



ENVIRONMENTAL, HEALTH AND SAFETY AND SUSTAINABLE DEVELOPMENT COMMITTEE

MANDATE

1. Duties

The role of the Environmental, Health & Safety and Sustainable Development Committee (the “Committee”) of Semafo inc. (the “Corporation”) is to assist the Board of Directors (the “Board”) in its oversight of the implementation of policies aimed at positioning the Corporation as a responsible mining Corporation in the countries in which it operates with respect to sustainable development, which include environmental, health and safety and social responsibility matters.

In fulfilling its duties, the Committee:

Environment

- Establishes appropriate policy and risk management systems aimed at managing environmental risks
- Reviews and recommends to the Board for approval the Corporation’s environmental policy
- Reviews periodically a report on the environmental developments at each of the Corporation’s mining site
- Reports to the Board on any material environmental incident at any of the Corporation’s mining site
- Ensures that periodical environmental audits are performed at each mining site.

Health and Safety

- Establishes appropriate policy and risk management systems aimed at managing health and safety risks
- Reviews and recommends to the Board for approval the Corporation’s health and safety policy
- Reviews periodically a report on the health and safety developments at each of the Corporation’s mining site
- Reports to the Board on any material health and safety incident at any of the Corporation’s mining site.

Sustainable Development

- Ensures that, with respect to matters under the Corporation’s control, the Corporation operates in a climate that fosters the improvement of living conditions in the communities where it operates
- Reviews and recommends to the Board for approval the part in the Corporation’s annual report relating to its sustainable development achievements.
- Reviews periodically a report on the sustainable development activities of the Corporation



The Committee will work in collaboration with Fondation SEMAFO to fulfill the sustainable development aspect of its mandate.

2. Communication

The Committee shall ensure that the importance of environmental responsibility, the awareness of health and safety issues and the benefits of sustainable development are properly communicated to the Corporation's employees.

3. Composition

The Committee is composed of at least three Corporation directors appointed by the Board for a mandate of one year or for any other period set by the Board.

4. Chair

The Chair of the Committee is appointed by the Board. In the event of the Chair's inability to attend a meeting, the Committee members shall appoint a chair for such meeting.

The Chair of the Committee:

- Chairs all Committee meetings
- Ensures the fulfillment of the Committee mandate
- Reports on Committee activities to the Board
- Ensures that this mandate is reviewed annually by the Committee members to recommend to the Board any appropriate changes.

5. Meetings

The Committee meets at least twice a year at locations, dates and times it determines. To the extent possible, the Committee meets periodically in Africa to observe on the Corporation's mining sites the various components of the Committee's mandate.

The Chair of the Committee may convene a meeting at any time.

6. Organization

The Corporation's secretary acts as Committee secretary.

Before each Committee meeting, the secretary distributes the agenda and the information required for discussion and decision-making purposes. The secretary records the minutes of each Committee meeting in a register kept for this purpose.

7. Quorum and Decisions

The Committee quorum is the majority of Committee members.

Subject to the quorum being reached, the Committee makes its decisions by a majority of the votes cast by attending members.

8. Outside Advisors

In fulfilling its duties, the Committee has the authority to retain legal, accounting or other advisors.