



## **GLOBAL ATOMIC CORPORATION**

### **CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE OF THE BOARD OF DIRECTORS**

- 1) The Health, Safety and Environment Committee (the “HSE Committee”) is appointed by the Board of Directors (the “Board”) of Global Atomic Corporation (the “Corporation”).
- 2) The HSE Committee shall consist of not less than three directors for the purposes and with the powers as set out below.
- 3) Each member of the HSE Committee shall serve at the pleasure of the Board. The Board may fill vacancies in the HSE Committee by appointment from among the directors of the Corporation, and if and whenever a vacancy shall exist in the HSE Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.
- 4) The Committee will meet on a quarterly basis and receive management’s report on operations in Niger such reports to include any material adverse health, safety or environment occurrences.
- 5) The mandate of the HSE Committee shall be:
  - a) with respect to occupational health and safety:
    - (i) to review and recommend to the Board, for approval, changes in or additions to occupational health and safety policies, standards, accountabilities and programs for the Corporation in the context of competitive, legal and operational considerations;
    - (ii) to receive reports on the nature and extent of compliance or any noncompliance with occupational health and safety policies, standards and applicable legislation and plans to correct deficiencies, if any, and to report to the Board on the status of such matters;
    - (iii) to review such other occupational health and safety matters as the Committee may consider suitable or the Board may specifically direct.
  - b) with respect to the environment:
    - (i) to review and recommend to the Board, for approval, changes in or additions to environmental policies, standards, accountabilities and programs for the Corporation in the context of competitive, legal and operational considerations;
    - (ii) to receive reports on the nature and extent of compliance or any noncompliance with environmental policies, standards and applicable legislation and plans to correct deficiencies, if any, and to report to the Board on the status of such matters;
    - (iii) to review such other environmental matters as the HSE Committee may consider suitable or the Board may specifically direct which may include the status of current and forthcoming legislative changes, along with a review of the effectiveness and adequacy of current environmental monitoring and performance;

- c) with respect to community issues:
- (i) to review and recommend to the Board, changes or additions to community and stakeholder policies, standards and accountabilities and programs for the Corporation in the context of competitive, legal and operational considerations;
  - (ii) to receive reports on the nature of compliance or non-compliance with community and stakeholder policies, standards and applicable legislation and plans to correct deficiencies, if any, and to report to the Board on the status of such matters; and;
  - (iii) to review such community and other matters as the Committee may consider suitable or the Board may specifically direct. This may include the state of current community and stakeholder relations and the number of grievances raised, along with a review of the effectiveness and adequacy of current engagement.
- 6) The Committee shall receive an annual report in the form of an audit of compliance as per recognized international standards of the areas outlined in No. 5 above of operations in Niger.
- 7) A quorum for the transaction of business of the HSE Committee shall consist of two members of the Committee.
- 8) The time and place for meetings of the HSE Committee shall be held, and procedures at such meetings shall be determined from time to time by the chairman, in consultation with the HSE Committee members. The Chief Executive Officer of the Corporation, upon the request of the Committee Chairman, any member of the HSE Committee or upon his own initiative, shall call a meeting of the HSE Committee by letter, telephone, facsimile, telegram or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- 9) Any member of the HSE Committee may participate in a meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- 10) One of the members of the HSE Committee shall be elected as its chairman by the Committee or the Board.
- 11) The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting. The secretary shall keep minutes of its meetings which shall be reported to the Board in a timely manner with respect to each meeting held.
- 12) The HSE Committee may invite such officers, directors and employees of the Corporation as it may see fit, from time to time, to attend at meetings of the HSE Committee.
- 13) Any matters to be determined by the HSE Committee shall be decided by a majority of votes cast at a meeting of the HSE Committee called for such purpose; actions of the HSE Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the HSE Committee called for such purpose.

- 14) The Committee may engage any outside resources that it feels are necessary to fulfill its mandate with the prior consent of the Corporate Governance and Nominating Committee.
- 15) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

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