

**JAMES BAY RESOURCES LIMITED**  
**CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENT**  
**COMMITTEE**

**1. General**

- 1.1 The Health, Safety and Environment Committee (the "**Committee**") reviews and monitors the safety, health and environmental policies and activities of James Bay Resources Limited (the "**Corporation**") on behalf of the board of directors (the "**Board of Directors**") of the Corporation. The Corporation recognizes that maintenance of environmental quality is vital to the Corporation's existence, progress, and continued development. The Corporation will take positive action to protect the safety of its workers, conserve natural resources, and minimize the impact of its activities on the environment through diligent application of appropriate technology and responsible conduct at all stages of its business.
- 1.2 The Committee shall have the resources and authority appropriate to discharge fully its functions, duties and responsibilities, including the authority to select, retain, terminate and approve the fees of, and other terms of retention of, special or independent counsel, accountants, auditors or other experts and advisers as it deems necessary or appropriate in connection with its functions, duties and responsibilities without seeking approval of the Board of Directors or management. The Committee will have unrestricted access to management, employees and information it believes will be relevant to the proper discharge of its functions, duties and responsibilities.
- 1.3 The Committee shall consist of not less than three directors, at least a majority of whom shall be "independent" (as defined in section 1.4 of National Instrument 52-110, as may be amended from time to time), appointed by the Board of Directors.
- 1.4 This Charter establishes guidelines, rather than inflexible rules, and the Committee will adopt such additional procedures and standards from time to time as it deems appropriate to help fulfill its responsibilities. Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for directors of the Corporation.

**2. Responsibilities and Duties**

- 2.1 In carrying out its responsibilities and duties, the Committee will:
- (1) Review and monitor the safety, health and environmental policies and activities of the Corporation on behalf of the Board of Directors to ensure that the Corporation is in compliance with applicable laws and regulations.
  - (2) Review safety, health and environmental reports prepared by management on a quarterly and annual basis.

- (3) Encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in the Corporation's safety, health and environmental policies are being adhered to and achieved.
- (4) Periodically review safety, health and environmental response compliance issues and incidents to determine, on behalf of the Board of Directors, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard.
- (5) Review the results of operational safety, health and environment audits and management's activities to maintain appropriate internal and external safety, health and environmental audits.
- (6) Ensure that principal areas of safety, health and environmental risk and impacts are identified and that sufficient resources are allocated to address these.
- (7) Ensure that the Corporation's directors are kept abreast of their duties and responsibilities related to the scope of the Committee's mandate.
- (8) Make periodic visits as individual members or as the Committee to corporate locations in order to become familiar with the nature of the operations and to review relevant objectives, procedures and performance with respect to safety, health and environment.
- (9) Investigate, or cause to be investigated, any extraordinary negative safety, health and environment performance where appropriate.

### **3. Other Matters**

- 3.1 **Annual Assessment.** At least annually, the Committee shall review its own performance and reassess the adequacy of this Charter in such manner as it deems appropriate, and report the results thereof, including any recommendations for change, to the Board of Directors.

Original Approval Date:

Approved By: The Health, Safety and Environmental Committee and the Board of Directors