

LUNDIN MINING CORPORATION

MANDATE OF THE HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE

A. PURPOSE

The purpose of the Health, Safety, Environment and Community Committee (the “HSEC Committee”) is to assist the Board of Directors (the “Board”) of Lundin Mining Corporation (the “Corporation”) in its oversight of:

- (a) Health, safety, environment and community risks;
- (b) The Corporation’s compliance with applicable legal and regulatory requirements associated with health, safety, environmental and community matters;
- (c) The Corporation’s performance in relation to health, safety, environmental and community matters;
- (d) The performance and leadership of the health, safety, environment and community function; and
- (e) The Corporation’s external annual reporting in relation to health, safety, environmental and community matters.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

- 1. The Committee shall consist of at least three members, all of whom shall be directors of the Corporation.
- 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 Committee shall, from time to time, designate a secretary which may be one of the members of the Committee, the corporate secretary of the Company, or other designate of the Committee.
- 5. The Committee shall meet regularly on such dates and at such locations as the Chair of the Committee shall determine 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 the Corporation responsible for HSEC matters. The Committee shall endeavour to meet at least four times per year.

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 of the Corporation and to such information respecting the Corporation as they may require and may engage independent environmental consultants, advisors and legal counsel at the expense of the Corporation, as it considers necessary or advisable in order to perform its duties and responsibilities.

C. DUTIES AND RESPONSIBILITIES

The Committee will act within the scope of its authority under this mandate and shall also deal with such matters as the Board may refer to it from time to time. The Committee is authorised to carry out the following duties and responsibilities:

1. Health, safety, environment and community risks
 - a) The Committee will review the effectiveness of the Corporation's policies and HSEC management system for identifying and managing the health, safety, environmental and community risks.
 - b) The CEO and other members of management will report to the Committee on the policies and HSEC management system for identifying and managing the health, safety, environmental and community risks.
2. Compliance with applicable legal and regulatory requirements
 - a) The Committee will review the policies and HSEC management system for ensuring compliance with applicable health, safety, environmental and community legal and regulatory requirements.
3. Performance in relation to health, safety, environmental and community matters
 - a) The Committee will review the HSEC performance having regard to the health, safety, environmental and community consequences of decisions and actions, including the impacts on employees and third parties and on the reputation of the Corporation.
 - b) The CEO and other members of management will report to the Committee the health, safety and environmental consequences of decisions and actions, and their impacts on communities, employees, other third parties and the reputation of the Corporation.
4. Performance and leadership of the health, safety, environment and community function.
 - a) The Committee will discuss with the CEO the performance of members of management with respect to HSEC matters.
 - c) The Committee will review the annual and longer-term HSEC plans to gain assurance on progress toward the achievement of the HSEC Policy.
 - d) The Committee will review the adequacy of resources available for the HSEC function.

5. External annual reporting in relation to health, safety, environmental and community matters

a) The Committee will review and approve the Annual Sustainability Report and any reports to shareholders.

6. Reporting to the Board

a) The Committee will report to the Board the results of its reviews and make recommendations on specific actions or decisions the Board should consider, including the adequacy of, and any changes to, these terms of reference.

Approved: August 5, 2009

Revised: October 26, 2011

Revised: February 18, 2016

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