

**HEALTH, SAFETY, ENVIRONMENT AND CORPORATE RESPONSIBILITY
COMMITTEE CHARTER**

I. Statement of Purpose

The Health, Safety, Environment and Corporate Responsibility Committee (the “Committee”) is a standing committee of the Board of Directors. The purpose of the Committee is to assist the Board of Directors in discharging its responsibilities relating to (i) matters of health, safety and environment (HSE) arising out of the Company’s activities and operations and their impact on employees, contractors and the communities in which the Company operates, and (ii) current and emerging trends in political and public policy issues that may affect the Company, its business and its reputation and that are not in the purview of other standing committees of the Board of Directors.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The Committee shall be comprised of at least three members appointed as provided in the Company’s Corporate Governance Guidelines with a Chairman appointed as so provided. Committee members may be removed by the Board of Directors.

C. *Meetings.* To discharge its responsibilities, the Committee shall each year establish a schedule of meetings. The Committee shall meet as often as it determines, but not less frequently than twice each year. Additional meetings may be scheduled as required.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called or held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chairman of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. On a regular basis, the Committee will hold executive sessions at

which no members of management of the Company are present and discuss various matters. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee. The Committee shall make regular reports to the Board of Directors.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and establish criteria for such evaluation.

III. **Responsibilities**

A. *Policies and Compliance.* The Committee shall periodically review and make recommendations to the Board of Directors on the Company's HSE policies and monitor the effectiveness of processes for ensuring compliance with those policies. Likewise, the Committee shall review and monitor the effectiveness of the controls necessary to ensure the Company's compliance with all applicable laws, regulatory requirements, and industry standards related to HSE.

B. *Performance.* The Committee shall review and ensure with management that appropriate HSE performance metrics and targets are integrated into the Company's business plans and objectives. The Committee shall regularly review the Company's HSE performance trends relative to targets established by management and approved by the Committee, as well as to industry peers and benchmarks, and make recommendations to management as appropriate. The Committee shall review any significant safety or environmental incidents, or material regulatory compliance violations, including the investigation results and root cause analysis, and will monitor the status of follow-up actions taken to mitigate and prevent any future reoccurrence. The Committee shall review at least annually significant HSE risks and exposures and the Company's programs for managing those risks.

C. *Corporate Responsibility.* The Committee shall (i) identify and monitor trends in current and emerging political and public policy issues that could affect the Company's business activities, performance and reputation with key stakeholders including shareholders, employees, local communities, and government, (ii) review the potential impact of proposed HSE related legislation on the Company's business, (iii) periodically review the Company's guidelines and policies governing the Company's response to key public policy issues related to environment, sustainable development and corporate responsibility, (iv) review and, when the Committee deems it appropriate, seek review by the Board of Directors, of any significant reports prepared for dissemination to the stockholders or the public relating to HSE matters or corporate responsibility, and (v) consult with the Chief Executive Officer (or the Chief Executive Officer's designee) when appropriate on external inquiries public relating to HSE matters or corporate responsibility.

D. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee.

E. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

F. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.