

### **I. Purpose**

The Health and Safety Committee (the "Committee") is a standing committee of the Board of Directors of Imperial Metals Corporation (the "Company"). The primary function of the Committee is to oversee the development and implementation of appropriate policies, and to review the performance of the Company with respect to industrial health and safety matters.

### **II. Composition and Meetings**

The Committee will be comprised of at least three directors. All members should have skills and/or experience that are relevant to the mandate of the Committee.

The members of the Committee and its Chairman shall be elected by the Board and shall serve for one year.

The Committee shall meet at as deemed necessary. Minutes of the meetings will be prepared and delivered to the Board for its information. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum the Chairman, may meet with the Company's external counsel or other relevant experts, at the Company's expense, to discuss the Company's safety policies and practices.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chairman of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

### **III. Responsibilities and Duties**

In order to encourage a high level of performance by the Company in the health and safety ("HS") areas the Committee is committed to undertake the following responsibilities with respect to the safety concerns of its employees.

1. Review and approve, as necessary, management's plans and actions regarding the development and implementation of policies and standards in the HS areas.
2. Review periodic reports from management on operational performance in the HS areas, including any significant issues, and report its findings to the Board.
3. Review the Company's communication practices with employees, consultants and contractors concerning the importance of developing an awareness of the importance of health and safety.
4. Monitor compliance with regulatory requirements, review all significant non-compliance issues, and review all pending or active litigation in the areas.
5. Review the Company's audit plans for the HS areas and review periodic status reports on such audits and recommendations therein.
6. Any one committee member make periodic visits to the operations to observe practices and discuss issues in the HS areas.

7. Review the qualifications of staff in leadership positions in the HS areas, and meet with such staff periodically.
8. Monitor evolving laws and regulations in the HS area as well as Director's duties and responsibilities and provide any appropriate guidance to the Board.
9. Annually review the adequacy of this Charter and make appropriate revisions with the approval of the Board of Directors.
10. Report the Committee's findings in the above areas to the Board of Directors on a regular basis.
11. Encourage and monitor sustainability efforts.