

## HEALTH AND SAFETY AND ENVIRONMENTAL COMMITTEE CHARTER

### Purpose

1. The Health and Safety and Environmental Committee (the "Committee") of the Board of Directors (the "Board") shall provide assistance to the Board in fulfilling its responsibilities relating to the oversight of the health, safety and environmental ("HS&E") policies, procedures and programs of the Corporation and the performance of the Corporation and its subsidiaries relating to HS&E matters, in accordance with the Corporation's Employee's Charter and the principles set forth in the Health, Safety and Environmental Policy (the "Policy") of the Corporation, as amended from time to time.
2. The primary purposes of the Committee are:
  - (a) to ensure that HS&E policies, procedures and programs are developed and implemented and the principles set forth in the Corporation's Employee's Charter and the Policy are met;
  - (b) to assist the Board and Management in respect of the review of compliance by the Corporation and its subsidiaries with HS&E laws and regulations as well as internal policies, procedures and programs established by the Corporation; and
  - (c) to ensure that a proper system is in place to conduct and to review environmental and health and safety audits and assessments.

### Organization and Composition

3. The Committee shall be composed of not less than two (2) nor more than five (5) members, each of whom shall be a director of the Corporation.
4. The Board shall annually appoint the members of the Committee and a Chairman from amongst those appointed, to hold office until the next annual meeting of shareholders of the Corporation. The members of the Committee shall serve at the pleasure of the Board and vacancies occurring from time to time shall be filled by the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director of the Corporation.
5. A majority of the members of the Committee shall constitute a quorum and all actions of the Committee shall be taken by a majority of the members present at the meeting.
6. Regular meetings of the Committee shall be called by the Chairman of the Committee, and additional meetings may be called by any member of the Committee, by the Chairman, an Executive Vice-Chairman, a Vice-Chairman, a Chief Executive Officer, the President, the Chief Financial Officer or the Secretary of the Corporation.
7. The Committee shall meet at least annually or such greater number of times as determined by the Committee in order to carry out its purposes and responsibilities.
8. Unless otherwise determined by the Committee, the Secretary or an Assistant Secretary of the Corporation shall act as Secretary of the Committee. In the absence of the Secretary or an Assistant Secretary, the Committee shall select an individual to act as the Secretary of the Committee. The Secretary of the Committee will keep minutes of the Committee meetings and such minutes will be retained in the corporate records of the Corporation.

9. The Chairman or any other member of the Committee may request any officer or employee of the Corporation or its affiliates to attend a Committee meeting as deemed appropriate in order for the Committee to carry out its responsibilities.
10. The Committee may retain outside legal or other consultants to advise the Committee at the Corporation's expense and may approve any such consultant's fees and other retention terms.

### **Duties and Responsibilities**

11. In carrying out the Committee's responsibilities, the Committee shall:
  - (a) review the HS&E policies, procedures and programs of the Corporation having regard to statutory and regulatory requirements, industry best practices, the Policy and the Corporation's Employee's Charter and provide recommendations to the Board and Management on how to enhance or otherwise improve such policies, procedures and programs;
  - (b) meet with representatives of the Health and Safety and Environmental Departments (the "Departments") of the Corporation to receive and review annual, semi-annual and/or quarterly reports on the HS&E performance of the Corporation and its subsidiaries, including the results of internal compliance reviews, audits and/or inspections prepared by or on behalf of the Departments, material non-compliance with legal requirements or internal policies, procedures and programs of the Corporation and the status of remediation projects and corrective action plans and any significant new developments related thereto;
  - (c) review and monitor existing and proposed regulatory requirements and legislation which may have a material impact on the Corporation's business and operations and the directors' duties and responsibilities and provide guidance to the Board with respect to such regulatory requirements and legislation;
  - (d) review material litigation, regulatory and any other compliance issues related to HS&E matters, including actions implemented by Management and/or the Departments to address such issues, which shall be reported at each Committee meeting;
  - (e) review any potential material liabilities for HS&E matters, including compliance issues, litigation or other costs related to remediation and the clean-up of sites, and the adequacy of financial provisions set aside or reserved for such liabilities;
  - (f) review the Departments organization and communication procedures in place with a view to assessing whether HS&E policies and procedures are disseminated and pursued throughout the Corporation and its subsidiaries on a global basis;
  - (g) at least on an annual basis, report to the Board on the foregoing items along with any appropriate recommendations;
  - (h) review with Management or the Departments the identity of any outside consultants retained by the Corporation; and
  - (i) review and reassess this Charter and the Policy annually and recommend changes to the Board as the Committee deems appropriate.