

**CHARTER
OF THE
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

1. Purpose

The Health, Safety and Environment Committee (the “HS&E Committee”) is responsible for the duties delegated to it by the Board of Directors to enable the Board to fulfill its oversight responsibilities in relation to:

- a) due diligence in the development and implementation of systems and programs for management of health, safety, security and environmental matters and to ensure the Company’s compliance with applicable laws; and
- b) reviewing, reporting and making recommendations to the Board about the Company’s policies, standards, practices and performance with respect to its corporate responsibility in relation to health, safety, security and environment.

2. Roles and Responsibilities

The HS&E Committee shall monitor, review, develop policies, recommend and take other action as appropriate in fulfilling its purpose, including:

- a) monitor on a regular basis the existing health, safety, security and environmental practices and procedures of the Company and its controlled subsidiaries for compliance with applicable legislation, conformity with industry standards, implementation of best practices and prevention or mitigation of losses;
- b) consider whether the Company's policies and practices relating to health, safety, security and environmental matters are being effectively implemented, including policies and practices to prevent loss or injury to the Company’s employees and its assets, networks or infrastructures from malicious acts, natural disasters or other crisis situations;
- c) review and consider reports and recommendations issued by the Company or by an external party relating to health, safety, security or environmental issues, together with management's response thereto;
- d) advise and make recommendations to the Board of Directors as appropriate on matters relating to health, safety, security and the environment;

- e) review and report, as appropriate, to the Board of Directors on the Company's policies and procedures relating to health, safety, security and the environment and, if appropriate, make recommendations to the Board of Directors;
- f) ensure the internal auditor has access to the Chair of the HS&E Committee, the Board and the Chief Executive Officer; and
- g) meet separately with the Vice-President, Health, Safety and Environment and report to the Board on such meetings.

3. Composition of Committee

The HS&E Committee shall consist of three or more Directors, a majority of whom shall be independent.

4. Appointment of Committee Members

Members of the HS&E Committee shall be appointed by the Board from time to time, and shall hold office until the next annual meeting, or until their successors are earlier appointed, or until they cease to be Directors of the Company.

5. Vacancies

Where a vacancy occurs at any time in the membership of the HS&E Committee, it may be filled by the Board on the recommendation of the HS&E Committee.

6. Committee Chair

The Board shall appoint a Chair for the HS&E Committee who shall:

- a) review and approve the agenda for each meeting of the HS&E Committee and as appropriate, consult with members of management;
- b) preside over meetings of the HS&E Committee; and
- c) report to the Board on the activities of the HS&E Committee relative to its recommendations, resolutions, actions and concerns.

7. Absence of Committee Chair

If the Chair of the HS&E Committee is not present at any meeting of the HS&E Committee, one of the other members of the HS&E Committee present at the meeting shall be chosen by the HS&E Committee to preside at the meeting.

8. Secretary of Committee

The Corporate Secretary shall act as Secretary to the HS&E Committee.

9. Meetings

The Chair, or any two members of the HS&E Committee, or the external auditors, may call a meeting of the HS&E Committee. The HS&E Committee shall meet at least three times per year. The HS&E Committee may also meet periodically in separate executive sessions.

10. Quorum

A majority of the members of the HS&E Committee, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak to each other, shall constitute a quorum.

11. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the HS&E Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. Attendance of Company Officers and Employees at Meeting

At the invitation of the Chair of the HS&E Committee, one or more officers or employees of the Company may attend any meeting of the HS&E Committee.

13. Procedure, Records and Reporting

The HS&E Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the HS&E Committee may deem appropriate but not later than the next regularly scheduled meeting of the Board.

14. Review of Charter and Evaluation of Committee

The HS&E Committee shall evaluate, on an annual basis, its performance and review its Charter and shall, as it deems appropriate, recommend any changes to the HS&E Committee and the Board for approval.

15. Outside Experts and Advisors

The HS&E Committee is authorized, when deemed necessary or desirable, to retain independent counsel, outside experts and other advisors, at the Company's expense, to advise the HS&E Committee or its members independently on any matter.