

12. MANDATE OF THE TECHNICAL, ENVIRONMENT, HEALTH AND SAFETY COMMITTEE

12.1 Composition

- a) The Committee shall consist of at least three directors, a majority of whom shall be independent. A quorum for the transaction of business at all meetings of the Committee shall be a majority of members.
- b) The directors on the Committee shall represent, to the extent possible, the technical skills necessary to adequately address the technical, environment and, health and safety issues facing the Company.

12.2 Terms of Reference

In order to meet applicable legal requirements and operate at an appropriate level, the Committee shall:

- a) Foster a culture of environmental responsibility and an awareness of the importance of health and safety;
- b) Provide oversight on the development and implementation of management systems relating to environmental, and health and safety matters;
- c) Periodically review the Company's environmental, health & safety programs to ensure adequate resources and systems are in place to ensure programs are operating appropriately;
- d) Monitor compliance with legal requirements and internal targets in respect of the environmental, health and safety programs;
- e) Review with management the long term technical risks and opportunities and ensure that the Board is made aware of these risks and opportunities;
- f) Discuss with management any exploration, geological, mining, metallurgical and other technical issues of significant concern that require the attention of the Board;
- g) Review the technical and financial issues associated with new projects, acquisitions and dispositions that require Board approval with respect to their technical and financial impact on the Corporation; and
- h) Assist management in overseeing the technical development and review of major new projects.

12.3 Meetings

- a) The Committee will meet regularly at time necessary to perform the duties described above in a timely manner, but not less than two times per year.
- b) Meetings may be with representatives of management, all either individually or collectively as may be required by the Chairman of the Committee.
- c) At each Committee meeting, management will provide updates on health and safety, environmental matters and technical initiatives.