

Risk Management Committee Charter

Latest Revision Adopted: 17 November 2010

The Board has established a Risk Management Committee which operates pursuant to this Charter.

The Role of the Risk Management Committee

The role of the Risk Management Committee is to assist the Board in reviewing the efficiency and effectiveness of the Company's risk management environment. The Committee's function is principally one of oversight and review. It reports to the Board. Responsibility thus resides with the Board.

The Responsibilities of the Risk Management Committee

- To review the Annual Risk Management Program and subsequent material changes requested by management. The Board is responsible for the approval of the Risk Management Plan.
- To review and notify the Board of the business risk management framework including management of operational events.
- Review management's approach to key operational risks facing the business including the effectiveness of internal controls.
- Monitor the implementation of key recommendations and management action plans.
- Review the adequacy of the Company's annual insurance program.
- Review acquisitions and the Company's land bank from time to time to ensure strategy plans approved by the Board are being implemented.

Membership and Meetings

- The Committee shall have two formal members, one of whom is the Chairperson appointed by the Board. Both Committee members will be independent Directors. The Chief Executive Officer, Chief Financial Officer and Company Secretary will be in attendance at meetings.
- Committee members shall have a strong financial and business background.
- Two members shall constitute a quorum.
- The Committee will meet at least quarterly or more frequently as circumstances require.

- Meetings may be held by members communicating with each other by technological means by which they are able to simultaneously hear each other and participate in discussion.
- Meetings must be minuted.
- The Committee may invite others to attend the meetings from time to time.
- The Committee will meet with the internal and external auditor as required.
- The Committee has the authority within the scope of its responsibilities to seek information it requires from any employee or external party with the prior consent of the Chairman. The Committee, and its individual members, may obtain outside legal or other independent professional advice at the expense of the Company to assist in discharging its responsibilities. Any advice obtained will be made available to all Directors.
- The Committee will report to the Board regularly on its activities.