



ENVIRONMENT, HEALTH & SAFETY COMMITTEE MANDATE

A. PURPOSE

The overall purpose of the Environment, Health & Safety Committee (the “Committee”) of Midas Gold Corp. (“Midas Gold”) is to review and monitor:

- (a) the activities of Midas Gold as they relate to the health and safety of employees of Midas Gold in the workplace; and
- (b) the environmental policies and activities of Midas Gold on behalf of the Board of Directors (the “Board”).

As Midas Gold is principally a holding company, the Committee shall not be responsible for compliance with this mandate by Midas Gold’s subsidiaries (or of their own mandates) or for review or monitoring of such activities, but will oversee the provision of copies of this mandate (and any amendments to it) to the directors and officers of its subsidiaries and to recommend that the directors and officers of its subsidiaries adopt similar or more appropriate local procedures for use by the subsidiaries in their operations and activities, to be monitored by the directors and officers of the subsidiaries directly.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, a majority of which will be independent.
2. The Board, at its annual organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
4. The secretary of the Committee shall be the Corporate Secretary, unless otherwise determined by the Committee.
5. The Committee shall meet regularly on such dates and at such locations as the Chair of the Committee shall determine, but no less than four times per year, and may also meet

at any other time or times on the call of the chair of the Committee, any two of the other members, or the senior officer of Midas Gold responsible for environmental matters.

6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
7. The Committee shall have access to such officers and employees and to such information respecting Midas Gold, and may engage independent environmental consultants and advisors at the expense of Midas Gold, all as it considers to be necessary or advisable in order to perform its duties and responsibilities. All such expenditures or commitments in excess of \$10,000 are subject to board approval.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. Employees' Health and Safety

- (a) to review and monitor the health and safety policies and activities of Midas Gold on behalf of the Board to ensure that management is taking the appropriate actions to remain in compliance with applicable laws, legislation and policies as they relate to Midas Gold's employees in the workplace and that established practices are applied;
- (b) to recommend actions for developing policies, programs and procedures to management so that the principles set out in Midas Gold's policies related to the health and safety of its employees in the workplace are being adhered to and achieved;
- (c) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- (d) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of Midas Gold.

2. **Environmental Matters**

- (a) to review and monitor the environmental policies and activities of Midas Gold on behalf of the Board;
- (b) to recommend actions for developing policies, programs and procedures to management so that the principles set out in the Code of Conduct and Ethical Values Policy are being adhered to and achieved and that best practices are applied;
- (c) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that Midas Gold is taking all necessary action reasonable in the circumstances to protect the environment and that Midas Gold has been duly diligent in carrying out its responsibilities and activities in that regard;
- (d) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended in connection with (a) through (c) above; and
- (e) to report regularly and on a timely basis to the Board on matters relating to the environment and on the state of compliance with applicable laws and legislation and adherence to the policies of Midas Gold.