



**SAFETY, HEALTH AND ENVIRONMENT
COMMITTEE OF THE BOARD OF DIRECTORS MANDATE**

PURPOSE

The primary purpose of the safety, health and environment committee (the “committee”) of the board of directors (“board”) is to assist the board in fulfilling its oversight responsibilities for safety, health and environmental matters.

COMPOSITION

The board shall appoint annually the committee and its chair. The committee shall consist of at least three members.

The majority of the committee members shall be independent pursuant to the standards of independence adopted by the board.

MEETINGS

The committee will meet as many times as the committee considers necessary to carry out its duties.

A majority of members of the committee shall constitute a quorum. No business may be transacted by the committee except at a meeting of its members at which a quorum of the committee is present.

The committee may invite such officers, directors and employees of the corporation as it may see fit from time to time to attend at meetings of the committee and assist thereat in the discussion and consideration of any matter.

A meeting of the committee may be convened by the Chair or any other member of the committee. The secretary, who shall be appointed by the committee, shall, upon the direction of any 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 held.

DUTIES AND RESPONSIBILITIES

1. The following responsibilities of the board are delegated to the committee with the duty to report and, where considered appropriate, to make recommendations to the board with respect thereto:
 - (a) establish and periodically review safety, health and environmental policies;
 - (b) oversee the management of the implementation of systems necessary for compliance with the policies, with the specific direction to bring any material non-compliance with the policies to the attention of the board in a timely fashion;

- (c) oversee the management of the implementation of systems necessary for compliance with all safety, health and environmental legislation, with specific direction to bring any material non-compliance with the legislation to the attention of the board in a timely fashion;
- (d) oversee management's monitoring of 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;
- (e) receive reports from management on significant safety, health and environmental issues;
- (f) oversee management's monitoring of significant event trends;
- (g) oversee the management of the safety, health and environmental performance of the corporation;
- (h) review and recommend approval of the targets (compensable and otherwise) pertaining to safety, health and environment;
- (i) receive and review sustainable development reports of the corporation;
- (j) review audit results and findings on health, safety and environmental audits, the action plans pursuant to the findings and the result of investigations into significant events;
- (k) receive reports from management regarding compliance with safety, health and environmental legislation, licences, the policies and systems in place to monitor such compliance;
- (l) review the benchmarking of the policies, systems and monitoring processes of the corporation against industry best practices;
- (m) review the annual budget for the corporation's safety, health and environmental operations, to assure sufficient funding for compliance with this mandate;
- (n) oversee management's mitigation of material risks within the committee's mandate and as otherwise assigned;
- (o) conduct any actions to oversee management respecting all other matters relating to safety, health and the environment consistent with the policies; and
- (p) undertake such other tasks as may be directed to it from time to time by the board.

ORGANIZATIONAL MATTERS

2. The procedures governing the committee shall, except as otherwise provided for herein, be those applicable to the board committees as set forth in Part 7 of the General Bylaws of the corporation.

3. The members and the chair of the committee shall be entitled to receive remuneration for acting in such capacity as the board may from time to time determine.
4. The committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts or consultants, as it considers appropriate, without seeking approval of the board or management. Such parties may prepare reports and attend meetings of the committee and assist thereat in the discussion and consideration of the affairs of the corporation as they relate to safety, health and environmental matters.
5. Any member of the committee may be removed or replaced at any time by the board. A member of the committee, who is a director, shall cease to be a member of the committee upon ceasing to be a director. The board may fill vacancies on the committee by appointment. If and whenever a vacancy shall exist on the committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the committee shall remain as such until the next annual meeting of shareholders after that member's appointment.
6. The committee shall annually review and assess the adequacy of its mandate and recommend any proposed changes to the nominating, corporate governance and risk committee for recommendation to the board for approval.
7. The committee shall participate in an annual performance evaluation, the results of which will be reviewed by the board.
8. The committee shall perform any other activities consistent with this mandate, the corporation's governing laws and the regulations of stock exchanges, as the committee or the board considers necessary or appropriate.