

ENVIRONMENT & SAFETY COMMITTEE

Terms of Reference

PURPOSE

The Environment and Safety Committee (the “E & S Committee”) has been established by the Board and under powers delegated to it by the Board is mandated to monitor the implementation and maintenance of the Company’s policy of ongoing commitment to environmental and health and safety values and principles, with continuous operational improvement designed to minimize any adverse environmental and health and safety impacts all in accordance with the Board Objective.

COMPOSITION AND TERM OF OFFICE

1. The E & S Committee shall consist of three or more Directors, a majority of whom are independent.
2. The Chairman of the E & S Committee along with other members shall be appointed annually by the Board following the AGM to hold office until the next AGM, unless the member becomes unable to serve or is removed by the Board. A casual vacancy may be filled and additional members may be appointed at any time by the Board to hold office until the next AGM.
3. A quorum shall consist of a simple majority.

DUTIES AND RESPONSIBILITIES

The E & S Committee shall perform the following functions, as well as any other functions specifically authorized by the Board:

1. Schedule regular meetings. Extraordinary meetings may be called by any member of the E & S Committee or at the request of the Chairman of the Board.
2. Appoint a Secretary who shall record the proceedings of the E & S Committee meetings.
3. Report to the Board the E & S Committee activities and their recommendations, if any, requiring Board approval. The E & S Committee will endeavor to make such reports on a quarterly basis.
4. Ensure that Management develops, implements and maintains an Environment Management System (“EMS”) and a comprehensive Health and Safety Policy.
5. Ensure that the Company has designated an officer who will also be the liaison between Management and E & S Committee.
6. Report any material non-compliance with the Environment Policy or Health and Safety Policy to the Board and ensure that Management has initiated action plans to resolve any non-compliance.
7. Ensure that Management reports immediately to the Board any material impending and/or existing environment or health and safety events, charges or convictions.

8. Take such steps as are reasonably necessary to ensure that the EMS and Health and Safety Policy are carried out in a manner consistent with sound management practices.
9. Review the disclosure of environmental issues and policies required to be included in the Company's annual information form prior to its dissemination.
10. Ensure that the Company complies with all health and safety and environmental legislation in all areas in which the Company operates.

AUTHORITY

1. The E & S Committee is authorized to engage any outside advisor it deems necessary to carry out its duties and responsibilities and to arrange payment of the advisor's compensation by the Company.
2. The E & S Committee may, at the request of the Board or at its initiative, investigate such other matters as it considers appropriate in furtherance of the E & S Committee's purpose.