

Safety Health & Environment Committee Charter ('SHE')

1. OVERVIEW AND OBJECTIVES

1.1 The Board has established a Safety Health & Environment (SHE) Committee. The function of the SHE Committee is to assist the Board in fulfilling its corporate governance responsibilities in relation to SHE. The role of the Committee is to:

- (a) monitor and regularly review key risks to Medusa in the areas of SHE;
- (b) review Medusa's compliance with applicable laws, regulations and operational policies and standards relating to SHE;
- (c) monitoring changes in SHE legislation, community expectations, research findings and technology;
- (d) provide oversight of policies and systems relating to SHE; and
- (e) target a high Company SHE performance and best practices.

2. MEMBERSHIP AND MEETINGS

2.1 The Committee will comprise of a minimum of three members, at least two of which must be Non-Executive Directors.

2.2 The Committee will meet as necessary throughout the year.

3. FUNCTIONS AND ACTIVITIES

3.1 The Committee shall:

- (a) Facilitate companywide communication of a high performance SHE culture and an awareness of seeking best practice and setting measurable goals.
- (b) Ensure adequate resources are available for management to implement appropriate SHE programs and systems
- (c) Oversee management implementation of a SHE performance measurement system that can determine SHE performance and continuous improvement.
- (d) Use SHE performance to monitor compliance with legal requirements and internal targets, as well as to communicate a SHE commitment to shareholders, stakeholders and employees.
- (e) Oversee management implementation of a SHE compliance audit programme, including evaluation of risk exposures and control actions and also receive regular reports of the impact of proposed regulatory changes, material claims and ways to achieve SHE continuous improvement.
- (f) Receive quarterly SHE performance reports from management that include environmental, health and safety issues of a material nature, details of accidents and incidents and statistics concerning relative performance and continuous improvement.
- (g) Provide feedback to management of SHE goals, policies, practices and systems.

- (h) Report to the Board on key SHE issues within the Company.
- (i) Monitor the Company's compliance with all applicable laws, regulations and operational policies and standards relating to SHE.

4. ADVICE TO THE BOARD

- 4.1 The Committee will report to the Board on the adequacy of SHE management and performance and refer any issues that should be raised for consideration by the Board.**
- 4.2 Minutes of Committee meetings and reports will be made available for all Board members.**