

BREAKWATER RESOURCES LTD.

ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER

1. Purpose

To assist the board of directors in fulfilling its oversight responsibilities for the Company's establishment of health, safety and environmental policies for its mining operations and to review their appropriateness on an ongoing basis and to report to the board on a regular basis.

2. Composition

The Health, Safety & Environment Committee (the "Committee") will consist of at least two members of the board of directors. The board will appoint the Committee members and the Committee Chairperson.

3. Procedures, Powers & Duties

The Committee will meet prior to each quarterly board of directors meeting, with authority to convene additional meetings, as circumstances warrant. All Committee members are expected to attend each meeting.

Meeting agendas will be prepared in advance and circulated to Committee members along with any appropriate briefing materials.

No business shall be transacted by the Committee except at a meeting duly called, where a majority of members are present, either in person or by telephone or video conference.

The Committee may retain special legal counsel or outside consultants to advise the Committee at the Company's expense including sole authority to retain and to approve any such firm's fees and other retention terms, without the prior approval of the board of directors.

The business of the Committee will be recorded in minutes of the Committee which shall be submitted to the board of directors. The Chairperson of the Committee will report on the activities of the Committee at the next following meeting of the board of directors.

4. Responsibilities

With respect to the Committee's mandate, the Committee shall:

- (a) Review the mandate annually to ensure that it continues to adequately reflect a process in place which reviews:
 - (i) the Company's commitment to the health and safety of workers at its sites;
and

- (ii) the Company's commitment to environmental stewardship, public responsibility, social progress and economic growth.
- (b) Promptly review reports prepared by management with respect to any extraordinary event or condition involving significant environmental damage, significant risk to public health or safety, major public controversy, material liability, or potential therefore. Consider the recommendations of management in the reports, assess proposed action plans, report to the board and, where appropriate, make recommendations to the board.
- (c) Review Company programs to promote zero injuries amongst the workforce and monitor their effectiveness.
- (d) Review Company programs to minimize or prevent the harmful effects of the Company's operations on the environment.
- (e) Review management reports quarterly and annually which track performance and compliance with applicable laws providing for the protection of the environment, employees and the public, and the status of any investigations or legal proceedings, of a material nature.
- (f) Review annually, all reports prepared by management with respect to plans for the conduct of environmental performance assessments, including key issues to be addressed during the coming year.
- (g) If any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of the Company's response to such situations, make recommendations to the board where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved.
- (h) Review the proposed disclosure regarding all material documents to be made public and report to the board with recommendations if necessary.
- (i) At least one of the Committee members shall visit each of the Corporation's operating mine sites at least once every three years and, as required, meet with individuals in charge of environmental, health and safety matters.

5. Mandate Reviews

The Committee shall regularly review and reassess the adequacy of this mandate and recommend changes to the board.

The Committee shall annually review its performance relative to this mandate.