

## **ESG & Safety Committee Charter**

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### **1. Purpose**

The purpose of the ESG & Safety Committee is to oversee the development and implementation of policies and management systems of the Corporation relating to environmental, social governance, social responsibility and health and safety issues in order to ensure compliance with applicable laws and best management practices as outlined in the Corporation's Code of Business Conduct, ESG and Ethics and other policies.

### **2. Composition and Qualification**

- (a) The ESG & SAFETY Committee (the Committee) shall consist of a minimum of three directors.
- (b) At least one member (the Chairman) of the ESG & SAFETY Committee shall be an independent director.

### **3. Member Appointment and Removal**

- (a) The ESG & SAFETY Committee members are appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee after consultation with the Chairman and the Lead Independent Director (if any) and with consideration of the desires of individual Board members on an annual basis following the election of the Directors at the Corporation's Annual General Meeting of shareholders.
- (b) Consideration will be given to rotating the ESG & SAFETY Committee members periodically.
- (c) The ESG & SAFETY Committee Chairman is selected by the Board on the recommendation of the Nominating and Corporate Governance Committee.
- (d) The Board may at any time remove a member from the ESG & SAFETY Committee.

### **4. Meetings**

The ESG & SAFETY Committee will meet at least twice annually, or more frequently as circumstances may warrant. The ESG & SAFETY Committee may meet with, and receive reports from, management.

A quorum for the transaction of business at all meetings of the ESG & SAFETY Committee shall be a majority of members.

## 5. Responsibilities for the Committee

To carry out its oversight responsibilities, the Committee with the support of management shall:

- (a) work with the Chairman of the Board and the Lead Independent Director (if any), and manage the ESG & SAFETY Committee, in a manner that ensures these relationships are effective and efficient and furthers the best interest of the Corporation;
- (b) act as the principal sounding board and counsel for the Chairman and the Lead Independent Director (if any) with respect to ESG & SAFETY issues;
- (c) provide strong leadership of the ESG & SAFETY Committee in reviewing and monitoring the aims, strategy, policy and directions of the ESG & SAFETY Committee in order to achieve its objectives;
- (d) communicate with the Board to keep it current on all major developments involving ESG & SAFETY;
- (e) set the frequency of the ESG & SAFETY Committee meetings and review such frequency as appropriate;
- (f) work closely with the Chairman and the Lead Independent Director (if any) to coordinate matters to be brought forth to Board Meetings from the ESG & SAFETY Committee;
- (g) the Chairman of the Committee shall chair and manage meetings of the ESG & SAFETY Committee; and
- (h) coordinate and review an annual ESG Sustainability Report starting in 2023.

## 6. Mandate and Further Responsibilities

The ESG & SAFETY Committee shall with the support of management:

- (a) communicate to the Company and its subsidiaries the importance of developing (i) a culture of environmental responsibility; and (ii) an awareness of the importance of ESG and safety;
- (b) confirm adequate resources are available and systems are in place for management to implement appropriate ESG & SAFETY programs and request and obtain from the senior officer responsible for ESG & SAFETY issues, periodic reports on such programs;
- (c) establish policies, and provide oversight on the development and implementation of management systems relating to ESG & SAFETY matters;
- (d) confirm management has implemented a Safety Policy and Framework, which includes defined standards and objectives, monitor its effectiveness and from time to time, discuss with management any necessary improvements to such policy and its framework of implementation;

- (e) confirm that management has implemented an ESG & SAFETY performance measurement system that can be used to provide a continual measure of the ESG & SAFETY performance, documented in an annual sustainability report and ensures continuous improvement of the Corporation;
- (f) confirm that management has implemented procedures that account for reclamation and closure obligations in the Corporation's business plans according to IFRS and that periodic status reports are provided;
- (g) receive periodic reports from management which include any ESG & SAFETY issues of a material nature; and
- (h) annually evaluate the performance of the ESG & SAFETY Committee.

The ESG & SAFETY Committee shall have the authority to delegate any of its responsibilities to subcommittees or individual members as the ESG & SAFETY Committee deems appropriate.

## **7. Authority**

The ESG & SAFETY Committee shall have the authority:

- (a) to engage independent counsel and other advisors, including without limitation any search firm to be used to identify director candidates, that it determines are necessary to permit it to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the ESG & SAFETY Committee; and
- (c) to set and pay the ordinary administrative expenses of the ESG & SAFETY Committee that are necessary or appropriate in carrying out its duties.

## **8. Reporting**

- (a) The ESG & SAFETY Committee has a duty to report to the Board all matters that it considers to be important for Board consideration.
- (b) All minutes of the ESG & SAFETY Committee should be attached to the Board minutes and forwarded to each member of the Board by the Secretary in a timely manner.