



**CORPORATE RESPONSIBILITY COMMITTEE
OF THE BOARD OF DIRECTORS OF INMET MINING CORPORATION**

CHARTER

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| Policy No.: | GV-004 | Effective Date: | November 28, 2011 |
| Functional Classification: | Governance | Supersedes: | December 1, 2009 |
| Approval Authority: | Board of Directors | Mandated Review: | November, 2012 |
| Policy Owner: | Lynda Beesley | Scope: | CR Committee |

Purpose

The Corporate Responsibility (CR) Committee is established to assist the Board of Directors of Inmet Mining Corporation (the Corporation) in its oversight of the Corporation's (i) CR objectives, performance and reputation management; (ii) management of CR risks; (iii) compliance with current and future legal and regulatory requirements associated with CR matters; and (iv) the development and implementation of strategies, policies and management systems and processes to ensure that the Corporation's goals, objectives and commitments relating to CR matters are achieved.

CR encompasses all of those activities through which the Corporation seeks to build its reputation as a responsible corporate citizen, promote the Inmet brand and drive value by addressing evolving societal interests in its day-to-day activities, decision-making and business planning, and through improved operational performance. These activities include the Corporation's performance on CR matters of safety, health and security, environmental stewardship, stakeholder relations, social investment, human rights, business ethics and government affairs.

Composition

The CR Committee shall consist of at least three (3) members chosen from the existing slate of directors, all of whom shall be independent. Members shall have demonstrated understanding and experience of the broad range of CR issues as they apply to the mining industry.

Meetings and Quorum

The CR Committee shall meet four (4) times annually. Additional meetings may be held as the Committee considers necessary to discharge its responsibilities. A majority of members of the Committee shall constitute a quorum.

Chair

The Chair of the CR Committee shall approve an agenda in advance of each meeting and will cause minutes of each meeting to be maintained. The Chair will report regularly to the Board of Directors on meetings of the Committee and its deliberations.

CR Committee Duties and Responsibilities

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

Objectives, Risks and Performance

1. Review and monitor the Corporation's objectives and strategies relative to CR, taking account of key identified risks relating to the Corporation's business.
2. Review and monitor the Corporation's CR performance, along with any proposed recommendations or actions based on the record of performance.
3. Review industry trends and evolving best practice in the context of the Corporation's CR objectives, strategy and performance.

Policy Framework

4. Regularly review the development and maintenance of a framework of policies and standards for managing CR risks and opportunities and their impacts on the Corporation's activities, performance and reputation.
5. Review annually and recommend to the Board for approval any necessary changes in and the appropriateness of the policies in place to administer the Corporation's CR programs in the context of competitive, legal, operational and reputational considerations.

Audit Management and Compliance

6. Review the design, implementation and results of the corporate audit program across the broad CR spectrum to ensure compliance with all applicable legal requirements, company policies and commitments and evolving best practice.
7. Review the findings and recommendations from any investigation or audit by regulatory agencies or external auditors or consultants concerning the Corporation's environmental, safety and health matters and social performance.

8. Review reports on material CR incidents to identify root causes and actions taken by management to address gaps and share learnings from incidents across the enterprise.

Management Systems and Processes

9. Review the systems and processes for identifying, assessing and managing CR risks and ensuring that the overall reputation of the Corporation is adequately protected.
10. Review the CR performance measurement system to ensure that leading and lagging indicators are developed and implemented to lead to continuous improvement in CR performance.
11. Receive information and reports from management and review annually operations and closed property spending against budget.
12. Receive, at least annually, information and reports from management regarding the closure provision and financial assurance mechanisms and amounts in place to assure the Corporation's closure liabilities.
13. Review any civil and criminal proceedings, claims or other contingency within the Committee's scope that could have a significant effect on the Corporation and report to the Board on the status of such matters.

Communications and Reporting

14. Review the Corporation's disclosure of CR matters in the Corporation's continuous disclosure documents and annual CR Report.

Resources

15. Review with management, at least annually, the sufficiency of resources assigned to perform the Corporation's CR programs and obligations, and to report any deficiencies to the Board.
16. Receive information and reports annually regarding the CR succession plan and organizational structure.

Charter Review

17. Review this Charter at least annually and recommend any changes to the Corporate Governance and Nominating Committee of the Board.

Outside Advisors

18. Engage outside advisors as deemed necessary to carry out the Committee's duties. The Corporation shall provide appropriate funding to compensate any such advisor as determined by the Committee.