



SAFETY, HEALTH AND ENVIRONMENT COMMITTEE CHARTER

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Chairman Bernard R. Pryor **Chief Executive Officer** David H. Brown **Chief Financial Officer** Brenda Berlin
Non-executive directors Peter G. Cordin, Andrew D. Mifflin, Khomotso B. Mosehla, Thabo F. Mosololi, Shangren Ding, An Chee Sin, Brian He Zhen

MC MINING LIMITED ("COMPANY")

1. Composition of the Committee

The Safety, Health and Environment Committee ("Committee") is to include at least three members, the majority of which are to be independent non-executive directors. The Chairman of the Committee is not to be the Chairman of the Board.

From time to time, non-Committee members may be invited to attend meetings of the Committee, if considered appropriate.

The Company Secretary of the Company will be the secretary of the Committee.

2. Role of the Committee

The role of the Committee is to:

- (a) Assist in the effective discharge of the Company's responsibilities in relation to the safety, health and environment ("SHE") issues;
- (b) Understand the SHE issues affecting the Company's operations that may have significant implications for the Company;
- (c) Ensure that appropriate systems and processes for identifying, assessing and managing the SHE risks of the Company ("SHE Systems") are developed, implemented and regularly reviewed;
- (d) Monitor compliance with relevant legislation and regulations and evaluate the effectiveness of the SHE Systems, through regular updates from management and internal and external audits;
- (e) Monitor the Company's overall SHE performance;
- (f) Review, consider and encourage management's mechanisms for encouraging a culture of safety, health and care of the environment;
- (g) Receive reports from management and review the investigation of and actions taken by management with respect to material SHE incidents within the Company's operations;
- (h) Perform such other functions as assigned by law, the Constitution of the Company, or the Board.

3. Operation of the Committee

The Committee is to meet at least twice a year, with further meetings on an as required basis.

Minutes of all meetings of the Committee are to be kept and a report of actions taken or recommended is to be given at each subsequent meeting of the Board. Committee meetings will be governed by the same rules, as set out in the Constitution of the Company as they apply to the meetings of the Board.

4. Authority and Resources

The Company is to provide the Committee with sufficient resources to undertake its duties.

The Committee has rights of access to management and has the authority to seek explanation and additional information from the Company's external consultants, without management present, when required.

The Committee has the power to conduct or authorise investigations into any matters within the Committee's scope of responsibilities. The Committee has the authority, as it deems necessary or appropriate, to retain independent technical, legal or other specialists and advisors.

5. Performance of the Committee

The Chairman of the Committee shall report to the Board on the Committee's performance on an annual basis. The Charter shall be reviewed annually and revised as required. Any changes to the Charter will require Board approval.