



I. SUSTAINABILITY COMMITTEE MANDATE

This Mandate shall govern the constitution and activities of the Sustainability Committee of the Board.

A. General Purpose of the Sustainability Committee

The principal purpose of the Sustainability Committee is to review, monitor and make recommendations, on behalf of the Board, regarding Company policies pertaining to occupational health & safety, human rights, environmental and sustainability (collectively "Sustainability Policies") and will assist the Board in its oversight of the implementation of and compliance with the Sustainability Policies.

In a general and overarching manner, the Sustainability Committee is to assist the Board in regards to:

Reviewing and providing commentary on the annual corporate sustainability program;

Monitoring and reviewing sustainability risks and associated prevention and mitigation measures;

Monitoring and reviewing the Company's compliance with applicable legal and regulatory requirements associated with occupational health & safety, human rights, and environment matters;

Supporting furtherance of the Company's commitment to adoption of best practices in mining operations, promotion of a healthy and safe work environment, and environmentally sound resource development;

Requiring that management is monitoring trends and reviewing current and emerging issues in the sustainability fields, as well as evaluating their impact on the Company; and

Considering and implementing appropriate development and refinement to corporate sustainability policies and initiatives and having the authority to delegate to one or more of its members responsibility for developing recommendations for consideration by the Sustainability Committee.

B. Structure and Membership

(a) *Number*

The Sustainability Committee shall consist of three persons unless the Board should from time to time otherwise determine. At least one of the members of the Sustainability Committee shall be generally familiar with environmental, occupational health and safety requirements, as well as broader sustainability and corporate social responsibility practices within the mining industry, including standard procedures and applicable legislation at the time of his or her appointment, or shall become so within a reasonable period of time following such appointment.



(b) Selection and Removal

The Sustainability Committee shall periodically recommend to the Compensation, Governance and Nominating Committee the qualifications and criteria for membership on the Sustainability Committee. Members of the Sustainability Committee shall be appointed by the Board, upon the recommendation of the Compensation, Governance and Nominating Committee. The Board may remove members of the Sustainability Committee at any time with or without cause.

(c) Independence

A majority of the members of the Sustainability Committee shall be “independent” as determined under Section IV of the Company’s Corporate Governance Policies and Procedures Manual, and the requirements of the stock exchanges and securities legislation under which the Company operates.

(d) Chair

The Sustainability Committee Chair shall be appointed by the Board.

(e) Compensation

The compensation of the Sustainability Committee shall be as determined by the Board.

(f) Term

Members of the Sustainability Committee shall be appointed for one-year terms. Each member shall serve for the ensuing year until his or her replacement is appointed, or until he or she resigns or is removed from the Board or the Sustainability Committee.

C. Procedures and Administration

(a) Meetings

The Sustainability Committee shall meet at least four times annually and more frequently, as desired or required. The Sustainability Committee shall keep minutes of its meetings and any other records as it deems appropriate. The Sustainability Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of members of the Sustainability Committee participating in any meeting shall be sufficient for the adoption of any resolution.

(b) Subcommittees

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

(d) Mandate

The Sustainability Committee shall, at least annually, review and reassess the adequacy of this Mandate and recommend any proposed changes to the Board for approval.

(e) Independent Advisors

The Sustainability 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 Sustainability Committee is empowered, without further action by the Board, to cause the Company to pay appropriate compensation to advisors engaged by the Sustainability Committee.

(f) Investigations

The Sustainability 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 Sustainability Committee.

(g) Annual Self-Evaluation

The Sustainability Committee shall evaluate its own performance at least annually.

D. Committee Responsibilities and Duties

The Sustainability Committee's responsibilities include:

On a quarterly basis, review reports by management on sustainability matters and assess annual corporate sustainability performance metrics including Objectives & Key Results, Key Performance Indicators, external assurance findings, and ESG rating agencies scores;

Encourage, assist, support and counsel management in developing short and long-term policies and standards to ensure that the principles set out in the Sustainability Policies are being adhered to and achieved;

Review results of occupational health & safety, human rights and environment audits and management's activities to maintain appropriate internal and external expectations about the compliance with the Sustainability Policies;

Review and make recommendations to update the Sustainability Policies from time to time;

Evaluate the effectiveness of the Sustainability Policies and Sustainability Committee;



- Keep the Company's directors abreast of their own duties and responsibilities in relation to Sustainability Policies;
 - Review and make recommendations in regard to any Sustainability Policy observance compliance issues;
 - Assess the occupational health & safety, human rights, and environment management procedures and recommend improvements, if any;
 - Report all Sustainability incidents to the Board, minor matters to be cumulated and reported periodically and significant matters promptly reported;
 - Review the scope of potential Sustainability Committee liabilities and the adequacy of the management systems to implement and monitor these liabilities;
 - Make periodic visits, as individual members or as the Sustainability Committee, to site locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health, safety, and environment;
 - Request investigation of any occupational health & safety, human rights, and environment performance where appropriate;
 - Liaise with the Technical Committee concerning environmental and sustainability issues arising from the Company's tailings management system; and
 - Report to the Board following each meeting of the Sustainability Committee and at such other times as the Board of Directors may consider appropriate.
- In all cases, the Sustainability Committee will, where appropriate, report to the Board and make recommendations to management and/or to the Board.

E. Responsibility of the Chair

The Sustainability Committee Chair is generally responsible for:

- (a) Establishing the frequency of Sustainability Committee meetings and the agendas for meetings;
- (b) Providing leadership to the Sustainability Committee and presiding over Sustainability Committee meetings;
- (c) Reporting to the Board with respect to the significant activities of the Sustainability Committee and any recommendations of the Sustainability Committee;
- (d) Annually reviewing and assessing the adequacy of Sustainability Committee Mandate and evaluating its effectiveness in fulfilling its mandate;
- (e) Ensuring that the Sustainability Committee carries out its mandate through reasonably required steps; and



- (f) Reviewing the Company's public disclosures of sustainability matters and advising the Board thereon.

F. Additional Powers

The Sustainability Committee shall have such other duties as may be delegated to it from time to time by the Board.