



HEALTH, SAFETY AND ENVIRONMENT COMMITTEE - CHARTER

The Board has established a Health, Safety and Environment Committee to assist it in discharging its responsibilities in accordance with policies established by the Board and which will report to the Board on its activities. The mandate of the Committee is to oversee the development and implementation of policies and best practices relating to health, safety and environment issues, in order to ensure compliance with applicable laws, regulations and policies in the jurisdictions in which the Corporation carries on business.

The following responsibilities of the Board are delegated to the Committee with the duty to report and where considered appropriate, to make recommendation to the Board with respect thereto:

- to establish and periodically review environment, health and safety policies for the Corporation;
- to oversee the management of the implementation of systems necessary for compliance with the policies, with the specific direction to bring any material non-compliance with the policies to the attention of the Board in a timely fashion;
- to oversee the management of the implementation of systems necessary for compliance with all environment, health and safety legislation, with specific direction to bring any material non-compliance with the legislation to the attention of the Board in a timely fashion;
- to monitor the effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
- to receive reports from management on significant environment, health and safety issues;
- to review and monitor the environment, health and safety performance of the Corporation through updates by management;
- to receive regular updates from management regarding compliance with environment, health and safety legislation, licences, the policies and systems in place to monitor such compliance;
- to conduct any actions to oversee management respecting all other matters relating to environment, health and safety consistent with the policies.

The Committee will also consider and advise the Board.

Appointment of Committee Members

The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Chairman of the Board. The members of the Committee shall be appointed annually by the Board at its first meeting following the annual meeting of shareholders, and shall hold office until the next annual meeting, or until they are removed by the Board of Directors or until their successors are earlier appointed, or until they cease to be directors of the Corporation.

2. Composition of Committee

The Committee shall consist of as many members as the Board of Directors shall determine, but in any event not fewer than two directors and not more than four directors. All members should have skills and/or experience which are relevant to the mandate of the Committee.

3. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board of Directors on the recommendation of the Chairman of the Board and the Corporate Governance and Nominating Committee, and shall be filled by the Board of Directors on such recommendation if the membership of the Committee is fewer than two directors. The Board of Directors may remove and replace any member of the Committee.

4. Committee Chair

The Committee shall appoint a Chair (the "Chair") for the Committee. The Chair may be removed and replaced by the Committee members. If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

5. Secretary of Committee

At the start of each meeting, the Committee shall appoint a secretary who need not be a director of the Corporation for the purposes of recording the minutes of the meeting.

6. Meetings

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of Committee meetings, provided that the Committee shall meet at least once per year and shall provide a report at the next Board meeting. The Committee may meet at any time with the Chief Executive Officer to discuss any matters that the Committee or Chief Executive Officer believes should be discussed. The Committee may meet at any time with or without management present.

The Chair or any two members of the Committee or the Chief Executive Officer of the Corporation may call a meeting of the Committee, providing 48 hours notice is given, or the majority of committee members waive the notice period.

7. Quorum

A quorum for the Committee shall be two members.

8. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9. Agenda

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board of Directors and management of the Corporation. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

10. Delegation

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

11. Attendance of Officers at a Meeting

At the invitation of the Chair, one or more officers or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

12. Procedure, Records and Reporting

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board of Directors when the Committee may deem appropriate (but not later than the next meeting of the Board of Directors).

13. Outside Consultants or Advisors

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

