

**ORVANA MINERALS CORP.**

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**CHARTER OF THE TECHNICAL, SAFETY, HEALTH, ENVIRONMENT AND  
SUSTAINABILITY COMMITTEE**

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**ADOPTED BY THE BOARD OF DIRECTORS**

**DECEMBER 20, 2013**

# ORVANA MINERALS CORP.

## Charter of the Technical, Safety, Health, Environment and Sustainability Committee

### 1. Purpose

The primary functions of the Technical, Safety, Health, Environment and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Orvana Minerals Corp. (“Orvana” or the “Company”) are to provide support for the Company’s safety, health, environmental and sustainability programmes, and to assist in reviewing the technical, safety, health, environmental and sustainability performance of the Company.

### 2. Membership

The Committee shall consist of such number of members (at least two) as are appointed from time to time by the Board.

At the time of appointment of the members, the Board shall appoint a Chair of the Committee. The Chair shall: chair all Committee meetings; monitor the Committee’s compliance with this Charter; work with management to develop the agenda for each meeting of the Committee and provide reports of the Committee to the Board.

The Board may, by resolution, at any time remove any member of the Committee, with or without cause, or add to or otherwise change the membership of the Committee. A member of the Committee shall cease to be a member upon ceasing to be a director.

### 3. Functions and Responsibilities

The Committee shall have such powers and duties as may be conferred on it from time to time by resolution of the Board. In addition, the Committee shall have the following specific functions and responsibilities:

#### (a) Technical Standards and Performance

The Committee will review, together with management or alone, the technical aspects of both the Company’s plans (e.g. in scoping, pre-feasibility, feasibility and similar studies) and ongoing operations (e.g., during construction, commissioning, and production). Special attention will be paid to risks and risk management, the consideration thereof in the management planning process and the possible financial impacts. Where the Committee deems it to be appropriate it will also review the technical performance and financial outcome of past activities for the benefit of future planning.

#### (b) Safety and Health Standards

The personal health and safety of each employee of Orvana is of prime importance and the Company’s policy is to adhere to high international standards. The Committee will, together with management:

- (i) review with management the Company’s strategies, goals, programmes and performance with respect to the safety and health policies of each operation;
- (ii) monitor the implementation and effectiveness of compliance with these policies; and

- (iii) receive and review regular reports from management detailing the incidents of accidents and any health issues.

**(c) Environmental Compliance**

The Company's policy is to adhere to the environmental policies and regulations in any jurisdictions where the Company operates and also be guided by international standards where these exceed local standards. The Committee will, together with management:

- (i) regularly review with management the Company's strategies, goals, programmes and performance with respect to the environmental policies and procedures of each operation and the supporting technical data;
- (ii) monitor the implementation of and compliance with these policies and procedures; and
- (iii) review emerging environmental trends in legislation and proposed regulations that may affect the Company.

**(d) Sustainability**

The Company's policy is to promote and adhere to sustainability standards consistent with corporate objectives. Sustainability is broadly defined here as the balancing of environmental, social, and economic interests. The Committee will:

- (i) review with management the Company's strategies, goals, programmes and performance with respect to sustainability; and
- (ii) take steps to ensure that, with respect to matters under the Company's control, the Company operates in a climate that fosters improvement of socio-economic conditions in the communities where it operates.

**4. Delegation**

The Committee may designate a sub-committee to review any matter within this Charter as the Committee deems appropriate.

**5. Meetings**

**(a) General** — Except as otherwise provided in this Charter, the rules and regulations relating to the calling and holding of and proceedings at meetings of the Committee shall be those, making allowance for the fact that it is a committee, that apply to meetings of the Board, subject to such modifications as may, from time to time, be determined by resolution of the Committee. Until otherwise determined by resolution of the Board or the Committee:

- (i) **Number of Meetings** — The Committee shall meet at such times as needed to carry out its duties effectively.
- (ii) **Quorum** — No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. Two members of the Committee shall constitute a quorum.

- (iii) Meetings of the Committee may be called by its Chair or Vice Chair, if any, or otherwise by any member of the Committee.
- (b) **Secretary and Minutes** — The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair shall report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary of Committee meetings.
- (c) **Meetings Without Management** — The Committee shall hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which management is not present.
- (d) **Attendance of Non-Members** — The Committee may invite to a meeting any officers or employees of Orvana, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

## **6. Reporting to the Board**

All significant actions of the Committee shall be reported to the Board whenever possible at its next succeeding regular Board meeting and shall be subject to revision or alteration by the Board.

The Committee may ask the Chair of the Company to call a meeting of the Board to consider any matter of concern to the Committee.

## **7. Access to Information**

In its discharge of the foregoing duties and responsibilities, the Committee shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to officers of the Company and to the relevant books, records and systems of the Company as considered appropriate.

## **8. Independent Advisors**

The Committee shall have the authority to engage such independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes and to set and cause to be paid by the Company the compensation of any such counsel or advisors.

## **9. No Rights Created**

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of Orvana. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of Orvana's Articles and By-laws, it is not intended to establish any legally binding obligations.