



SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

1. Purpose

The Board establishes the Safety and Sustainability Committee of the Board to support the Board in carrying out its oversight responsibilities with respect to ensuring that appropriate policies, systems and personnel are in place to implement and maintain high standards of practice and performance throughout the Corporation.

2. Responsibilities

The Safety and Sustainability Committee shall:

- (a) oversee the Corporation's practices and performance in regard to employee health and safety, environment, engagement with communities and indigenous peoples and resource stewardship (collectively "Sustainability Performance");
- (b) review, report and make recommendations to the Board of Directors on desirable corporate policies, procedures, strategic initiatives, and necessary follow-up from its review and monitoring functions and any significant incidents in respect to Sustainability Performance;
- (c) monitor the Corporation's compliance with applicable laws and regulations and track developments in relevant policies and regulations in the jurisdictions in which the company operates;
- (d) review progress of Sustainability Performance initiatives and projects and any significant contraventions of policies and any related outstanding litigation or regulatory actions;
- (e) review programs and procedures for communication of the Corporation's Sustainability Performance policies and procedures throughout the organization and to the public;
- (f) retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

3. Composition of the Committee

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members.

4. Member Appointment and Removal

The Board shall appoint members and a Chair of the Committee at each annual meeting of shareholders and members shall hold office until the next annual meeting, or until they are removed by the Board or until they cease to be directors of the Corporation.



5. **Structure and Operations**

The Chair shall consult with the Committee members to determine the schedule of Committee meetings and the Committee shall meet as required by the Board, but at a minimum of twice a year. A quorum shall consist of a meeting in which a majority of Committee members are participating. The Committee shall determine its own procedures, maintain meeting records and report to the Board not later than the next meeting of the Board.

6. **Annual Review of the Charter**

The Committee shall annually assess the adequacy of this Charter and recommend any changes to the Board.

7. **Approval**

Safety and Sustainability Committee

Board of Directors

POLICY TYPE

Board Governance

ADOPTED:

September 24, 2014