

## **Charter of the Reserves Committee of the Board of Directors**

### **I. Purpose**

The Reserves Committee shall provide assistance to the Board of Directors in fulfilling its responsibility to shareholders with the oversight of:

- the annual review of the Company's mineral reserves and resources;
- the integrity of the Company's reserves evaluation and reporting system;
- the Company's compliance with legal and regulatory requirements related to reserves evaluation, preparation and disclosure;
- the qualifications and independence of the Company's independent engineering consultants;
- the qualifications of the Company's qualified Persons;
- the adequacy of performance of the Company's independent engineering consultants; and
- the business practices and ethical standards of the Company in relation to the preparation and disclosure of reserves.

### **II. Structure and Operations**

#### *Composition and Qualifications*

The Reserves Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be independent in accordance with applicable legal and regulatory requirements.

#### *Appointment and Removal*

The members of the Reserves Committee shall be designated by the Board at least annually and shall serve until such member's successor is duly appointed or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

The Chair, as designated by the Board, will chair all regular sessions of the Reserves Committee and set the agendas for Committee meetings.

### **III. Meetings**

The Committee shall meet at least annually, or more frequently as circumstances dictate. A meeting of the Committee may be convened by the Chair of the Committee or a quorum of the Committee members. The Corporate Secretary shall, upon direction of either of the foregoing, arrange a meeting of the Committee. The Committee shall report

to the Board in a timely manner with respect to each of its meetings. A majority of the members of the Committee shall constitute a quorum.

Any director of the Company who is not a member of the Reserves Committee may, with the consent of the Chair, attend meetings of the Committee; provided, however, that any director who is not a member of the Committee may not vote on any matter set forth before the Committee. The Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

#### **IV. Responsibilities and Duties**

The following functions shall be the common recurring activities of the Reserves Committee in carrying out its purpose set forth in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate, as directed by the Board, in light of changing business, legislative, regulatory, legal or other conditions.

To carry out its responsibilities, the Reserves Committee will:

- a) approve the appointment of, and any proposed change in, the independent consultants retained to assist the Company in the annual review of reserves and resources;
- b) approve the scope of the annual review of the Company's reserves and resources by the independent consultants, having regard to industry practices and all applicable laws and regulations;
- c) meet annually, or more frequently if considered necessary, with appropriate Company personnel and the independent consultants of the Company to review and consider the evaluation of the reserves and resources and any other matters of concern in respect of the evaluation of the reserves and resources;
- d) review and recommend to the Board for approval: (i) any statement of reserve and resource data or similar reserve and resource information, and (ii) any report of the independent consultants regarding such reserves to be filed with any securities regulatory authorities or to be disseminated to the public;
- e) review, from time to time as the Reserves Committee considers necessary or appropriate, the Company's internal procedures relating to the disclosure of reserves and resources;
- f) advise the Board as to whether the Company's public reserves and resources disclosure is consistent with all required legal and regulatory requirements;

- g) take appropriate action to ensure that: (i) the independent consultants are independent prior to their appointment and throughout their engagement; and (ii) there do not exist any disclosed relationships or services that may impact the objectivity and independence of the independent consultants;
- h) approve the independent consultants' engagement fees and terms of service;
- i) review with the independent consultants any reserve and resource reporting problems or difficulties and management's response, including: (i) difficulties encountered in the course of the reserves report preparation; (ii) any restrictions placed on the scope of the independent consultants' activities or access to requested information; and (iii) any significant disagreements with management;
- j) review the Company's significant reserve and resource principles and policies and any significant changes thereto and any proposed changes in reserves standards and principles which have, or may have, a material impact on the Company's reserves disclosure;
- k) review any material reserves adjustments;
- l) resolve any material disagreements or difficulties between the independent consultants and management; and
- m) initiate, when appropriate, investigations of matters within the scope of its responsibilities.

The Reserves Committee is empowered to study or investigate any matter of interest or concern within the purpose of the Committee that the Committee deems appropriate or necessary and shall have the sole authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

## **V. Reporting**

The Reserves Committee will:

- (a) Report regularly to the Board (i) following meetings of the Reserves Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate.
- (b) Maintain minutes and other records of meetings and activities of the Committee, as appropriate.

## **VL. Annual Performance Evaluation**

The Reserves Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of adherence of the Committee to this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.