

CHARTER OF THE ENVIRONMENTAL, HEALTH AND SAFETY AND TECHNICAL COMMITTEE

Composition

The Board of Directors (the “Board”) of St Andrew Goldfields Inc. (the “Company”) will appoint no fewer than three Directors to the environmental, health and safety and technical committee (the “Committee”), two of whom will be independent¹.

Chair

The Board, upon recommendation of the Committee, will appoint the Chair of the Committee annually, to be selected from the members of the Committee. If, in any year, the Board does not make an appointment of the Chair, the incumbent Chair will continue in office until that Chair’s successor is appointed.

Removal and Vacancies

Any member of the Committee may be removed and replaced at any time by the Board and will automatically cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies in the Committee by election from among the members of the Board.

Tenure

Subject to the paragraph above, each member of the Committee will hold office until the next annual meeting of shareholders of the Company after his or her election.

Notice of Meetings

- (a) The Chair of the Committee may call meetings of the Committee periodically and will do so at the request of any two Committee members.
- (b) The Committee will have the right to require the attendance of any member of management of the Company at meetings of the Committee.
- (c) The Committee will have the right to invite any person to attend meetings of the Committee.
- (d) Notice of the time and place of each meeting of the Committee will be given by the member calling the meeting to the other member by

¹ For the definition of **independent**, please see the Glossary of Terms.

telephone, electronic mail or facsimile transmission not less than 48 hours before the time of the meeting, and, subject to the requirements of applicable law, need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Committee may be held at any time without notice if all members have waived or are deemed to have waived notice of the meeting.

Times and Places of Meetings

The Committee shall meet at least four times annually, and additional meetings may be held as deemed necessary by the Chair or any two Committee members. The meetings shall be at times and places to be determined by the Committee.

Quorum

A quorum at any meeting will be two Directors.

Minutes of Meetings

The Committee will keep regular minutes of its proceedings and will report to the Board at each Board meeting. Minutes will be circulated to all Directors on a timely basis.

Remuneration

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Authority

The Committee shall have the authority to investigate, evaluate and approve environmental and ore reserve information, disclosure and compliance with policies of the Company. The Committee shall be granted unrestricted access to all information and all employees are to co-operate as requested by the Committee.

Authority to Engage Outside Advisors

The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it.

Duties and Responsibilities of the Committee

- Ensure that the Company implements and maintains appropriate systems to identify, monitor and mitigate significant business risks and compliance matters relating to environmental, occupational health and safety, and ore reserve issues and that the Company has appropriate educational and training policies and procedures to prevent, mitigate or deal with such matters.
- Ensure that the Company has available the necessary corporate resources to promote effective environmental management, health and safety, and accurate ore reserve determination and that such resources are regularly assessed.
- Review and assess, on a regular basis, the performance of senior management in respect of environmental and health and safety compliance, monitoring and reporting.
- Review the results of any environmental audits, occupational health and safety reviews, and ore reserve audits.
- Ensure that the financial provisions recommended by management for specific remediation responsibilities are adequate.
- Ensure that any director, officer or employee who has any concern or complaint regarding environmental, health and safety or ore reserve matters or any potential violations of law or regulatory provisions is, in accordance with the Company's Code of Conduct, permitted to and provided with procedures for confidential and anonymous submission to any member of the Committee or appropriate management personnel. The Committee shall establish procedures for the review and resolution of such complaints.
- Review its own performance annually, and provide a report thereon to the Board.
- Review the adequacy of, and reassess, this charter on a regular basis and submit any proposed revisions to the Board for consideration and approval.
- Inquire into any other matters referred to it by the Board.

Access to Records

The Committee will be permitted access to all records and corporate information that it determines to be required in order to perform its duties.

THE CHAIR OF CHARTER OF THE ENVIRONMENTAL, HEALTH AND SAFETY AND TECHNICAL COMMITTEE

Position Description of the Chair

The Chair of the Committee shall be appointed by Board of the Company annually. Specific duties of the Chair include:

- Approving the agendas for, scheduling, and chairing meetings of the Committee.
- Managing the affairs of the Committee.
- Monitoring whether the Committee is working effectively.
- Providing a link between the Committee and the Board.
- Monitoring whether the Committee is receiving timely information of appropriate quality before, during and after Committee meetings.

Assessment of the Chair

A performance evaluation of the Chair of the Committee will be carried out on an annual basis. The evaluation of the performance of the Chair will be initiated by the Chair of the Board in one-on-one discussions with each member of the Board. The Chair of the Board shall use, as a basis of such evaluation, the description of the role of the Chair set forth in this document, as well as such other evaluation criteria as the Chair of the Board or the directors interviewed may deem appropriate or useful. The Chair of the Board shall discuss the results and findings of the evaluation with the Chair personally. Following such discussion, the Chair of the Board shall release the results of the evaluation in the form of a report to the other directors.