

# ENVIRONMENT, HEALTH AND SAFETY COMMITTEE CHARTER

## CONTENTS

Purpose, p. 1  
Membership, p. 1  
Authority, p. 1  
Meetings, p. 2  
Roles and responsibilities, p. 2  
Reporting, p. 3  
Charter implementation, p.3



# ENVIRONMENT, HEALTH AND SAFETY COMMITTEE CHARTER

## PURPOSE

The Environment, Health and Safety Committee (the “Committee”) is a standing committee appointed by the Board of Directors (the “Board”). It is established to fulfill company policy direction and statutory obligations arising from environmental and occupational health and safety legislation in those jurisdictions where the company is operating, and, to assist the Board in fulfilling its oversight and fiduciary responsibilities for making ‘best efforts’ in promoting an uncompromising commitment to environmental responsibility and stewardship and a healthy and safe work place for all employees and contractors of Klondike Star Mineral Corporation (“Klondike Star” or “company”).

The Committee’s oversight duties include doing all things necessary and incidental to fostering implementation of the company’s environment and sustainable development and occupational health and safety policies.

### Environment and sustainable development

Klondike Star is fully committed to maintaining ecological viability and will ensure that all phases of its business activities follow this approach for resource development. This includes sound management practices that preserve and protect the environment and being a responsible member of the global community facilitating sustainable development consistent with the Whitehorse Mining Initiative Leadership Council Accord.

Klondike Star is committed to demonstrating it can contribute to corporate competitiveness and long-term improvements in quality of life while acting as stewards of the environment and meeting or exceeding all applicable environmental laws, regulations and responsible standards and best practices.

### Occupational health and safety

Klondike Star will provide safe and healthy working conditions, and develop, maintain and promote safe and productive work practices in all aspects of its business,

while meeting or exceeding all occupational health and safety laws and regulations governing its activities. The goal is to have an injury-free workplace with zero incidents.

Klondike Star considers the safety and health of its employees and contractors to be of utmost importance in the effective and efficient conduct of its business, and believes that management and each and every employee and contractor have a shared responsibility in the uncompromising promotion and practice of health and safety in the workplace.

## MEMBERSHIP

The Committee shall be composed of at least three directors of the Board. The Chair and members, including any vacancies that may arise, shall be appointed and may be replaced by the Board, with or without cause. Appointments may be for prescribed or indeterminate periods so long as members remain qualified directors. The Committee may appoint a Deputy-Chair to act in the absence of the Chair.

## AUTHORITY

The Board authorizes the Committee to carry out the roles and responsibilities outlined in this charter.

The Committee is empowered, including approval of fees and other retention terms, to obtain advice and assistance from independent health, safety and environment, legal or other advisors on any manner within its terms of reference, at company expense, which shall provide the Committee with adequate funding for such purposes.

The Committee shall have unrestricted access to the joint committee, company management, employees, records and information, including private meetings, as necessary or appropriate.

Unless prohibited by applicable laws, rules or regulations, in exigent circumstances caused by time constraints or similar factors, the Chair of the Committee is authorized

to take actions required of the Committee under this Charter and to report such actions to the Committee.

The Committee may appoint a Secretary who need not be a director.

## MEETINGS

The Committee shall meet regularly at times necessary to perform its duties, but not less than three times per year at appropriate times in the business cycle.

The time and place of the meetings of the Committee, the calling of meetings and the procedure in all things at such meetings may be determined by the Chair of the Committee. The Committee may act by unanimous written consent of its members.

In the absence of the Chair, the Committee shall select a Chair for that meeting. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee.

The Chair shall, in consultation with the President and/or Vice-President, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to members in sufficient time for study prior to the meeting.

The joint committee co-chairs in all operating areas and/or designated work places are entitled to receive notice and the agenda for every meeting of the Committee, and, if so required by the Chair of the Committee, the co-chairs shall attend any or every meeting of the Committee.

At least annually, the Committee shall meet with the co-chairs of the joint employer-employee Environment, Health and Safety Committee (“joint committee”) to discuss any matters that the Committee or the joint committee believe should be discussed, and review the overall state of environment, health and safety performance and practice in the company. The Committee shall regularly receive copies of the minutes of meetings of the joint committee.

The Committee will maintain minutes or other records of its meetings and activities that shall be filed with the company’s corporate records. Minutes of Committee meetings shall be circulated promptly to all members of

the Committee and, once agreed, to all members of the Board.

## ROLES AND RESPONSIBILITIES

The function of the Committee is oversight. In carrying out its broad oversight and policy implementation responsibilities, the Committee is not accountable or responsible for planning or day to day operation of the environment and health and safety programs. It is accountable for ensuring the assessment of risks, systematic monitoring and periodic review of management’s adherence to the environment and health and safety policies and the state of environmental performance, health and safety and joint employer-employee commitment.

The Committee has the following powers, functions and responsibilities:

1. providing advice and molding relevant and effective company policies on the environment and health and safety;
2. reviewing and making recommendations, as appropriate, in regard to the company environment and health and safety programs and practices;
3. ensuring the establishment of processes for identifying the principal environmental, health and safety risks of the company;
4. verifying the company’s compliance with legal and regulatory requirements;
5. reviewing and making recommendations, as appropriate, in regard to environment and health and safety compliance issues, if any;
6. ensuring the company monitors trends and reviews current and emerging issues in the environment and health and safety fields;
7. reviewing the company environment and occupational health and safety performance to assess its effectiveness, and make recommendations for improvement, where appropriate; and
8. providing and maintaining free and open lines of communications between the Board and joint committee co-chairs.

In all cases, the Committee may make recommendations, where appropriate, to the management of the company and/or to the Board.

## REPORTING

The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, and may make any recommendations to the Board it deems appropriate on any area within its mandate where action or improvement is needed.

The Committee shall compile a report to shareholders on its roles and responsibilities and the actions taken to discharge those responsibilities for inclusion in the annual report for the company.

The Committee shall ensure the Committee Charter and the environment and health and safety policies are disclosed on the company's public website.

## CHARTER IMPLEMENTATION

The Board is ultimately accountable for the integrity and rigorous implementation of the company's environment and health and safety policies and programs including strict adherence to environment and occupational health and safety legislation and regulations of the jurisdictions in which the company is operating.

In that respect, the Board requires that management develop and implement ongoing environmental and health and safety action plans consistent with this Charter and company environment and health and safety policies.

*Adopted by the Board of Directors*

*January 30, 2006*

