

## HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE MANDATE

### 1. PURPOSE

- 1.1** The Health, Safety and Sustainability Committee (the “Committee”) assists the Board of Directors of the Company (the “Board”) in fulfilling its oversight responsibilities with respect to compliance with applicable environmental, health, safety and human rights legislation, rules and regulations, and adherence to sustainable development standards (the balancing of environmental, social and economic interests) consistent with corporate objectives and accepted stakeholder expectations.

### 2. COMPOSITION AND MEMBERSHIP

- 2.1** The Committee shall consist of a minimum of two directors, the CEO, and members of management as determined by the CEO. All members should have skills and experience relevant to the mandate of the Committee.
- 2.2** The Board will appoint the members of the Committee (“Members”) and the Committee will appoint a Committee Chair (the “Chair”). The Members and Chair will hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee as necessary from time to time.
- 2.3** The Corporate Secretary of the Company (the “Secretary”) will be secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member of the Committee.

### 3. MEETINGS

- 3.1** Unless otherwise determined by Resolution of the Board the Committee will meet quarterly to perform its duties and responsibilities, at such times and places as determined by the Chair. Twenty-four (24) hours notice of each meeting will be given to Members orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference or video call.
- 3.2** The quorum for meetings of the Committee shall be a majority of its members.
- 3.3** The Committee may invite other members of the Board, senior management, and/or any third-party consultant to attend Committee meetings as appropriate.

### 4. DUTIES AND RESPONSIBILITIES

- 4.1** The Committee is responsible to:
- review and recommend Board approval of Human Rights policy and Emergency Response Plan at least annually;
  - encourage the development of a culture of social and environmental responsibility, and an awareness of the importance of health and safety;
  - assist management in defining the objectives set out in the Company’s health, safety and sustainability policies; monitor its effectiveness and, from time to time, discuss with management any necessary improvements to such policies and their implementation;

- assist management in implementing an environmental compliance audit program, request periodic status reports on such programs and provide feedback on improvements to the program;
- assist management in implementing appropriate health and safety programs, monitor their effectiveness and, from time to time, discuss with management any necessary improvements to such programs and their framework of implementation, and request and obtain regular reports on such programs;
- assist the Corporate Governance Committee in reviewing code of ethics violations as outlined in the Company Code of Conduct and Ethics;
- report on its activities on a regular basis to the Board, and annually to shareholders in the Company's annual reports; and
- assist management in the development and implementation of policies that promote leading practices in corporate social responsibility.

## **5. ACCESS TO INFORMATION AND AUTHORITY**

**5.1** The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers, employees, consultants and contractors will be directed to cooperate as requested by Members. Upon Board approval the Committee may retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities.

## **6. REVIEW OF MANDATE**

**6.1** The Committee will annually review and assess the adequacy of this Mandate and recommend any proposed changes to the Board for consideration.

## **7. RESPONSIBILITIES OF THE COMMITTEE CHAIR**

**7.1** The Committee Chair is responsible for the management and effective performance of the Committee and provides leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. The Committee Chair's responsibilities include:

- working with the CEO and the Corporate Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- presiding over Committee meetings;
- facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee; and
- taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

Original approval date: March 8, 2018

Approved by: Healthy, Safety, and Sustainability Committee and Board of Directors

**FORWARD AGENDA – HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE**

<b>AGENDA ITEM</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>
<b>HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE</b>				
Review, approve and recommend annual CSR report	√			
Review HSS Committee Mandate				√
Review policies for health and safety of employees			√	
Review Human Rights policy			√	
Review Emergency Response Plan			√	
Assist management in implementing appropriate health and safety programs, monitor their effectiveness, discuss with management any necessary improvements to such programs and their framework of implementation, and request and obtain regular reports on such programs	√	√	√	√
Assist the Corporate Governance Committee in reviewing code of ethics violations as outlined in the Company Code of Conduct and Ethics	√	√	√	√
Report on Committee activities on a regular basis to the Board, and annually to shareholders in the Company's annual reports	√	√	√	√