

## RIVERSDALE RESOURCES LIMITED

(the "Company")

### SAFETY, HEALTH AND ENVIRONMENTAL COMMITTEE CHARTER

ADOPTED ON 17 MAY 2017

#### 1. GENERAL

The board of the Company (**Board**) has established the Safety, Health and Environmental Committee (**Committee**). The Safety, Health and Environmental Committee is part of the Board and exercises its authority, and is accountable to the Board for its performance. This Committee and the functions it performs do not diminish the ultimate responsibility of the Board.

The Safety, Health and Environmental Committee Charter will be reviewed annually. Any proposed changes will be recommended to the Board for approval.

#### 2. THE ROLE OF THE COMMITTEE

The role of the Committee includes assisting the Board with its role of overseeing, monitoring and reviewing, from a corporate governance perspective, the Company's practices in the area of safety, health, environmental management and the Company's relationship with communities.

The responsibilities of the Committee shall include the following:

- Reviewing and making recommendations, as appropriate, in regard to the Company's safety, health and environmental (**SHE**) policies, plans, procedures, compliance systems and monitoring processes;
- Helping to monitor the Company's compliance with applicable SHE laws, regulations and voluntary commitments;
- Reviewing the SHE sections of the annual report prepared by the Company;
- Examine trends in legislation, proposed regulations and emerging issues in the SHE field and assisting the Company in the evaluation of the potential impact of such trends, proposed regulations and issues on the Company;
- Reviewing and evaluating accident / incident reports and, where appropriate, reporting to the Board;

A SHE member will be appointed to oversee major incidents;

- Reviewing and commenting on the Company's goals and objectives in SHE performance;
- Evaluating management's SHE performance in the light of the Company's goals and objectives;
- Assisting in the review and evaluation of estimates of SHE operating, reclamation and closure costs in preparing investment proposals, annual plans and accounts;
- Monitoring and helping to evaluate the Company's emergency preparedness;

- Reviewing audit results and updates from Company management with respect to SHE performance; and
- Review management's assessment of business risk, risk mitigation measures and exposure in respect of its current and future activities.

Many of the principles and procedures recorded in this Charter are expressed in a flexible and non-exhaustive manner. The Board and Committee believe that it is appropriate and necessary to adopt such an approach in order to respond to changing business circumstances, the needs of shareholders and external regulatory developments.

The Committee may delegate all or a portion of its responsibilities to a subcommittee of the Committee.

### 3. **COMPOSITION OF THE COMMITTEE**

The Committee shall comprise of not less than three directors, include the Managing Director of the Company, and the majority of the Committee will be non-executive directors.

The Chairman of the Committee shall be designated by the Board. If the HSE Chairman is not available for a specific meeting, the members of the Committee by a majority vote may designate a temporary Chairman for that meeting.

The Board may appoint additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

The Board will review the membership of the Committee at least once in each year. The Committee may make recommendations to the Board in relation to the Committee's membership.

### 4. **MEETINGS OF THE COMMITTEE**

The Committee will meet at least twice annually and more frequently if it is deemed necessary to fulfil its role.

The Committee may invite any person, including members of management, to attend all or part of a meeting of the Committee and to provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee. Members may participate in a meeting by, or through the use of, a telephone conference system or similar communication method. Participation by such means shall be deemed to be presence for purpose of constituting a quorum.

Any member may, and the Company Secretary will upon request from any member, convene a meeting of the Committee.

Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

The Committee shall provide for the keeping of minutes of all meetings.

5. **REPORTING**

The Chairman of the Committee will prepare a written report of the actions of the Committee (**Report**). The Report will be included in the Board papers for the Board meeting next following a meeting of the Committee. The report will include Committee meeting agendas, papers and minutes.

The Chairman of the Committee will also, if requested, provide a brief oral report on any material matters arising out of a Committee meeting. All Directors will be permitted, during a Board meeting, to request information from the Chairman of the Committee or members of the Committee.

6. **ACCESS TO RESOURCES AND INDEPENDENT ADVISERS**

The Committee will have access to adequate resources to fulfil its responsibilities.

The Committee may obtain information from, and consult with, management.

The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.