

**OSISKO MINING INC.**

**6. HEALTH, SAFETY AND ENVIRONMENT & CORPORATE SOCIAL RESPONSIBILITY  
COMMITTEE CHARTER**

**COMPENSATION COMMITTEE**

The Health, Safety and Environment & Corporate Social Responsibility Committee (hereinafter referred to as the "Committee") shall assist the Board of Directors in its oversight role with respect to certain health, safety, environment and sustainability matters included in the roles and responsibilities of the Committee outlined below.

**COMPOSITION AND MEETINGS**

- (a) The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission ("OSC"), the *Business Corporations Act* (Ontario), any stock exchange upon which the securities of the Corporation trade and all other applicable securities regulatory authorities.
- (b) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.
- (c) The Committee shall be composed of no less than three directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
- (e) Each member of the Committee shall serve at the pleasure of the Board. The Committee shall report to the Board.
- (f) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum. For greater certainty, if at any time the Committee is comprised of two members, both members shall constitute a quorum.
- (g) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such . adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting, at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present (a "Reduced Quorum").
- (h) If, and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum or, if applicable, a Reduced Quorum is present in respect of a specific Committee meeting.
- (i) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email 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.
- (j) Any member of the Committee may participate in the 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.

- (k) The Committee shall keep minutes of its meetings, which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- (l) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- (m) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the 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 Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
- (n) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

## **SPECIFIC DUTIES**

The Committee responsibilities are as follows:

### **Health, Safety and Environment**

- (a) review and discuss with management the safety, health, environment and sustainability policies of the Corporation and, where appropriate, recommend revisions to those policies to the Board;
- (b) receive and review updates from management regarding the safety, health, environment and sustainability performance of the Corporation on behalf of the Board, to ensure that management is taking appropriate measures to comply with relevant laws and regulations concerning the Corporation's safety, health, environment and sustainability policies;
- (c) review and report to the Board on the results of any material safety, health, environment or sustainability incident at any of the Corporation's operations;
- (d) review and report to the Board on the results of any health, safety, environment and sustainability audits performed at any of the Corporation's operations;
- (e) review management's response to all health, safety, environment and sustainability audits and material incidents;
- (f) investigate, or cause to be investigated, material negative safety, health, environment or sustainability performance;
- (g) Use the Committee's best efforts to make annual visits by at least one member of the Committee, to each of the Corporation's material projects, in order to review relevant safety, health, environment and sustainability objectives, procedures and performance;
- (h) periodically review and report to the Board on the sufficiency of the resources available for carrying out the Corporation's health, safety, environment and sustainability responsibilities and obligations;

- (i) periodically review and report to the Board on the safety, health, environment and sustainability risks associated with the Corporation's operations, and the procedures and plans designed to manage and mitigate those risks;
- (j) periodically review management's assessment of trends and the impact of proposed laws, regulations and voluntary codes or initiatives affecting safety, health, environment and sustainability matters; and
- (k) periodically review management's plans and actions with respect to sustainable development and support for communities within the area of the Corporation's operations.

### **Corporate Social Responsibility**

The Committee's responsibilities with respect to corporate social responsibility matters will include:

- (a) ensuring management develops, adopts and implements social policies, programs, procedures and activities in communities where the Corporation conducts its business that are based consistent with industry best practice and are based on the Corporation's desire to be an industry leader.
- (b) receiving reports from management on the Corporation's corporate social responsibility programs, including significant sustainable development, community relations and security policies and procedures;
- (c) satisfying itself that management of the Corporation monitors trends and reviews current and emerging issues in the corporate social responsibility field and evaluates the impact on the Company; and
- (d) receiving reports from management on the Corporation's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.

In all cases, the Committee will, where appropriate, report to the Board and make recommendations to the management of the Corporation and/or to the Board.

### **General Matters**

- (a) review the proposed disclosure to the public of all safety, health, environment, social responsibility and sustainability matters, and make recommendations to the Board for approval thereof; and
- (b) evaluate the function and performance of the Committee on an annual basis.
- (c) develop an annual work plan that ensure that the Committee carries out its responsibilities.

### **INDEPENDENT ADVISORS**

The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes. The expenses related to such engagement shall be funded by the Corporation.

As of April 29, 2016.

**SCHEDULE "6-A"**  
**OSISKO MINING INC.**  
**POSITION DESCRIPTION FOR THE CHAIRMAN OF**  
**THE HEALTH, SAFETY AND ENVIRONMENT & CORPORATE SOCIAL RESPONSIBILITY**  
**COMMITTEE**

**PURPOSE**

The Chairman of the Health, Safety and Environment & Corporate Social Responsibility Committee of the Board (the "Committee") shall be a director who is elected by the Board to act as the leader of the Committee in its oversight role with respect to certain health, safety, environment and sustainability matters included in the roles and responsibilities of the Committee outlined below.

**WHO MAY BE CHAIRMAN**

The Chairman will be selected amongst the directors of the Corporation who have a sufficient level of experience with health, safety, social responsibility and environmental issues to ensure the leadership and effectiveness of the Committee.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

**RESPONSIBILITIES**

The following are the primary responsibilities of the Chairman:

- (a) chair all meetings of the Committee in a manner that promotes meaningful discussion.
- (b) ensure adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually.
- (c) provide leadership to the Committee to enhance the Committee's effectiveness, including:
  - (i) ensure that the responsibilities of the Committee are well understood by the Committee members;
  - (ii) provide the information to the Board relative to the Committee's issues and initiatives and to review and submit to the Board recommendations concerning the Corporation's health, safety, social responsibility and environmental policies, procedures and developments;
  - (iii) ensure that the Committee works as a cohesive team with open communication;
  - (iv) ensure that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner; and
  - (viii) ensure the appropriate research and peer group review is done to identify and assess trends in health, safety, social responsibility and environmental policies.
- (d) manage the Committee, including:
  - (i) adopt procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;

- (ii) prepare the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner, is appropriate in terms of relevance and is efficient in format and detail;
- (iii) ensuring meetings are appropriate in terms of frequency, length and content;
- (iv) oversee and participating in the review and approval, on an annual basis, of the reports of the Committee to be disclosed in the Corporation's annual reporting materials in connection with the Corporation's annual meeting;
- (v) liaise with outside advisors regarding health, safety, social responsibility and environmental policies matters and ensure reports prepared by any such outside advisors are received in a timely manner; and
- (vi) annually review with the Committee, its own performance;
- (vii) periodically review managements' plans and actions with respect to its social license to operate..

As of April 29, 2016.