



MANDALAY RESOURCES CORPORATION

(the “Company”)

SAFETY, HEALTH AND ENVIRONMENTAL COMMITTEE CHARTER

PURPOSE

The Safety, Health and Environmental Committee is appointed by the Board of Directors to discharge the Board of Directors’ responsibilities relating to compliance with applicable safety, environmental, health legislation, rules and regulations in the jurisdictions in which the company operates. The purpose of the Safety, Health and Environmental Committee is to assist the Board of Directors in management of the Company of policies, programs and systems relating to safety, environmental, community and health issues. They will oversee with management to develop appropriate safety, community, health and environmental performance and metrics.

REPORTS

The Safety, Health and Environmental Committee shall report to the Board of Directors on a regular basis. The Safety, Health and Environmental, or as matters evolve, regarding financial risks or potential accruals for contingent liabilities or disclosure issues relating to environmental, health and safety matters.

COMPOSITION

The members of the Safety, Health and Environmental Committee shall be minimum of two or more individuals who are appointed by and serve at discretion of Board of Directors (and may be replaced). The Board of Directors may appoint a member to fill a vacancy that occurs in the Safety, Health and Environmental Committee between annual elections of directors. Any member of the Safety, Health and Environmental Committee may be removed from the Safety, Health and Environmental Committee by a resolution of the Board of Directors. Unless the Chair is appointed by the Board of Directors, the members of the Safety, Health and Environmental Committee may designate a Chair by majority vote of the members of the Safety, Health and Environmental Committee.

Each member of the Safety, Health and Environmental Committee shall have an understanding of safety, environmental and health matters and best practices.

RESPONSIBILITIES

The Safety, Health and Environmental Committee shall:

- Review with senior management the Company’s goals and policies in respect of the safety, environment, employee health and community issues and provide oversight on the development and implementation of management systems relating to such matters.

- Ensure that senior management has implemented a safety, environmental, community, health and compliance audit program, which should provide an indication of the Company's risk exposures, steps taken to monitor and control such exposures, the effect of relevant regulatory initiatives and trends and material claims, and request from senior management, periodic status reports on such program and provide feedback on necessary improvements to the program.
- Receive safety, environmental, community and health reports from management that include any issues of a material nature, including details of incidents reports.
- Review financial reserves set aside for environmental remediation obligations.
- Enterprise Risk Management: The Safety, Health and Environmental Committee shall assist the Board in fulfilling its oversight responsibilities relating to the Company's enterprise risk management program by overseeing management's identification and monitoring of risks related to safety, health, environment and community issues and recommending strategies to mitigate against such risks.

MEETINGS

The Safety, Health and Environmental Committee shall meet regularly or as circumstances require. The Safety, Health and Environmental Committee may request any member of the Company's senior management or the Company's outside advisors to attend meetings of the Safety, Health and Environmental Committee or with any members of, or other advisors to, the Safety, Health and Environmental Committee.

Quorum for the transaction of business at any meeting of the Safety, Health and Environmental Committee shall be a majority of the number of members of the Safety, Health and Environmental Committee or such greater number as the Safety, Health and Environmental Committee shall by resolution determine. The powers of the Safety, Health and Environmental Committee may be exercised at a meeting at which a quorum of the Safety, Health and Environmental is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Safety, Health and Environmental Committee. Each member (including the Chair) is entitled to one (but only one) vote in Safety, Health and Environmental Committee proceedings.

Meetings of the Safety, Health and Environmental Committee shall be held from time to time and at such place as a member of the Safety, Health and Environmental Committee may request upon 24 hours prior notice. The notice period may be waived by a quorum of the Environmental, Health and Safety Committee.

The Safety, Health and Environmental Committee may delegate authority to individual members and subcommittees of its members where the Committee determines it is appropriate to do so.

INDEPENDENT ADVICE

In discharging its mandate, the Safety, Health and Environmental Committee shall have the authority to request the board for the authority to retain (and authorize the payment by the

Company of) and receive advice from special legal or other advisors as the Environmental, Health and Safety Committee determines to be necessary to permit it to carry out its duties.

ANNUAL EVALUATION

The Safety, Health and Environmental Committee shall, in a manner it determines to be appropriate:

- Conduct a review and evaluation of the performance of the Safety, Health and Environmental Committee and its members, including the compliance of the Safety, Health and Environmental Committee with this Charter.
- Review and assess the adequacy of its Charter and the position description for its Chair and recommend to the Board of Directors any improvements to this Charter or the position description that the Safety, Health and Environmental Committee determines to be appropriate.