

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 (3) or more Directors, a majority of whom are independent within NI 52-110.
2. The Chair 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 AGM members may be appointed at any time by the Board to hold office until the next AGM.

DUTIES AND RESPONSIBILITIES

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

1. Ensure that Management develops, implements and maintains an Environment Management System (“**EMS**”) and a comprehensive Health and Safety Policy.
2. Ensure that the Company has designated an officer who will also be the liaison between Management and E & S Committee.
3. 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.
4. Ensure that Management reports immediately to the Board any material impending and/or existing environment or health and safety events, charges or convictions.
5. 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.
6. Review the disclosure of environmental issues and policies required to be included in the Company’s annual information form prior to its dissemination.
7. Ensure that the Company complies with all health and safety and environmental legislation in all areas in which the Company operates.

MEETINGS AND PROCEDURES

1. The E & S Committee shall schedule regular meetings and, subject to these Terms of Reference and applicable law, otherwise establish its procedures and govern itself as the members may see fit in order to carry out and fulfill its duties and responsibilities hereunder. Extraordinary meetings of the E & S Committee may be called at the request of a member on the E & S Committee or the Chair of the Board to be held at such times and places as the person calling such meeting may determine.
2. A majority of members of the E & S Committee will constitute a quorum. Decisions of the E & S Committee will be by an affirmative vote of the majority. In the event of an equality of votes, the Chair will not have a casting or deciding vote. The E & S Committee may also act by resolution in writing signed by all the members of the E & S Committee.
4. The E & S Committee shall appoint a Secretary to keep minutes or other records of its meetings and proceedings.
5. The Chair of the E & S Committee shall report to the Board at its next regular meeting the E & S Committee's deliberations and recommendations, if any, requiring the Board's approval.

OTHER MATTERS

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.