

Technical Committee

1. Composition

- a) The Committee shall consist of four directors, at least three of whom shall be outside directors. A quorum for the transaction of business at all meetings of the Committee shall be a majority of members.
- b) The directors on the Committee shall represent, to the extent possible, the technical skills necessary to adequately address the technical issues facing the Committee.

2. Terms of Reference

The Technical Committee shall act as an internal consultant to management and shall:

- a) Review with management the long term technical risks and opportunities and ensure that the Board is made aware of these risks and opportunities;
- b) Discuss with management any exploration, geological, mining, metallurgical and other technical issues of significant concern that require the attention of the Board;
- c) Review the technical and financial issues associated with new projects, acquisitions and dispositions that require Board approval with respect to their technical and financial impact on the Corporation;
- d) Review the annual operating report of management and its performance against the annual operating and strategic plan;
- e) Assist management in overseeing the technical development and review of major new projects.