

**TERMS OF REFERENCE FOR THE SUSTAINABILITY, ENVIRONMENT,  
HEALTH AND SAFETY COMMITTEE**

**I. PURPOSE**

- A. The main purpose of the Sustainability, Environment, Health and Safety Committee (the “Committee”) is to review and monitor the environmental, health and safety policies and activities of Goldcorp Inc. (“Goldcorp” or the “Company”) on behalf of the Board of Directors (the “Board”).
- B. The Committee may investigate any activity of the company that relates to environment, health and safety.
- C. The Committee will have access to such officers and employees of the Company and to independent environmental consultants and advisors, and to such information respecting the Company as it considers necessary in order to perform its duties and responsibilities.

**II. COMPOSITION AND OPERATIONS**

- A. The Committee shall consist of not fewer than two and not more than five directors, the majority of whom shall be independent directors.
- B. The Committee will meet at least two times per year.
- C. The Committee shall operate under the guidelines applicable to all Board committees.

**III. DUTIES AND RESPONSIBILITIES**

The Committee shall:

- A. Review and monitor the environmental, safety and health policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislation;
- B. Review monthly environmental, health and safety reports;
- C. Review an annual report by management on environmental, safety and health issues;
- D. Encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in

**TERMS OF REFERENCE FOR THE SUSTAINABILITY, ENVIRONMENT,  
HEALTH AND SAFETY COMMITTEE**

the environmental, health and safety policies are being adhered to and achieved;

- E. Periodically review environmental, health and safety response compliance issues and incidents to determine, on behalf of the Board, that 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 in that regard;
- F. Review results of operational environment, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits;
- G. Ensure that principle areas of environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- H. Ensure that the Company's directors are kept abreast of their duties and responsibilities related to the scope of this Committee;
- I. Make periodic visits, as individual members or as the Committee, to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to environment, health and safety; and
- J. Investigate, or cause to be investigated, any extraordinary negative environment, health and safety performance where appropriate.

**IV. ACCOUNTABILITY**

- A. The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on environmental, health and safety matters relative to the Company.
- B. The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

**TERMS OF REFERENCE FOR THE SUSTAINABILITY, ENVIRONMENT,  
HEALTH AND SAFETY COMMITTEE**

**V. COMMITTEE TIMETABLE**

A. The timetable on the following pages outlines the Committee’s schedule of activities.

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
A. Review and monitor environmental, safety and health policies and activities		✓			✓			✓			✓	
B. Review monthly environmental, health and safety reports	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
C. Review annual management report on environmental, safety and health				✓								
D. Encourage, assist, support and counsel management in developing policies and standards to ensure principles set out in environmental, health and safety policies are being adhered to and achieved		✓			✓			✓			✓	
E. Review environmental, health and safety response compliance issues and incidents		✓			✓			✓			✓	
F. Review results of operational environment, health and safety audits and management’s activities to maintain appropriate internal and external environmental and safety audits		✓			✓			✓			✓	
G. Ensure environmental, health and safety risk and impacts are identified and sufficient resources allocated to address them		✓			✓			✓			✓	
H. Ensure directors are kept abreast of duties and responsibilities related to the scope of this Committee		✓			✓			✓			✓	
I. Visit corporate locations to familiarize with nature of operations, and to review relevant objectives, procedures and performance with respect to environment, health and safety												
J. Investigate any extraordinary negative environment, health and safety performance												
K. Assess adequacy of these terms of reference and recommend to Board		✓										
L. Conduct annual self-evaluation and report to Board		✓										