
HSE & SUSTAINABILITY COMMITTEE CHARTER

1. PURPOSE

The purpose of the Health, Safety and Environment (HSE) & Sustainability Committee (the “Committee”) is to assist the Board in fulfilling its responsibilities in respect of environmental and social sustainability, safety and health by overseeing the development and implementation by management of policies, compliance systems, and monitoring processes to ensure compliance by the Corporation with applicable legislation, rules and regulations, and with the aim to perform and report in line with industry best practices.

The Committee recognizes that the Corporation’s principal concern should be the wellbeing of its people, whether they are employees, contractors, near-mine affected persons or communities, or other stakeholders. The health and safety of those persons, and the sustainability of the environment in which they work or live, is a critical factor in measuring the long term success of the Corporation’s business and therefore, also for its investors and stakeholders.

2 COMMITTEE STRUCTURE AND MEETINGS

The Committee shall be comprised of a minimum of three directors, at least two of whom shall be independent as per applicable securities regulations and rules of the relevant stock exchange(s).

The Chairperson of the Committee shall be nominated by the Corporate Governance & Nominating Committee from time to time. A quorum for any meeting shall be a majority of the directors comprising the Committee.

Nominees for the Committee shall be recommended by the Corporate Governance & Nominating Committee in accordance with the policies and principles set forth in the Corporate Governance & Nominating Committee charter. The invitation to join the Committee shall be extended by the Board of Directors (the “Board”) itself, by the Chairperson of the Corporate Governance & Nominating Committee or the Chairperson of the Board. Members of the Committee may be removed or replaced by the Board.

Any Committee member may resign at any time by providing notice in writing or by electronic transmission to the Corporation’s Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Committee aims to meet a minimum of four times annually. The Chairperson of the Committee may invite members of management and advisors to attend Committee meetings. Minutes shall be kept of

each Committee meeting. The Committee shall meet at such other times as necessary or appropriate to fulfill its duties and responsibilities.

The Committee shall have unrestricted access to the Corporation's personnel and documents and shall be provided with the resources necessary to carry out its responsibilities.


The Committee has the right to engage experts or advisors, including independent legal counsel at the expense of the Corporation, and to set and pay the compensation of such outside experts or advisors.

The Committee shall report its activities to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board.

3. RESPONSIBILITIES OF THE COMMITTEE

The Committee shall:

- (a) establish with management long term environmental and social sustainability, health and safety goals and evaluate the Corporation's progress against those goals and report to the Board;
- (b) consider and advise management of emerging environmental and social sustainability issues that may affect the business, performance or reputation of the Corporation and make recommendations, as appropriate, on how management can address such issues;
- (c) advise management on implementing, maintaining and improving environmental and social sustainability, health and safety strategies, implementation of which creates value consistent with long term preservation and enhancement of shareholder value and responsible mining;
- (d) make recommendations to management on economically, environmentally and socially responsible business practices that align with the Corporation's sustainability goals;
- (e) monitor the Corporation's risk management processes related to environmental and social sustainability, health and safety with particular attention to managing and minimising environmental risks and impacts;
- (f) review and improve the Corporation's sustainability initiatives and reporting including review of Corporation's annual sustainability report in line with the United Nations Global Reporting Initiative (GRI);
- (g) oversee the establishment, review continued effectiveness and ensure updates to processes and systems necessary to safeguard compliance with environmental and social sustainability, health and safety policies, rules and regulations, bringing any material non-compliance to the attention of the Board in a timely fashion;
- (h) review handling of incident reports, results of investigations into material events, findings from environmental and social sustainability, health and safety audits and the action plans proposed pursuant to the findings;
- (i) receive and review regular updates from management regarding:

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- i. environmental and social sustainability, health and safety performance of the Corporation;
 - ii. compliance by the Corporation with applicable legislation, rules and regulations as well as policies, systems and processes; and
 - iii. benchmarking by management of performance, policies, systems and processes of the Corporation against industry best practices; and
- (j) any additional matters delegated to the Committee by the Board.

4. AMENDMENT OR MODIFICATION

This Charter may be amended or modified by the Board.