

**DUNCAN PARK HOLDINGS CORPORATION**  
**(the “Company”)**

**CHARTER OF THE**  
**ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The Environmental, Health and Safety Committee of the Company acknowledges and accepts responsibilities placed on directors of corporations with respect to complying with legislation and regulations aimed to protect the environment and the health and safety of its employees, which are contained in a mosaic of laws, regulations and policies in different jurisdictions around the world. The general mandate of the Environmental, Health and Safety Committee is to oversee the development and implementation of policies and management systems of the Company’s relating to environmental and health and safety issues in order to ensure compliance with applicable laws and best management practices.

**II. COMPOSITION AND MEETING**

The Environmental, Health and Safety Committee will be comprised of at least three directors, a majority of which shall be independent directors in accordance with National Policy 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board of Directors reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Company (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” attached to the Charter of the Board of Directors.

The members of the Environmental, Health and Safety Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors or until their successors are duly elected and qualified. The Board of Directors may remove a member of the Environmental, Health and Safety Committee at any time in its sole discretion by resolution of the Board of Directors. Unless a Chairperson is elected by the full Board of Directors, the members of the Environmental, Health and Safety Committee may designate a Chairperson by majority vote of the full membership of the Committee.

Each member will have, to the satisfaction of the Board of Directors, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Environmental, Health and Safety Committee.

The Environmental, Health and Safety Committee shall meet at least once per annum or more frequently as circumstances require. The Environmental, Health and Safety

Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Environmental, Health and Safety Committee or, at a minimum, the Chairperson may meet with the Company's external corporate counsel to discuss the Company's corporate governance policies and practices.

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

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

### **III. RESPONSIBILITIES**

In order to meet applicable legal requirements and operate at a best practices level, the Environmental, Health and Safety Committee is committed to undertake the following responsibilities with respect to the environment and the health and safety of its employees.

- ◆ Arrange for a mechanism to communicate to the Company's organization the importance of developing: (i) a culture of environmental responsibility; and (ii) an awareness of the importance of health and safety.
- ◆ Satisfy itself that adequate procedures are in place to ensure adequate resources are available and systems are in place for the Company's management to implement appropriate environmental, health and safety programs and request and obtain from the management periodic reports on such programs.
- ◆ Establish policies, and provide oversight on the development and implementation of management systems relating to environmental, and health and safety matters.
- ◆ Satisfy itself that adequate procedures are in place to ensure the Company's management has implemented an Environmental, Health and Safety Policy and Framework, which includes defined standards and objectives, monitor its effectiveness and, from time to time, discuss with management any necessary improvements to such policy and its framework of implementation.
- ◆ Satisfy itself that adequate procedures are in place to ensure that the Company's management has implemented an environmental, health and safety performance measurement system that can be used to provide a continual measure of the environmental and health and safety performance and continuous improvement of the Company.

- ◆ Utilize the environmental, health and safety performance measurement system to monitor compliance with legal requirements and internal targets, as well as communicate a demonstrated commitment to the environment and employee health and safety to shareholders and stakeholders, including all members of the Company's organization.
- ◆ Satisfy itself that adequate procedures are in place to ensure that the Company's management has implemented an environmental and health safety compliance audit program, request from the management, periodic status reports on such program and provide feedback on necessary improvement to the program.
- ◆ Receive quarterly reports from management which include any environmental, health and safety issues of a material nature.
- ◆ Report on its activities to the shareholders annually to the full Board of Directors.

Dated May 25, 2006