

APPENDIX 9

SUSTAINABILITY COMMITTEE CHARTER

1. Purpose; Responsibilities and Authority

The principal purpose of the Sustainability Committee is to review, monitor, and assess, on behalf of the Board of Directors, the policies and practices of the Company, as they relate to the environment, the health and safety of employees in the workplace, and sustainable development and social responsibility objectives. In furtherance of this purpose the Committee shall have the following responsibilities and authority:

Environmental

- (b) to review, approve and monitor the environmental policies of the Company prepared by Management so that the Company is in compliance with applicable environmental laws, policies and good industry practices;
- (c) to recommend actions for developing procedures and practices so that the principles set out in the Company's environmental policies are adhered to and achieved;
- (d) to review environmental compliance and environmental incidents to determine that the Company has appropriate personnel and adequate resources in place, is taking all necessary action, and is diligent in carrying out its responsibilities; and
- (e) to develop a calendar of activities to be undertaken by the Committee relating to environmental matters.

Employee Health and Safety

- (f) to review, approve and monitor the employee health and safety policies of the Company prepared by Management so that the Company is in compliance with applicable laws, policies and good industry practice;
- (g) to recommend actions for developing procedures and practices so that the principles set out in the Company's employee health and safety policies are adhered to and achieved;
- (h) to review employee health and safety compliance and health and safety incidents to determine that the Company has appropriate personnel and adequate resources in place, is taking all necessary action, and is diligent in carrying out its responsibilities; and
- (i) to develop a calendar of activities to be undertaken by the Committee relating to employee health and safety.

Sustainability

- (i) to review, approve and monitor the sustainability policies of the Company prepared by Management so that the Company is in compliance with applicable sustainability and social responsibility laws, regulations, policies and good industry practices;

- (j) to recommend actions for developing procedures and practices so that the principles set out in the Company's sustainability and social responsibility policies are adhered to and achieved;
- (k) to determine that the Company has appropriate personnel and adequate resources in place, is taking all necessary action, and is diligent in carrying out its responsibilities with respect to sustainability and social responsibility;
- (l) to develop a calendar of activities to be undertaken by the Committee relating to sustainability and social responsibility;
- (m) To provide management oversight in its review of and identification of risks related to sustainability and, adoption of programs to reduce risks; and
- (n) to review public reporting relating to the Company's sustainability performance.

The Committee shall recommend to the Nominating and Governance Committee the qualifications and criteria for membership on the Committee.

2. Structure and Membership

- (a) **Number.** The Committee shall consist of three persons unless the Board should from time to time otherwise determine. At least one of the members of the Committee shall be generally familiar with environmental, health and safety requirements within the mining industry, including standard procedures and applicable legislation at the time of his appointment, or shall become so within a reasonable period of time following such appointment.
- (b) **Selection and Removal.** Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. The Board may remove members of the Committee at any time with or without cause.
- (c) **Independence.** At least a majority of the members of the Committee shall be "independent" as determined under the Company's Corporate Governance Overview and Guidelines.
- (d) **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
- (e) **Compensation.** The compensation of the Committee shall be as determined by the Board.
- (f) **Term.** Members of the Committee shall be appointed for one-year terms. Each member shall serve until his or her replacement is appointed, or until he or she resigns or is removed from the Board or the Committee.

3. Procedures and Administration

- (a) **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep minutes of its meetings and any other records as it deems appropriate.

(b) **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time to time under the circumstances.

(c) **Reports to the Board.** The Committee shall report (orally or otherwise) regularly to the Board with respect to such matters as are relevant to the Committee's discharge of its responsibilities, and shall report in writing on request of the Chairman of the Board.

(d) **Charter.** The Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(e) **Independent Advisors.** The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay appropriate compensation to advisors engaged by the Committee.

(f) **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any Officer or other person to meet with the Committee.

(g) **Annual Self-Evaluation.** The Committee shall evaluate its own performance at least annually.

4. Additional Powers

The Committee shall have such other duties as may be delegated from time to time by the Board of Directors

