

**PEMBROOK MINING CORP.**

**("the Company")**

**HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE CHARTER**

The Health, Safety, Environment and Community Committee of the Board of Directors "HSEC" consists of at least three independent directors. The Committee meets at least annually, or more frequently as required.

The Committee's mandate is to ensure that management develops and monitors standards for ensuring a safe, healthy work environment and sustainable development, encompassing both environmental matters and community relations.

With the assistance of management, the Committee's duties and responsibilities are to:

- a. develop and oversee work practices that provide safe, healthy working conditions for all Company personnel including contract employees, and to protect public safety, and comply with all occupational health and safety laws and regulations;
- b. ensure that the Company provides training, instruction and equipment to employees so they may carry out their work in a manner that is safe for them and their fellow workers;
- c. be familiar with applicable statutory requirements and trends and evaluate the Company's compliance with such requirements;
- d. assess environmental risks and the Company's risk management;
- e. evaluate environmental performance within the Company from a best practices point of view including performance by Company contractors;
- f. promote a tone and programs which foster beneficial relations with the communities in which we work;
- g. review variances and non-compliance issues;
- h. ensure that good business practices exist so that the Company meets or exceeds its legal requirements concerning environmental and safety practices; and
- i. make recommendations to the Board as required.

**COMPLAINTS**

Complaints regarding environmental and safety concerns may be submitted as outlined in the Company's Whistle Blower Policy. Complaints may be made anonymously and, if not made anonymously, the identity of the person submitting the complaint will be kept confidential.

Upon receipt of a complaint, the Chair will conduct or designate a member of the Environment and Safety Committee to conduct an initial investigation. The results of that initial investigation will be brought before the Environment and Safety Committee for a determination of further investigation and action.

**ENGAGEMENT OF ADVISORS**

The Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.

EFFECTIVE DATE:     October 27, 2009