

# Charter of the Safety, Environment and Social Responsibility Committee

This charter shall govern the activities of the Safety, Environment and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Aurania Resources Ltd. (the “Company”).

## Mandate

The mandate of the Committee is to assist the Board in fulfilling its responsibilities to provide global oversight of the implementation and effectiveness of the health, safety, environmental and corporate social responsibilities policies, programs, and management procedures of the Company and its subsidiaries.

## Composition

1. The Committee shall consist of at least three directors, the majority of whom shall be independent. All Committee members should have a general familiarity with safety, environment and/or social responsibility matters.
2. The members of the Committee shall be appointed by the Board annually at the first meeting of the Board following the annual meeting for the shareholders to serve until the next annual meeting for the shareholders or until their successors are duly appointed.
3. The Board shall designate one member to act as chair of the Committee or, if it fails to do so, the members of the Committee shall appoint the chair among its members.

## Meetings

4. The Committee shall meet each quarter, with the authority to convene additional meetings as circumstances require. A majority of the members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent of each of its members.
5. At each meeting, the Committee shall hold an *in camera* session without management present.
6. The Committee shall keep minutes of its meetings which shall be available for review by the Board. The Committee may appoint any person to act as the secretary at any meeting.
7. The Committee shall report its determinations to the Board at the next scheduled meeting for the Board, or earlier if the Committee deems necessary.

## Responsibilities

8. The duties and responsibilities of the Committee shall be as follows:
  - (a) Review the appropriateness and effectiveness of the Company’s health, safety, environment and corporate social responsibility policies and programs, and associated processes and procedures, and make recommendations to management;
  - (b) Oversee the implementation of health, safety, environment and corporate social responsibility policies in line with the principles, guidelines and goals set out by the Company;
  - (c) Review reports on health, safety, environment and corporate social responsibility performance prepared by management;

- (d) Review health, safety, environment and corporate social responsibility compliance issues and incidents to determine, on behalf of the Board, whether the Company is taking all appropriate actions in respect of those matters and has been duly diligent in carrying out its responsibilities and activities in that regard;
  - (e) Review results of operational health, safety, environment and corporate social responsibility audits and management's activities;
  - (f) Review the principal areas of health, safety, environment and corporate social responsibility risks and impacts identified by management and the adequacy of the resources allocated to address these;
  - (g) Review the scope of potential environmental liabilities and the adequacy of environmental management systems to manage those liabilities;
  - (h) Investigate, or cause to be investigated, any extraordinary negative health, safety, environment and corporate social responsibility performance and make recommendations to the Board where appropriate;
  - (i) Oversee management's reporting and disclosure with respect to health, safety, environment and corporate social responsibility matters made in compliance with applicable laws and regulations;
  - (j) Make periodic visits, as individual members or as a Committee, to mineral properties of the Company to become familiar with the nature of the operations;
  - (k) Exercise such other powers and perform such other duties and responsibilities as may from time to time be delegated to the Committee by the Board.
9. The Committee and its members shall review their own performance and assess the adequacy of this charter at least annually and submit any proposed revisions to the Board for approval.

### **Resources and Authority**

10. The Committee has the authority to:
- a) Engage, at the expense of the Company, independent counsel and other experts or advisors as it determines necessary to fulfill its duties and responsibilities;
  - b) Approve and pay the compensation for any independent counsel and other experts and advisors retained by the Committee; and
  - c) Conduct any investigation appropriate to its responsibilities, and request any officer of the Company, or any other advisors for the Company, to attend a meeting of the Committee or to meet with any members of the Committee.

### **Oversight Function**

11. While the Committee has responsibilities set out in this charter, the members of the Committee are members of the Board appointed to provide broad oversight of the Company's affairs and are specifically not accountable or responsible for the day-to-day activities, nor the administration or implementation or arrangements relating thereto.