
TECHNICAL, SAFETY & HEALTH COMMITTEE CHARTER

1. PURPOSE

The purpose of the Technical, Safety & Health Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities in respect of specific technical, safety and health matters. 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 advancement of the Corporation’s mining assets, and the adoption of mining industry best practices for operations, health and safety.

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 its stakeholders is a critical factor in measuring the long-term success of the Corporation’s business, 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 chairman of the Committee shall be nominated by the Corporate Governance & Nominating Committee from time to time. A quorum for any meeting shall be two directors.

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

The Committee has the right to engage technical experts or advisors, 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. THE RESPONSABILITIES OF THE COMMITTEE

In general (in addition to the enumerated responsibilities below), the Committee shall discharge its responsibilities by conducting investigations, analysis and diligence to validate and test the technical aspects of the Corporation's exploration opportunities, project development or mining operations.

The Committee may also consider project economic analysis, appraisal of technical risk factors, appropriate longer-range (as well as early stage) preparations for project development and construction, as well as such other matters as may be requested by the Board.

In addition to the general statement of responsibilities above, the Committee is responsible for:

- (a) overseeing and reviewing the technical aspects of the Corporation's exploration programs, project development life cycle and construction, permitting, and mining operations, including reviewing all project development milestones and proposals for project construction, and making recommendations to the Board for consideration;
- (b) establishing with Management long-term technical, health and safety performance objectives and evaluating the Corporation's progress against such objectives;
- (c) considering and advising Management of emerging technical, health and safety issues that may affect the business performance or reputation of the Corporation and making recommendations, as appropriate, on how Management can address such issues;
- (d) advising Management on implementing, maintaining and improving technical, safety and health aspects;
- (e) considering reports on interim exploration results and technical, health and safety issues, challenges and risks facing mining operations, with a view to giving Management advice about appropriate solutions, actions and risk mitigants;
- (f) reviewing on an annual basis the resource and reserve estimates of the Corporation's mineral properties and methodology behind those estimates, having regard to compliance of public disclosure with regulatory and listing requirements, and bringing any material non-compliance to the attention of the Board;
- (g) on behalf of the Board (but not in replacement of its jurisdiction to review and approve), overseeing the detailed technical aspects of project construction, as well as obtaining regular updates from Management regarding progress and performance;
- (h) overseeing periodic benchmarking by Management of the technical policies, systems and monitoring processes of the Corporation versus industry best practices;
- (i) reviewing and reporting to the Board on the sufficiency of financial, technical and human resources to ensure the proper and timely development and advancement of the Corporation's exploration, project and mining operations (having regard to the Corporation's strategy);

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- (j) receiving and reviewing updates from Management regarding the technical, health and safety performance of the Corporation; and
 - (k) any additional matters delegated to the Committee by the Board.

4. AMENDMENT OR MODIFICATION

1. This Charter may be amended or modified by the