



SAFETY, HEALTH AND ENVIRONMENTAL COMMITTEE TERMS OF REFERENCE

I. Purpose

- A. The purpose of the Safety, Health and Environmental Committee (the "Committee") is to review and ensure management of LeadFX Inc. ("LeadFX" or the Company") have in place the proper safety, health and environmental policies and procedures for its continuing operations.
- B. To monitor and ensure ongoing adherence to the Company's safety, health and environmental policies and procedures.

II. Composition and Operations

- A. The Committee shall consist of not fewer than three and not more than five directors, the majority of whom shall be independent directors.
- B. The Committee will meet at least four times per year and report back to the Board of Directors (the "Board") at the next Board meeting.
- C. A quorum for meetings shall be a majority of the members of the Committee present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak and hear each other.
- D. The Committee will have access to such officers and employees of the Company and to independent consultants and advisors, and to such information and records respecting the Company as it considers necessary in order to perform its duties and responsibilities.

III. Duties and Responsibilities

The Committee shall:

- A. Review and monitor the safety, health and environmental related policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislation.
- B. Review monthly safety, health and environment reports.
- C. Review an annual report by management on safety, health and environmental related issues.
- D. Review and monitor the management of programs and procedures to ensure that the principles set out in related policies are being adhered to and achieved.
- E. Receive regular updates from management with respect to safety, health and environmental related compliance issues and incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard.
- F. Review results of operational safety, health and environmental related audits and management's activities to maintain appropriate internal and external audits.
- G. Report and, where appropriate, make recommendations to the Board.



- H. Ensure that principal areas of safety, health and environment risks and impacts are identified and that sufficient resources are allocated to address these.
- I. Ensure that the Company's directors are kept abreast of their duties and responsibilities related to the scope of this Committee.
- J. Review and inquire as to the extent internal controls can be relied upon to detect weaknesses in the Company's policies and practices relating to safety, health and environmental risks or actions.
- K. Investigate, or cause to be investigated, any extraordinary negative safety, health and/or environmental related performance issues where appropriate.

IV. Accountability

- A. The Committee Chair shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next scheduled Board meeting and provide a formal report to the Board as requested.

V. Reviews

- A. The Committee shall review and reassess this Terms of Reference annually and recommend changes to the Board for approval.

Approved by the Board of Directors on May 9, 2013