

## HEALTH, SAFETY & ENVIRONMENTAL COMMITTEE CHARTER

### 1.0 MANDATE

The Health, Safety & Environmental Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Dominion Diamond Corporation (the "Company") to assist the Board in fulfilling its responsibilities under its mandate and applicable laws and regulations in respect of environmental, health and safety matters at all projects and properties of the Company.

### 2.0 MAJOR RESPONSIBILITIES AND FUNCTIONS

The Committee is responsible for reviewing and, as appropriate, recommending changes to the environmental, health and safety policies of the Company and monitoring compliance with such policies and applicable laws and regulations. Without limiting the generality of the foregoing, the Committee shall have the following duties:

- (a) Review and approve management policies, relating to environmental, health and safety matters.
- (b) Encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in the environmental, health and safety policies are being adhered to and achieved.
- (c) Periodically review the environmental, health and safety policies of the Company and, as appropriate, recommend changes in such policies to the Board or management.
- (d) Periodically review management's report on compliance with the environmental, health and safety policies of the Company and any internal targets.
- (e) Periodically review management's report on the Company's compliance or non-compliance with applicable regulatory requirements.
- (f) Review with management the Company's emergency response procedures with respect to environmental, health and safety incidents.
- (g) In the event of the occurrence of a material environmental, health or safety incident, or litigation (whether civil or criminal) relating to the same, receive and review management's or outside counsel's report detailing the nature of the incident and/or litigation and consider what Committee action, if any, is appropriate.
- (h) Where the Company holds a non-operating joint venture interest in a property operated by a partner, periodically review pertinent environmental, health and safety policies and the performance of the operator.
- (i) Review such other environmental, health or safety matters as the Committee may consider suitable or the Board may otherwise direct.
- (j) Conduct an annual performance review of the Committee.
- (k) Report to the Board with respect to the activities of the Committee and with such recommendations as are considered advisable.

### **3.0 OPERATION OF COMMITTEE**

#### *3.1 Reporting*

The Committee shall report to the Board following each meeting of the Committee.

#### *3.2 Composition of Committee*

The Committee shall consist of not less than 3 directors.

#### *3.3 Appointment of Committee Members*

Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

#### *3.4 Vacancies*

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

#### *3.5 Chair*

The Committee will recommend an independent director as Chair of the Committee to the Board for approval. The Chair of the Committee shall be appointed by the Board. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

The Chair presiding at any meeting shall not have a casting vote.

#### *3.6 Secretary*

The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Company. The Secretary shall keep minutes of the meetings of the Committee.

#### *3.7 Committee Meetings*

The Committee shall meet at least semi-annually at the call of the Chair. In addition, a meeting may be called by any director.

Committee meetings may be held in person, by video-conference, by telephone or by any combination of any of the foregoing.

#### *3.8 Notice of Meeting*

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

### 3.9 *Quorum*

A majority of committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.

### 3.10 *Attendance at Meetings*

The Chief Executive Officer and the Chief Operating Officer of the Company are expected to be available to attend meetings, but a portion of every meeting will be reserved for in-camera discussion without the Chief Executive Officer, Chief Operating Officer, or any other member of management, being present.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

### 3.11 *Minutes*

Minutes of Committee meetings shall be sent to all Committee members following each meeting of the Committee.

### 3.12 *Engaging Outside Resources*

The Committee is empowered to engage outside resources, as it deems advisable, at the expense of the Company including, without limitation, the sole authority to retain and terminate consulting firms and/or professional advisors to assist in the evaluation of environmental, health or safety matters, and the sole authority to approve the Company's arrangements with consulting firms and/or professional advisors, including fees and other retention terms.

**APPROVED** by the Board of Directors of Dominion Diamond Corporation on the 9<sup>th</sup> day of March, 2017.