



# **AGNICO EAGLE**

**AGNICO EAGLE MINES LIMITED**

## **HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER**

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This Charter shall govern the activities of the health, safety, environment and sustainable development committee (the "HSESD Committee") of the board of directors (the "Board of Directors") of Agnico Eagle Mines Limited (the "Corporation").

### **I. PURPOSE OF THE HSESD COMMITTEE**

The HSESD Committee shall advise and make recommendations in accordance with the Corporation's Sustainable Development Policy to the Board of Directors in its oversight role with respect to the Corporation's health and safety, environmental and corporate social responsibility strategy, policies, programs and performance.

The purpose of the HSESD Committee is to assist the Board of Directors in regards to:

- monitoring and reviewing health and safety, environmental and community risks;
- ensuring the Corporation's compliance with applicable legal and regulatory requirements associated with health and safety, environment and social matters; and
- supporting the furtherance of the Corporation's commitment to adoption of best practices in mining operations, promotion of a healthy and safe work environment, and environmentally sound and socially responsible resource development.

The HSESD Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the HSESD Committee with respect to any of the matters referred to in this Charter.

### **II. COMPOSITION**

The HSESD Committee shall be comprised of a minimum of three directors, a majority of whom shall be unrelated and independent as determined by the Board of Directors in accordance with the applicable requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities.

The members of the HSESD Committee shall be appointed by the Board of Directors annually at the first meeting of the Board of Directors after a meeting of the shareholders at which directors are elected and each member shall serve until: the next annual meeting of shareholders; they resign; their successors are

duly appointed; or such member is removed from the HSESD Committee by the Board of Directors. The Board of Directors shall designate one member of the HSESD Committee as the chair of the HSESD Committee (the "Chair"), but if it fails to do so, then the members of the HSESD Committee may designate the Chair by a majority vote of the full HSESD Committee membership.

### **III. MEETINGS**

The HSESD Committee shall meet at least four times annually and more frequently as desired or required. The HSESD Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of members of the HSESD Committee participating in any meeting of the HSESD Committee shall be sufficient for the adoption of any resolution.

### **IV. RESPONSIBILITIES AND DUTIES**

The HSESD Committee's primary responsibilities are to:

#### General

1. review and assess the adequacy of this Charter, at least annually and, where necessary or desirable recommend changes to the Board of Directors;
2. review, on a quarterly and annual basis, reports by management on health and safety, environment and sustainability;
3. encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in any health and safety, environment, and sustainability policies are being adhered to and achieved;
4. assure that management of the Corporation is monitoring trends and reviewing current and emerging issues in the health and safety, environmental and sustainability areas, as well as evaluating their impact on the Corporation;
5. review results of operational, health and safety, environment and sustainability audits and management's activities to maintain appropriate internal and external operational, health and safety, environmental and sustainability audits;
6. review and make recommendations in regard to health and safety, environmental and sustainability policies and procedures;
7. keep the Board of Directors abreast of their duties and responsibilities related to the scope of the HSESD Committee;
8. evaluate the effectiveness of the health and safety, environment and sustainability programs and make recommendations for improvement;
9. review and make recommendations in regard to any health and safety, environment and sustainability compliance issues;

10. assess the health and safety, environment and sustainable development management procedures and recommend improvements, if any;
11. determine if any health and safety, environmental or sustainability incidents are of significance to report to the Board of Directors;
12. request investigation of any extraordinary negative health and safety, environment and sustainability incidents where appropriate;
13. review the scope of potential health and safety, environmental and sustainability liabilities and the adequacy of the health and safety, environmental and sustainability management systems to manage these liabilities;
14. receive reports from management on the Corporation's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility programs;
15. make periodic visits to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health and safety, environment and sustainability;
16. monitor and review climate-change related risks and opportunities;
17. monitor and review the management of tailings and designate one or more accountable executive officers for such purpose (who shall act in accordance with relevant guidelines set out by the Mining Association of Canada or other applicable industry associations or regulations);
18. report to the Board of Directors following each meeting of the HSESD Committee and at such other times as the Board of Directors may consider appropriate;
19. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the HSESD Committee by the Board of Directors;

#### Responsibilities of the Chair

20. establish the frequency of HSESD Committee meetings and the agendas for meetings;
21. provide leadership to the HSESD Committee and preside over HSESD Committee meetings;
22. report to the Board of Directors with respect to the significant activities of the HSESD Committee and any recommendations of the HSESD Committee;
23. review and assess the adequacy of the HSESD Committee's mandate and evaluate the HSESD Committee's effectiveness in fulfilling its mandate; and
24. ensure that the HSESD Committee carries out its mandate through reasonably required steps.