

**ZINCORE METALS INC.**  
**("the Company")**

**CHARTER OF THE ENVIRONMENT AND SAFETY COMMITTEE**

**PURPOSE**

The Environment and Safety Committee has overall responsibility for developing and monitoring standards for ensuring a safe, healthy work environment and sustainable development.

**RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Board hereby delegates to the Environment and Safety Committee the following powers and duties to be performed by the Environment and Safety Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the Directors as a whole.

The Environment and Safety Committee, with input from Management as required:

- a. develops and oversees work practices that provide safe, healthy working conditions for all its personnel including contract employees, and to protect public safety, and comply with all occupational health and safety laws and regulations;
- b. ensures that the Company provides training, instruction and equipment to employees so they may carry out their work in a manner that is safe for them and their fellow workers;
- c. is familiar with applicable statutory requirements and trends and evaluates the Company's compliance with such requirements;
- d. assesses environmental risks and the Company's risk management;
- e. evaluates environmental performance within the Company from a best practices point of view including performance by Company contractors;
- f. reviews variances and non-compliance issues;
- g. ensures that good business practices exist in order that the Company meets or exceeds its legal requirements concerning environmental and safety practices; and
- h. makes recommendations to the Board as required.

The Environment and Safety Committee also has such other powers and duties as are delegated to it by the Board.

**COMPLAINTS**

Complaints regarding environmental and safety concerns may be submitted as outlined in the Company's Whistle Blower Policy - Environmental and Safety Matters. Complaints may be

made anonymously and, if not made anonymously, the identity of the person submitting the complaint are kept confidential.

Upon receipt of a complaint, the Chair conducts or designates a member of the Environment and Safety Committee to conduct an initial investigation. The results of that initial investigation are brought before the Environment and Safety Committee for a determination of further investigation and action.

Records of complaints made and the resulting action or determination with respect to the complaint are documented and kept in the records of the Environment and Safety Committee for a period of three years.

The Environment and Safety Committee reviews the Whistle Blower Policy annually.

## **COMPOSITION**

The Environment and Safety Committee is composed of at least two Directors.

In addition, members of each Committee meet the prescribed independence and experience requirements and have relevant skills and/or experience in the Committee's areas of responsibility as required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.

### **Appointment of Committee Members**

Members of the Committee are appointed or confirmed by the Board annually and hold office at the pleasure of the Board.

### **Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board fills any vacancy if the membership of the Committee is less than the minimum requirement number of Directors required for the Committee.

### **Committee Chair**

The Board appoints a Chair for the Environment and Safety Committee.

## **STRUCTURE AND OPERATIONS**

### **Absence of Committee Chair**

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting will be chosen by the Committee to preside at the meeting.

### **Secretary of Committee**

At each meeting the Committee appoints a secretary who need not be a director of the Company.

## **Meetings**

The Chair of the Committee or the Chair of the Board or any two of its members may call a meeting of the Committee. The Committee will meet at least once each fiscal year, and at such other times during each year as it deems appropriate.

## **Quorum**

A majority of the members appointed to the Committee constitutes a quorum.

## **Notice of Meetings**

The Chair of the Committee arranges to provide notice of the time and place of every meeting in writing (including by facsimile) to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The Chair also ensures that an agenda for the meeting and all required materials for review by the members of the Committee are delivered to the members with sufficient time for their review, or that such requirement is waived.

## **Attendance of the Company's Officers at Meetings**

The Chair of the Committee or any two members of the Committee may invite one or more officers of the Company to attend any meeting of the Committee.

## **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a sub-committee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.

## **Procedure and Records**

Subject to any statute or constating documents of the Company, the Committee determines its own procedures at meetings and may conduct meetings by telephone and will keep records of its proceedings.

## **REPORTING**

The Environment and Safety Committee reports to the Board of Directors.

The Environment and Safety Committee reviews its Charter and conducts an assessment of its performance, and the performance of the Committee Chair, on an annual basis. The Committee reports to the Corporate Governance and Nominating Committee the results of such review and assessment, including any recommendations for change (the "Committee Annual Assessment Report").

## **ENGAGEMENT OF ADVISORS**

The Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.

## **EFFECTIVE DATE**

This Charter was implemented by the Board in May 2007.