

TREVALI MINING CORPORATION
(the “Company”)

**HEALTH, SAFETY, ENVIRONMENT AND
COMMUNITY COMMITTEE CHARTER**

I. PURPOSE

The purpose of the Health, Safety, Environment and Community Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of the Company in fulfilling its oversight responsibilities with respect to:

1. the effectiveness of the Company’s health, safety, security, environmental and community relations policies and practices; and
2. monitoring of the health, safety, security, environmental and community (“**HSEC**”) relations of the Company.

II. COMPOSITION, PROCEDURES AND ORGANIZATION

- A. The Board shall appoint the members and the Chair of the Committee each year for a term of one year and may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Committee members may serve any number of consecutive terms.
- B. The position description for the Chair of the Committee is attached as Schedule “A” to this Charter.
- C. The Committee shall consist of at least three members of the Board, the majority of whom shall be independent in accordance with the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including without limitation the securities commissions in each of the provinces and territories of Canada and the stock exchanges on which the Company’s securities are listed, including, without limitation, the Toronto Stock Exchange, subject to any exemptions provided thereunder.
- D. The Chair of the Committee shall, in consultation with other members of the Committee and management, as necessary, establish the agenda for the Committee’s meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review and discussion.
- E. The Committee shall have the power, authority and discretion delegated to it by the Board, which shall not include the power to change the membership of, or fill vacancies in, the Committee.
- F. The Committee shall meet as often as required to fulfil its duties and at least four times each year on such dates and at such locations as determined by the Committee Chair.
- G. At the invitation of the Committee Chair, one or more officers, employees, consultants or advisors of the Company may, or if required by the Committee, shall, attend a meeting of the Committee.
- H. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. Questions arising shall be determined by a majority of



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votes of the members of the Committee present, and in the case of an equality of votes, the Committee Chair shall not have a second or casting vote.

- I. The Committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose.
- J. A resolution approved in writing by all of the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.
- K. The Committee shall have unrestricted and unfettered access to all Company facilities, personnel and documents and to the Company's legal counsel, and shall be provided with the resources necessary to carry out its responsibilities.

III. DUTIES AND RESPONSIBILITIES

Without limitation to the foregoing, the following are the primary duties and responsibilities of the Committee:

- A. Health, Safety and Security
 - 1. discuss the principal health, safety and security risks in the Company's business activities and provide oversight of appropriate systems to manage such risks;
 - 2. review and monitor the health, safety and security policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to health, safety and security issues through the receipt of regular reports on the same by management and/or consultants;
 - 3. receive and review reports from management on any non-compliance with the health, safety and security policies of the Company or any material non-compliance with any applicable regulatory requirement;
 - 4. report on a timely basis, and in any event following each Committee meeting, to the Board on health, safety and security issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company;
- B. Environmental and Community Relations
 - 1. discuss the principal environmental and community relations risks in the Company's business activities, and provide oversight of appropriate systems to manage such risks;
 - 2. review and monitor the environmental and community relations systems, policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation, policies and any community or impact benefit agreement obligations as they relate to environmental and community relations issues through the receipt of regular reports on the same by management;
 - 3. receive and review reports from management on any environmental compliance issues and any environmental incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been diligent in carrying out its responsibilities and activities in that regard;



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4. receive and review reports from management on the sufficiency of resources available for carrying out recommended HSEC actions and activities and report to the Board on the same;
5. review and consider potential environmental liabilities and obligations and their potential financial impact on the Company, including the Company's closure and reclamation provisions;

C. General Committee Duties

1. recommend and monitor programs, procedures and resources to ensure that the principles set out in this Charter are adhered to and achieved;
2. report regularly and on a timely basis to the Board on matters coming before the Committee on policies and activities relating to environmental and community relations;
3. review and recommend to the Board for approval corporate objectives as they relate to HSEC issues and monitor the Company's performance against the objectives;
4. review and recommend to the Board for approval a set of sustainability principles (the "**Sustainability Principles**") that will guide the Company's actions;
5. ensure that the operations, projects and activities of the Company are run in a manner consistent with the Sustainability Principles;
6. review such other HSEC matters as the Committee may consider suitable or the Board may specifically direct;
7. receive and review, not less than annually, management's reports that provide a summary of proposed new (or amendments to existing) HSEC laws and regulations applicable to the Company and its Directors and officers;
8. monitor the activities of the Company in connection with the initial and ongoing interaction between the Company's activities, operations and personnel and the communities in which the Company's projects and related activities are located, with a view to ensuring that management develops and follows appropriate policies and activities to enhance the relationship between the Company and its personnel, stakeholders and the communities in which it operates and reflect the principles of sustainable development in that regard;
9. report to the Board with respect to the activities of the Committee and with such recommendations as are considered advisable;

D. Risk Management

1. in the event of the occurrence of a material or serious HSEC incident, receive and review, without delay, a report from management detailing the nature of the incident and describing the remedial action being taken. Such report is to be made to the Committee in its entirety, and the Committee will immediately inform the Board at large which will review the incident and ask the Company's Disclosure Committee to determine the Company's disclosure obligations;
2. receive and review, on a quarterly basis, a full report from management detailing all HSEC incidents occurring during the quarter, detailing the nature of the incident and the Company's response thereto;

3. receive reports from management on the identification, assessment and management of risks relating to HSEC matters and report any risks to the Board at large, with any material financial risk to also be reported to the Audit Committee; and
4. receive and review, on a regular basis, reports from management related to accidents, high potential risk incidents and HSEC statistics.

IV. GENERAL

- A. The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall, in consultation with management, have the sole authority to retain and terminate any such consultants or advisors, including the authority to approve the fees and other retention terms for such persons.
- B. In addition to the foregoing, the Committee will:
 1. assess the Committee's performance of the duties specified in this Charter and report its findings to the Board;
 2. report to the Board following each meeting of the Committee on the major discussions and decisions made by the Committee;
 3. review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board; and
 4. perform such other duties as may be assigned to the Committee by the Board from time to time or as may be required by any applicable stock exchanges, regulatory authorities or legislation.
- C. The Company is party to an Investor Rights and Governance Agreement (the "**IRG Agreement**") with Glencore International AG ("**Glencore**"), pursuant to which Glencore has certain rights, including, without limitation, with respect to nomination of directors and appointments to committees of the Board. As per the IRG Agreement, if any provision of this Charter conflicts with any provision of the IRG Agreement, the IRG Agreement shall prevail.
- D. The function of the Committee is one of oversight. While the Committee has the duties and responsibilities set forth in this Charter, members of the Committee are not employees of the Company and are entitled to rely on the integrity of the Company's management. The Committee's responsibilities are set out in Section III of this Charter. Therefore, it is the duty of management and not the duty of the Committee to:
 1. ensure that the Company complies with its HSEC programs and policies, including reporting related exceptions, incidents and risks to the Committee;
 2. ensure that the Company complies with laws, regulations, or other obligations as they relate to HSEC matters; and
 3. take any action or assume any responsibility for any violation of such laws, regulations or other obligations or to otherwise take any remedial action with respect to any HSEC matter.

**SCHEDULE “A”
TREVALI MINING CORPORATION
(the “Company”)**

**POSITION DESCRIPTION FOR THE
CHAIR OF THE HEALTH, SAFETY, ENVIRONMENT
AND COMMUNITY COMMITTEE**

I. PURPOSE

The Chair of the Health, Safety, Environment and Community Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company shall be an independent Director who is elected by the Board to act as the leader of the Committee in, among other things, developing a corporate culture of environmental responsibility and awareness as to the importance of health and safety.

II. WHO MAY BE CHAIR

- A. The Chair will be selected from amongst the independent Directors of the Company who have a sufficient level of experience with health, safety, environmental and community issues to ensure the leadership and effectiveness of the Committee.
- B. The Chair will be selected annually at the organizational meeting of the Board, and will serve for a one-year term.

III. RESPONSIBILITIES

Without limitation to the foregoing, the following are the primary responsibilities of the Chair:

1. chair all meetings of the Committee in a manner that promotes meaningful discussion;
2. ensure adherence to the Committee’s Charter and that the adequacy of the Committee’s Charter is reviewed annually;
3. provide leadership to the Committee to enhance the Committee’s effectiveness;
4. provide information to the Board relative to the Committee’s issues and initiatives and review and submit recommendations to the Board concerning the Company’s performance and processes as they relate to HSEC issues;
5. ensure that the Committee works as a cohesive team with open communication, including open lines of communication with senior management as needed;
6. ensure that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner; and
7. management the Committee, including:
 - (a) adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including Committee structure and composition, scheduling, and management of meetings;



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- (b) preparing the agenda for the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, format and detail;
- (c) ensuring Committee meetings are appropriate in terms of frequency, length and content;
- (d) reinforcing a corporate culture of respect and awareness as to the importance of sustainability, health, safety and community and stakeholder relations;
- (e) monitoring, through the receipt of regular reports from management, matters relating to exploration, development, operations and mining and assessing the performance of the Company against its objectives; and
- (f) annually reviewing with the Committee its own performance.