
ENVIRONMENT, SUSTAINABILITY AND GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The purpose of the Environment, Sustainability and Governance Committee (the “Committee”) is to support the Corporation in fulfilling its responsibilities in respect of environment, social and governance (“ESG”) matters.

The Corporation recognizes that the long-term success and viability of its business requires responsible stewardship of its environmental impact, a strong social license to operate and ethical business practices. The Corporation’s focus on ESG matters is intended to benefit its shareholders, host communities and countries, employees and suppliers.

The Committee shall oversee and advise the Board of Directors (the “Board”) and the Corporation’s management team (“Management”) in relation to the development and implementation of the Corporation’s ESG initiatives, including policies, compliance systems, and monitoring processes, to ensure that the Corporation is performing and reporting in a manner consistent with the mining industry best practices and having regard to its commitments as a member of the World Gold Council.

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 chairman 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 itself, by the chairman of the Corporate Governance & Nominating Committee or the chairman 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 chairman 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) advise Management in connection with the development and implementation of ESG strategies to preserve and enhance long-term shareholder value and to promote stakeholder interests;
- (b) establish with Management ESG targets to help the Corporation implement its ESG strategies, evaluate the Corporation's progress against such targets; and bring any material deficiencies to the attention of the Board in a timely manner;
- (c) consider and advise Management of emerging ESG issues that may affect the business, performance or reputation of the Corporation and make recommendations, as appropriate, on how Management can address such issues;
- (d) on an annual basis review the Corporation's policies, processes and systems as they pertain to ESG matters and, where appropriate, make recommendations to Management regarding updates that may be required or prudent to ensure that such policies, processes and systems are consistent with industry best practices and the Corporation's values;
- (e) review on an annual basis the Corporation's sustainability report having regard to all reporting frameworks adopted by the Corporation;
- (f) review environmental incident reports, the results of investigations into material events, findings from environmental audits and the action plans proposed pursuant to the findings;
- (g) review the Corporation's performance on community relationships, along with any proposed recommendations or actions based on such performance;
- (h) review and report to the Board on the sufficiency of the financial and human resources allocated to ensuring the proper development, training, education, management and advancement of the Corporation's ESG strategies; and
- (i) any additional matters delegated to the Committee by the Board.

4. AMENDMENT OR MODIFICATION

This Charter may be amended or modified by the Board.