

MONTANA GOLD MINING COMPANY INC.

HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE CHARTER

1 Purpose

The role of the Health, Safety and Environmental Committee (the “Committee”) is to assist the Board of Directors of the Company (the “Board”) in obtaining assurance that appropriate systems are in place to deal with the management of safety, health and environmental risks.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Compensation and Corporate Governance Committee, and shall be made up of at least 2 members of the Board.
- 2.2 The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors.
- 2.3 Any member of the Committee may be removed from the Committee by a resolution of the Board.
- 2.4 The Board shall appoint a chairman of the Committee who shall be an independent non-executive director. In the absence of the chairman and/or an appointed deputy, the remaining members present shall elect one of their members present to chair the meeting.

3 Meetings

- 3.1 The Company Secretary or his nominee shall act as the Secretary of the Committee.
- 3.2 The quorum necessary for the transaction of business shall be 2 members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.3 The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.
- 3.4 Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings.
- 3.5 The Committee shall meet not less than two times a year at such times and places as the chairman may determine.
- 3.6 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 3.7 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of

the Committee and any other person required to attend, no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

- 3.8 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 3.9 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

4 Responsibilities

The Committee shall:

- 4.1 Review and make recommendations to the Board regarding safety, health and environmental matters concerning the Company.
- 4.2 Review the Company's policies and systems for identifying and managing safety, health and environmental risks in the Company's operations.
- 4.3 Monitor the policies and systems of the Company for ensuring compliance with health, safety and environmental regulatory requirements.
- 4.4 Review the performance of the Company with regard to the impact of health, safety, environmental decisions and actions upon employees, communities and other third parties. It shall also assess the impact of such decisions and actions on the reputation of the Company.
- 4.5 Receive, on behalf of the Board, reports from management concerning safety, health and environmental matters.

5 Reporting Responsibilities

- 5.1 The chairman of the Committee shall regularly report to the Board on its proceedings.

6 Other

- 6.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit.
- 6.2 The Committee shall consider such other matters as the Board may from time to time refer to it.

7 Authority

The Committee is authorised to:

- 7.1 Seek any information it requires from any employee of the Company in order to perform its duties and all employees shall be directed to co-operate with any request made by the Committee.
- 7.2 Call any employee to be questioned at a meeting of the Committee as and when required.

- 7.3 Obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall have full authority to commission, at the Company's expense, any reports or surveys which it deems necessary to help fulfil its obligations.