

**AGNICO-EAGLE MINES LIMITED**  
**HEALTH, SAFETY AND ENVIRONMENT**  
**COMMITTEE CHARTER**

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This Charter shall govern the activities of the health, safety and environment committee (the "Health, Safety and Environment Committee") of the board of directors (the "Board of Directors") of Agnico-Eagle Mines Limited (the "Corporation").

**I. PURPOSE OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

The Health, Safety and Environment Committee (the "Committee") shall advise and make recommendations to the Board of Directors in its oversight role with respect to: (a) monitoring and reviewing health, safety and environmental policies, principles, practices and processes; (b) overseeing health, safety and environmental performance; and (c) monitoring and reviewing current and future regulatory issues relating to health, safety and the environment.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

**II. COMPOSITION**

The Health, Safety and Environment Committee shall be comprised of a minimum of three directors, a majority of whom shall be unrelated and independent as determined by the Board of Directors in accordance with the applicable requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities. (See Schedule A for current requirements.)

The members of the Health, Safety and Environment Committee shall be appointed by the Board of Directors annually at the first meeting of the Board of Directors after a meeting of the shareholders at which directors are elected and each member shall serve until: the next annual meeting of shareholders; they resign; their successors are duly appointed; or such member is removed from the Committee by the Board of Directors. The Board of Directors shall designate one member of the Health, Safety and Environment Committee as the chair of the Health, Safety and Environment Committee (the "Chair"), but if it fails to do so, then the members of the Health, Safety and Environment Committee may designate the Chair by a majority vote of the full Health, Safety and Environment Committee membership.

### **III. MEETINGS**

The Health, Safety and Environment Committee shall meet at least twice annually and more frequently as desired or required. The Health, Safety and Environment Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of members of the Health, Safety and Environment Committee participating in any meeting of the Health, Safety and Environment Committee shall be sufficient for the adoption of any resolution.

### **IV. COMMITTEE RESPONSIBILITIES AND DUTIES**

The Health, Safety and Environment Committee's primary responsibilities are to:

1. review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board of Directors;
2. review and monitor the health, safety and environment policies and activities of the Corporation on behalf of the Board of Directors to ensure that the Corporation is in compliance with applicable laws and legislation;
3. review monthly health, safety and environmental reports;
4. review an annual report by management on health, safety and environmental issues;
5. encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in the health, safety and environment policies are being adhered to and achieved;
6. periodically review health, safety and environment response compliance issues and incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
7. review results of operational, health, safety and environment audits and management's activities to maintain appropriate internal and external health, safety and environmental audits;
8. identify the principle areas of health, safety and environment risks and impacts and provide that sufficient resources are allocated to address these;
9. keep the Corporation's directors abreast of their duties and responsibilities related to the scope of the Committee;
10. 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 health, safety and environment matters;

11. investigate, or cause to be investigated, any extraordinary negative health, safety and environment performance where appropriate;
12. report to the Board of Directors following each meeting of the Committee and at such other times as the Board of Directors may consider appropriate; and
13. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

## SCHEDULE A

### *Unrelated Director*

Under the Toronto Stock Exchange rules, "independent director" means a director who is:

- (a) not a member of management and is free from any interest and any business or other relationship which could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the issuer;
- (b) not currently, or has not been within the last three years, an officer, employee of or service provider to the issuer or any of its subsidiaries or affiliates; and
- (c) not an officer, employee or controlling shareholder of a company that has a material business relationship with the issuer.

### *Independent Director*

#### National Instrument – 52-110

A director is "independent" if he or she has no direct or indirect material relationship with the issuer. The following summarizes the major aspects of the National Instrument (NI52-110) relating to the independence of a director.

#### *Certain Relationships Automatically Exclude a Director From Serving on the Audit Committee*

If a director (or a member of the director's immediate family) has a specified type of relationship with the issuer (which includes the issuer's parent and subsidiary entities), then that director will not be considered independent. NI52-110 assumes that the following persons have a material relationship with the issuer (and are therefore precluded from sitting on the audit committee):

#### *Employment Relationships*

- an individual who is, or has been within the last three years, employee or executive officer of the issuer or an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
- an individual who, or whose immediate family member, is, or has been within the last three years, an executive officer of another entity if any of the issuer's current executive officers serves or served at that same time on the compensation committee of that entity;
- an individual who received, or whose immediate family member who is employed as an executive officer of the issuer who received, more than C\$75,000 in direct compensation from the issuer during any 12 month period within the last three years (other than remuneration for acting as a member of the board of directors or any board committee of the issuer and fixed amounts received under a retirement plan for prior service with the issuer that is not contingent on continued service);

#### *Relationships with Internal or External Auditors*

- an individual who is a partner or employee of the issuer's internal or external auditor or an individual who was within the last three years a partner or employee of the issuer's internal or external auditor and personally worked on the issuer's audit within that time;
- an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual, is (i) a partner of the issuer's internal or external auditor, (ii) an employee of the issuer's internal or external auditor and participates in its audit, assurance or tax compliance (but not tax planning) practice, (iii) or an individual who was within the last three years a partner or employee of the issuer's internal or external auditor and personally worked on the issuer's audit within that time;

#### *Advisory or Consulting Relationships*

- an individual who accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than remuneration for acting as a member of the board or any board committee or as a part-time chair or vice-chair of the board or any board committee, including the indirect acceptance of a fee by an individual's spouse, minor child or stepchild, or child or stepchild who shares the individual's home or by an entity in which such individual is a partner, member, officer such as a managing director or executive officer and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer; and

#### *Relationships with Affiliated Entities*

- an individual who is an affiliated entity of the issuer or any of its subsidiary entities, where affiliated entity means a person that has the direct or indirect power to direct or cause the direction of management and the policies of the issuer or any of its subsidiary entities, whether through ownership of voting securities or otherwise (other than an individual who owns, directly or indirectly, ten percent or less of any class of voting securities of the issuer and is not an executive officer of the issuer) or an individual who is both a director and an employee of an affiliated entity or an executive officer, general partner or managing member of an affiliated entity.

#### *The Materiality of Other Relationships is for the Board to Determine*

If a director has a direct or indirect relationship with the issuer, then it will be material if, in the view of the issuer's board of directors, the relationship could reasonably interfere with the exercise of the director's independent judgement. These relationships may include commercial, charitable, industrial, banking, consulting, legal, accounting or familial relationships or any other relationship that the board considers to be material.

### New York Stock Exchange Rules

Under the New York Stock Exchange rules, the following requirements must be met to qualify as an "Independent Director":

- (a) No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Companies must disclose these determinations.
- (b) In addition, the following persons are not independent:
  - Any director who is (or who has an immediate family member who is) an executive officer, other than on an interim basis, of the listed company;
  - any director who receives (or who has an immediate family member who receives) more than \$120,000 per year in direct compensation from the listed company ;
  - any director who is (or who has an immediate family member who is, in a professional capacity) a partner or employee of the listed company's internal or external auditor;
  - any director who is (or who has an immediate family member who is) employed as an executive officer of another company where any of the executives of the listed company also serves or served on that other company's compensation committee; and
  - any director who is an employee (or who has an immediate family member who is an executive officer) of another company that has made payments to, or received payments from, the listed company for property or services which exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

*Three Year "Cooling Off" Period.* For each of the categories above where a director is not (or is presumed not to be) independent, there is a three-year "cooling off" period. Accordingly, the existence of the prohibited relationship at any time during the preceding three years is presumed to impair independence.