

**POLYMET MINING CORP.**  
**HEALTH, SAFETY, ENVIRONMENT AND COMMUNITIES COMMITTEE CHARTER**

**1. PURPOSE**

The Health, Safety, Environment Communities Committee (in this charter, the “Committee”) shall ensure that the Company conducts its activities in such a manner as to promote safe and healthy working conditions and the preservation of the environment.

**2. STRUCTURE AND OPERATIONS**

The Committee shall be composed of not less than three (3) directors. Members of the Committee shall be appointed or reappointed at the meeting of the Board, immediately following the annual general meeting of the shareholders of the Company (the “AGM”), and in the normal course of business will serve a minimum of three (3) years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

The Board or, in the event of its failure to do so, the members of the Committee shall appoint or reappoint, at the meeting of the Board immediately following the AGM, a chairman from among their number. The chairman shall serve as a liaison between the Committee and members of the Company’s management team (“Management”).

Meetings of the Committee shall be held at least once annually, provided that due notice is given and a quorum of a majority of the members is present. Where a meeting is not possible, resolutions in writing, which are signed by all members of the Committee, are as valid as if they had been passed at a duly held meeting. The frequency and nature of the meeting agendas are dependent upon business matters and affairs, which the Company faces from time to time.

The Committee shall report to the Board on its activities after each of its meetings. In addition, it shall review and assess the adequacy of this charter annually and, where necessary, recommend changes to the Board for approval. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee.

**3. SPECIFIC DUTIES**

The Committee shall:

1. identify, assess and manage risks to employees, consultants, the environment and host communities;
2. review and monitor the safety, health and environmental policies and procedures of the Company and report to the Board with any recommendations relating thereto;
3. promote and support improvements to the Company’s safety, health and environmental record. Review material incidents relating to safety, health and environmental issues and report to the Board with any recommendations relating thereto;
4. as it may deem necessary, arrange, implement and oversee safety and environmental audits, with respect to any operations within the Company;
5. provide employees and consultants with the training and resources necessary to meet the Company’s objectives under this charter;
6. review and monitor the impact of the company’s safety, health, and environmental policies and practices and their affect on local communities, and
7. promote and support ethical business practices and meet or, where possible, exceed applicable legal and other regulatory requirements.

The Committee shall have the authority to retain and compensate such independent advisors, as it may deem necessary or advisable to fulfill its duties. The expenses related to such engagement shall be funded by the Company.

The Committee shall have such other powers and duties as delegated to it by the Board.

**Reviewed and last approved by the Board of Directors on July 14, 2016.**