:

- 1.1 review and approve, and if necessary revise, the environmental, health and safety policies and environmental compliance programs of the Company;
- 1.2 monitor the Company's environmental, health and safety management systems including internal and external audit results and reporting; and
- 1.3 provide direction to management on the frequency and focus of external independent environmental, health and safety audits.

2. COMPOSITION AND ORGANIZATION

- 2.1 Annually, following the annual general meeting of the Company, the Board shall elect from its members not less than three directors to serve on the Committee, which shall include the Chief Executive Officer.
- 2.2 The Board shall appoint one of the directors on the Committee as the Committee Chair.
- 2.3 Each member shall hold office until the close of the next annual general meeting of the Company or until the member resigns or is replaced, whichever occurs first.
- 2.4 The Committee shall meet at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any member. Environmental, health and safety on-site reviews, when appropriate, will be included in the regular Board tours of Company operations.
- 2.5 The Committee is authorized to request the presence at any meeting, a representative from the external advisors, senior management, legal counsel or anyone else it considers to be able contribute substantively to the subject of the meeting, including directors, officers and employees of the Company.

3. DUTIES AND RESPONSIBILITIES

- 3.1 The Committee shall have authority and shall be required to satisfy itself that:
 - (i) the Company has implemented appropriate environmental, health and safety policies and systems and provide guidance to management with respect to the policies and systems;
 - (ii) the Company carries out appropriate internal and external environmental, health and safety audits;
 - (iii) the Company has a policy for reporting findings to the Board;
 - (iv) Company environmental, health and safety policies are current and that operations are in compliance;

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- (v) management is taking appropriate steps to ensure compliance with regulatory standards;
- (vi) the Company's environmental, health and safety management system is meeting the needs of environmental, health and safety stewardship;
- (vii) the principle areas of environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- (viii) a plan is prepared each year which identifies the environmental, health and safety areas that the Committee expects to focus on; and
- (ix) overall company environmental, health and safety strategy is reviewed and approved.

4. ACCOUNTABILITY

- 4.1 The Committee shall report to the Board at its next regular meeting all deliberations and actions it has taken since the previous report.
- 4.2 The minutes of all meetings of the Committee will be made available for review by any member of the Board on request to the Chair of the Committee.