



**HEALTH, SAFETY
AND COMMUNITY
COMMITTEE CHARTER**

RIO2 LIMITED

HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE CHARTER

Introduction

1. Mandate

The primary function of the Health, Safety and Community Committee (the “Committee”) of the Board of Directors of the Corporation is to assist the Board of Directors in fulfilling its oversight responsibilities regarding the health and safety of its employees and contractors, the conduct by the Corporation of its operations in an environmentally responsible manner and the development and maintenance of positive relationships with communities in the area of influence the Corporation’s projects. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- (a) review and evaluate the Corporation’s health and safety practices for its employees and contractors at its exploration, construction, exploitation, remediation and mining project sites (the “Sites”), including training and educational practices, with a view to providing a safe and healthy workplace;
- (b) review and evaluate environmental standards for operations conducted at the Sites with a view to operations at the Sites being conducted in an environmentally responsible manner; and
- (c) facilitate and promote a positive, mutually beneficial relationship with local communities, indigenous and tribal peoples (if present) and other parties in the area of influence at the Sites.

2. Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be directors who are not also officers of the Corporation.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. The Chair of the Committee, if one is appointed, shall be an independent director. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

3. Meetings

The Committee shall meet at least four times a year, or more frequently as circumstances dictate. The

minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Committee members with copies to the Board of Directors and the Chief Financial Officer. The Chair of the Committee may invite one or more officers of the Corporation or outside advisors to attend any meeting of the Committee.

4. Duties and Responsibilities

To fulfill its responsibilities and duties, the Committee, with input from management as required, shall:

- (a) review and update this Charter at least once every two calendar years and report findings to the Corporation's management and Board;
- (b) review the training and educational programs for the Corporation's workforce with respect to the potential hazards associated with their employment tasks, including on-site health and safety hazards, as well as environmental hazards;
- (c) review the policies and procedures:
 - i. regarding the conduct by the Corporation's workforce of their duties in a manner that minimizes workplace and environmental hazards;
 - ii. for the efficient and effective reporting of on-site accidents, environmental accidents and incidents and disputes (actual, threatened and potential) with members of the local communities in the area of influence at the Sites;
 - iii. to ensure that first aid and emergency response plans are in place at each Site;
 - iv. to ensure the Corporation has implemented emergency response plans at each of its operations or development projects to protect against unforeseen events that may harm the environment;
 - v. that promote and facilitate employee participation in the development of health and safety and environmental standards, and ensure there are proper procedures available to employees for the prompt reporting of any perceived breaches of such standards; and
 - vi. that promote and support the social and economic advancement and capacity building of communities whose lives are affected by the Corporation's activities while respecting the communities' own vision of development;
- (d) receive and review management reports regarding current applicable environmental, safety and health laws and regulations of the countries and regions in which the Corporation maintains operations or development projects;
- (e) receive and review management reports regarding any disputes (actual, threatened and potential) between the Corporation and the local communities in the area of influence at the Sites;
- (f) in the event of the occurrence of a material safety, health, environmental or security incident, which occurrence is required to be reported to appropriate regulatory authorities,

receive and review as soon as reasonably practicable, a report from management detailing the nature of the incident and describing the remedial action being taken;

- (g) ensure that management audits of all health and safety programs and environmental management systems are conducted, not less than annually, of all exploration, construction, exploitation, remediation and mining activities of the Corporation;
- (h) periodically and at least annually review and evaluate the environmental, safety, health and community policies, practices and activities of the Corporation's various operations to ensure compliance with applicable laws, regulations, this Charter and other commitments made by the Corporation;
- (i) receive and review the results of all management audits and management's activities of each operating subsidiary and project, and make recommendations in connection therewith; and
- (j) review an annual report by management on environmental, safety, health and community issues.

Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole. The Committee may from time to time delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. In the discharge of its duties, the Committee has sole authority to retain and terminate any outside advisors.

5. Complaints

Complaints regarding environmental, safety and/or community relations concerns may be submitted in the same manner as other matters outlined in the Corporation's Whistleblower Policy. Complaints may be made anonymously and, if not made anonymously, the identity of the person submitting the complaint shall be kept confidential.

Upon receipt of a complaint, the Committee shall conduct an initial investigation. The results of that initial investigation shall be brought before the Committee for a determination of further investigation and action. Records of complaints made and the resulting action or determination with respect to the complaint shall be documented.

6. Reporting

The Committee shall report, through the Chairperson of the Committee, to the Board following each meeting on the major discussions and decisions made by the Committee. The Committee shall also report annually to the Board on the Committee's responsibilities and how it has discharged them and propose recommended changes to this Charter to the Board.