

# Environmental and Safety Committee Charter

## 1. Purpose

The purpose of the Environmental and Safety Committee is to:

- (a) review and recommend to the board, environmental and occupational health and safety policies and policy improvements that will assist the Corporation, its subsidiaries and managed joint ventures to comply with all applicable laws and regulations during exploration, operation and closure activities;
- (b) monitor, on behalf of the Board, the Corporation's, its subsidiaries' and managed joint ventures' compliance with its approved environmental and occupational health and safety policies and with appropriate laws and regulations; and
- (c) monitor, on behalf of the Board, the Corporation's, its subsidiaries' and managed joint ventures' permits and permitting processes.

## 2. Composition and Qualification

- (a) The Environmental and Safety Committee shall consist of a minimum of three directors;
- (b) At least a majority of the members of the Environmental and Safety Committee shall be independent directors; and
- (c) The directors on the Environmental and Safety Committee shall represent, to the extent possible, the technical skills necessary to adequately address the issues facing the Environmental and Safety Committee.

## 3. Member Appointment and Removal

- (a) The Environmental and Safety Committee members are appointed by the Board on the recommendation of the Governance and Nominating Committee in consultation with the Chairman, the Lead Independent Director (if any) and the CEO and with consideration of the desires of individual Board members.
- (b) Consideration will be given to rotating the Environmental and Safety Committee members periodically.
- (c) The Environmental and Safety Committee Chairman is selected by the Board on the recommendation of the Governance and Nominating Committee.
- (d) The Board may at any time remove a member from the Environmental and Safety Committee.

#### **4. Meetings**

The Environmental and Safety Committee will meet at least twice annually, or more frequently as circumstances may warrant. The Environmental and Safety Committee may meet with, and receive reports from, management.

A quorum for the transaction of business at all meetings of the Compensation Committee shall be a majority of members.

#### **5. Position Description and Responsibilities for Chairman**

The Chairman of the Environmental and Safety Committee shall be an independent director appointed by the Board on the recommendation of the Governance and Nominating Committee on an annual basis following the election of the Directors at the Corporation's Annual General Meeting of shareholders.

The Chairman shall:

- (a) work with the Chairman of the Board and the CEO, and manage the Environmental and Safety Committee, in a manner that ensures these relationships are effective and efficient and furthers the best interests of the Corporation;
- (b) acts as the principal sounding board and counsel for the directors and the CEO with respect to environmental and safety issues;
- (c) ensures that, as appropriate, the Chairman of the Board, the Lead Independent Director (if any) and the CEO are aware of concerns of the Environmental and Safety Committee;
- (d) provide strong leadership of the Environmental and Safety Committee in reviewing and monitoring the aims, strategy, policy and directions of the Environmental and Safety Committee in order to achieve its objectives;
- (e) communicates with the Board to keep it current on all major developments involving environmental and safety matters;
- (f) sets the frequency of the Environmental and Safety Committee meetings and reviews such frequency as appropriate;
- (g) works closely with the Chairman of the Board to coordinate matters to be brought forth to Board Meetings from the Environmental and Safety Committee; and
- (h) chairs and manages meetings of the Environmental and Safety Committee.

## 6. Mandate and Responsibilities

The Environmental and Safety Committee shall act as an internal consultant to management and shall:

- (a) review the policies at least annually to ensure that they adequately reflect the Corporation's commitment to environmental stewardship and the health and safety of its workers and, where appropriate, report and make recommendations to the Board;
- (b) review with management any extraordinary event or condition involving environmental impact or risk to health or safety and, where appropriate, report and make recommendations to the Board;
- (c) review, at least annually, the legal, technical and financial commitments for mine closure and the adequacy of financial provisions to meet these commitments and, where appropriate, report and make recommendations to the Board;
- (d) review, at least annually, the status of all material environmental and operating permits and permit applications and, where appropriate, report and make recommendations to the Board;
- (e) review, at least annually, all material environmental and safety issues and related action plans at each site operated by the Corporation and, where appropriate, report and make recommendations to the Board;
- (f) assist management to develop environmental protection and safety management systems;
- (g) assist management to develop effective awareness, communication and training programs on matters of worker safety and environmental protection;
- (h) assist management in developing programs to effectively communicate with workers, contractors and local communities on matters of environmental protection and worker safety; and
- (i) perform any other activities consistent with this Charter and Applicable Laws as the Environmental and Safety Committee deems necessary or appropriate.

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The Environmental and Safety Committee shall have the authority to delegate any of its responsibilities to subcommittees or individual members as the Environmental and Safety Committee deems appropriate.

## 7. Authority

The Environmental and Safety Committee shall have the authority:

- (a) to engage independent counsel and other advisors, including without limitation environmental or safety consulting firms, that it determines are necessary to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the Environmental and Safety Committee for the purpose of carrying out its duties; and
- (c) to set and pay the ordinary administrative expenses of the Environmental and Safety Committee that are necessary or appropriate in carrying out its duties.

**8. Reporting**

- (a) The Environmental and Safety Committee has a duty to report to the Board all matters that it considers to be important for Board consideration.
- (b) All minutes of the Environmental and Safety Committee should be attached to the Board minutes and forwarded to each member of the Board by the Secretary in a timely manner.