

GAMMON GOLD INC.
ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE MANDATE

The Committee shall be composed of not less than three directors, the majority of whom shall be resident Canadians and a majority of whom shall be independent directors.

Members of the committee shall be appointed or reappointed at the annual meeting of the Corporation. 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 of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Corporation a Chairman among their number. The Chairman shall not be a former officer of the Corporation. Such Chairman shall serve as a liaison between members and senior management.

Meetings

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

1. A quorum for meetings shall be at least three members.
2. The Committee shall meet at least semi- annually.
3. Notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting.
4. A resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is valid as if it had been passed at a meeting of the Committee.

Responsibilities

The Committee shall be responsible for reviewing sustainability, environmental, and occupational health and safety policies and programs, overseeing the Corporation's occupational health and safety performance, and monitoring current and future regulatory issues.

The Committee's responsibilities shall include reviewing and making recommendations, as appropriate, in regard to the Corporation's occupational health and safety program, including i) corporate occupational health and safety policies and procedures; ii) reviewing and making recommendations, as appropriate, in regard to occupational health and safety compliance issues, if any; iii) ensuring that the Corporation monitors, trends and reviews current and emerging issues in the occupational health and safety field; iv) reviewing the Corporation's occupational health and safety performance to:

Environmental, Health and Safety Committee Mandate

1. Assess the effectiveness of the occupational health and safety program and to make recommendations for improvement, where appropriate.
2. Determine if any occupational health and safety issues that may be identified as a result of such review are of significance to report to the Board.

In all cases, the Corporation will make recommendations, where appropriate, to the Management of the Corporation and/or to the Board.