

Charter of the Safety, Health and Environmental Committee of the Board of Directors

I. Purpose

The primary purpose of the Safety, Health and Environmental Committee is to assist the Board of Directors in fulfilling its responsibilities in relation to the:

- establishment and review of safety, health and environmental policies;
- management of the implementation of compliance systems;
- monitoring of the effectiveness of safety, health and environmental policies, systems and monitoring processes;
- receipt of audit results and updates from management with respect to health, safety and environmental performances; and
- review of any additional matters delegated to the Safety, Health and Environmental Committee by the Board.

II. Structure and Operations

Composition and Qualifications

The members of the Safety, Health and Environmental Committee and its Chair will be appointed annually by the Board on the recommendation of the Nominating, Corporate Governance and Compensation Committee. The Safety, Health and Environmental Committee will consist of at least three members the majority of whom shall be independent Directors.

Appointment and Removal

The members of the Safety, Health and Environmental Committee shall be designated by the Board at least annually and shall serve until such member's successor is duly designated 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 meetings of the Safety, Health and Environmental Committee and set the agendas for Committee meetings.

III. Meetings

The Safety, Health and Environmental Committee will meet at least four times annually and as many additional times as the Committee deems necessary to carry out its duties effectively. 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 Safety, Health and Environmental Committee will constitute a quorum.

Any director of the Company who is not a member of the Safety, Health and Environmental 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 Safety, Health and Environmental 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.

The Safety, Health and Environmental Committee is empowered to study or investigate any matter of interest or concern 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.

The Safety, Health and Environmental Committee will:

- i) establish and periodically review safety, health and environmental policies;
- ii) oversee the management and implementation of systems necessary for compliance with safety, health and environmental policies, bringing any material non-compliance with these policies to the attention of the Board in a timely fashion;
- iii) review the effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
- iv) receive regular reports and updates from management on safety, health and environmental performance and issues of concern;
- v) review audit results and findings on health, safety and environmental audits, the action plans pursuant to the findings and the result of investigators into events of concern;

- vi) receive regular updates from management regarding (a) compliance with safety, health and environmental legislation and licenses and (b) the policies and systems in place to monitor such compliance;
- vii) review the benchmarking of the policies, systems and monitoring processes of the Corporation against industry best practices;
- viii) review the annual budget for the Corporation's safety, health and environmental operations to confirm that sufficient funding is provided for compliance with this mandate; and
- ix) oversee management with respect to all other matters relating to safety, health and environment in a manner consistent with the policies.

V. Reporting

The Safety, Health and Environmental Committee will:

- (a) Report regularly to the Board (i) following meetings of the Safety, Health and Environmental 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.

VI. Annual Performance Evaluation

The Safety, Health and Environmental 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.