

CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. PURPOSE

1.1 The Corporate Social Responsibility Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Century Global Commodities Corporation (the “**Company**”) to assist the Board in overseeing the Company’s environmental, safety and health and corporate social responsibility policies and programs and the Company’s environmental, health and safety and social responsibility performance in those communities where it conducts its business and operations.

2. DUTIES AND RESPONSIBILITIES

2.1 The Committee’s duties and responsibilities include:

Environmental

- (a) review and monitor the environmental policies and activities of the Company to determine if the Company is in compliance with environmental laws and legislation;
- (b) discuss with management and the independent engineers the quality and acceptability of the Company’s environmental and safety policies;
- (c) review environmental compliance issues and environmentally sensitive incidents to determine if the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities;
- (d) review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;

Health & Safety

- (e) review and monitor the health and safety policies and activities of the Company in regard to applicable laws as they relate to the Company’s employees in the workplace;
- (f) recommend actions for developing policies, programs and procedures to the Board related to the health and safety of its employees in the workplace;
- (g) review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- (h) report 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 the Company;

First Nations

- (i) oversight of the consultation process with First Nations communities including advising on the negotiation of impact benefit agreements and memoranda of understanding and making recommendations to the Board respecting the issues respecting agreements and the consultation process;
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CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- (j) oversee the implementation of environmentally, socially and economically responsible business practices in business activities with or impacting First Nations communities;

Corporate Social Responsibilities

- (k) review and monitor policies, programs, procedures and activities of the Company as they relate to the social issues affecting the communities in which the Company conducts its business and activities to ensure compliance with applicable laws;
- (l) recommend actions for developing social policies, programs, procedures and activities in communities where the Company conducts its business to ensure that the principles set out in such policies are being adhered to and achieved; and
- (m) review and report to the Board on the sufficiency of resources available for carrying out social policies, programs, procedures and activities recommended.

2.2 In addition to the forgoing list of duties, the Committee may perform such other functions as may be necessary or appropriate in the circumstances or as delegated by the Board.

3. STRUCTURE AND COMPOSITION

Composition

3.1 The Committee shall be composed of three Directors.

3.2 The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board for such term or terms as the Board may determine until his or her earlier resignation or removal by resolution of the Board;

3.3 The Committee members shall be Directors that the Board has determined to satisfy the independence and experience requirements of applicable securities laws.

3.4 The Board shall add members to the Committee, on the recommendation of the Governance and Nominating Committee, to fill vacancies on the Committee in accordance with the Memorandum and Articles of Association of the Company and applicable securities laws.

3.5 The Board, on the recommendation of the Governance and Nominating Committee, shall designate one member of the Committee as the chair of the Committee (the “**Committee Chair**”).

3.6 The Committee Chair shall serve at the pleasure of the Board for such term or terms as the Board may determine until his or her earlier resignation or removal by resolution of the Board;

3.7 The Secretary (or Co-Secretary, as the case may be) of the Company¹, or his or her designate, or such other person approved by the Committee shall act as secretary to the Committee.

¹ **Note:** As of November 9, 2016, the Co-Secretaries of the Company are Ivan Wong and Denis Frawley.

CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Responsibilities of the Committee Chair

- 3.8 The responsibilities of the Committee Chair shall include, but not be restricted to:
- a) lead the Committee in undertaking the duties and responsibilities under this Charter;
 - b) facilitate the required flow of information to members of the Committee in a timely fashion;
 - c) facilitate access by members of the Committee to management as necessary;
 - d) chair Committee meetings;
 - e) work with the Committee members and the Chief Executive Officer (the “CEO”) to establish the frequency of Committee meetings and the agenda for meetings;
 - f) lead the Committee in reviewing and assessing the adequacy of its mandate, evaluate the effectiveness in fulfilling its mandate and make recommendations to the Governance and Nominating Committee;
 - g) canvass members for continuous education needs and, in conjunction with the Board education program, arrange for such education to be provided to the Committee on a timely basis; and
 - h) make oral and written reports to the Board on behalf of the Committee on the activities and recommendations of the Committee (unless that responsibility is otherwise delegated by the Committee or the Committee Chair to another Committee member) at the next Board meeting.
- 3.9 The Committee Chair shall have the power to delegate his or her authority and duties to an individual member of the Committee as he or she considers appropriate;

Meetings

- 3.10 The calling, times and locations of meetings of the Committee and procedures at such meetings, shall be determined from time to time by the Committee provided, however, that the Committee shall meet at least once a year.
- 3.11 Subject to the notice provisions in the Company’s Memorandum and Articles of Association, written notice shall be provided no later than 48 hours prior to the meetings, unless waived by all members of the Committee. Notice of every meeting shall be given to the CEO.
- 3.12 If the Committee Chair is not present at any meeting of a Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
- 3.13 The Corporate Secretary of the Company, or his or her designate, or such other person approved by the Committee shall act as secretary to the Committee.
- 3.14 A Committee member may participate in a Committee meeting by means of such telephonic, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate

CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.

3.15 The Committee may invite such officers, Directors, and employees of the Company as it may see fit from time to time to assist the Committee with the carrying out of its duties and responsibilities under this Charter.

3.16 Agendas for the meetings of the Committee will be developed by the Chair of the Committee and shall be circulated to Committee members prior to the Committee meetings.

3.17 The quorum for a meeting of the Committee is a majority of the members of the Committee or such greater number as the Committee shall by resolution determine.

3.18 The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.

3.19 The Committee shall hold regular *in camera* sessions, during which the members of the Committee shall meet in the absence of management.

3.20 The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

4. RESOURCES AND AUTHORITY

4.1 The Committee shall have the resources and authority to carry out the duties and responsibilities included in this Charter, including the authority to:

- a) consult with the Company's legal counsel and other appropriate expert advisors or consultants, as it considers necessary, to carry out its duties and responsibilities under this Charter;
- b) create one or more subcommittees and may delegate in its discretion all, or a portion of, its duties and responsibilities, to such subcommittees;
- c) conduct any investigation necessary and appropriate to fulfilling its responsibilities; and
- d) communicate directly with management including the CEO, the Chief Financial Officer, any other officers, the Company's legal advisors and any other employees of the Company.

5. PERFORMANCE REVIEW

5.1 The Committee shall on a regular basis:

- a) review and assess the adequacy of the Charter and, if necessary, make recommendations to the Governance and Nominating Committee Board with respect to its modification or amendment;

CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- b) undertake a regular² performance evaluation of the Committee, comparing the performance of the Committee to the Charter, in a manner as the Committee deems appropriate; and
- c) report the results of the performance evaluation to the Governance and Nominating Committee, which may take the form of an oral report or written by the Committee Chair or any other member of the Committee designated by the Committee Chair to make the report.

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² *NI Form 58-101F1* requires that if assessments are not regularly conducted by an issuer, the issuer must describe how the board satisfies itself that the board, its committees and its individual directors are performing effectively in its management information circular.