

HEALTH, SAFETY & SUSTAINABILITY COMMITTEE CHARTER

PURPOSE

The main purpose of the Health, Safety & Sustainability Committee is to review and monitor the sustainable development, environmental, health and safety policies and activities of Terrane on behalf of the Board.

The Committee may investigate any activity of the Company that relates to sustainable development, community development, environment, health and safety.

The Committee will have access to such officers and employees of the Company and to independent consultants and advisors, and to such information respecting the Company as it considers necessary in order to perform its duties and responsibilities.

COMPOSITION AND TERMS OF OFFICE

- The Committee shall be appointed by the Board. It is comprised of not less than three Directors.
- The Chair of the Committee shall be appointed by the Committee.
- The Committee shall meet as required.
- Members of the Committee are appointed for a one year term at the first meeting of the Directors of the Corporation following the Annual General Meeting.
- The quorum for the Committee is a majority.

DUTIES AND RESPONSIBILITIES

The Committee shall:

- Encourage, assist, support and counsel management in developing short and long term policies, standards and principles with respect to sustainability, environmental, health and safety;
- Review and monitor the sustainability, environmental, safety and health policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislation, and policy;
- Review quarterly sustainability, environment, health and safety reports;
- Review an annual report by management on sustainable development, environmental, safety and health issues;
- Encourage, assist, support and counsel management in developing short and long term policies, standards and principles with respect to sustainability, environmental, health and safety;

- Periodically review community, environmental, health and safety response compliance issues and 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 duly diligent in carrying out its responsibilities and activities in that regard;
- Review results of operational community, environment, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits;
- Ensure that principle areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- Ensure that the Company's directors are kept abreast of their duties and responsibilities related to the scope of this Committee;
- Make periodic visits, as individual members or as the Committee, to corporate locations in order to become more familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability, environment, health and safety; and
- Investigate, or cause to be investigated, any extraordinary negative sustainability, environment, and health and safety performance where appropriate.