

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE MANDATE

The Health, Safety and Environment Committee (the “Committee”) of the Board of Directors (the “Board”) of Orosur Mining Inc. (“OMI”) has the oversight responsibility and specific duties described below.

Composition

The Committee will be comprised of three or more directors as determined by the Board. A majority of the Committee members will be independent.

Committee members will be appointed and removed by the Board. The Committee Chair will be appointed by the Board.

Responsibility

The Committee’s primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to due diligence in the development and implementation of systems and programs for the management of health, safety and environment with a view to ensuring OMI remains on the “leading edge” in the ongoing institution of best-in-class practices.

Specific Duties:

The Committee will:

Monitoring and Leadership

1. Monitor the performance of OMI’s Health, Safety and Environmental systems and programs and, in the Committee’s discretion, recommend any changes to the Board for consideration.
2. Encourage, assist and counsel Management in maintaining and improving health, safety and environment performance.
3. Lead discussions of issues relevant to OMI’s operations with respect to health, safety and environment.
4. Review a health, safety and environment performance report at each regularly scheduled meeting.

Performance

5. Review any other reports the Committee deems appropriate, including audit reports.
6. Monitor compliance with applicable law related to health, safety and environment.

Compliance

7. Monitor compliance with OMI’s policies related to health, safety and environment.

8. Assess the impact of proposed or enacted laws, regulations and international treaties related to health, safety and environment.

Risk Management

9. Take all reasonable steps to ensure that there are long range preventive programs in place to maintain OMI's position as a responsible member of Uruguayan and international industry and limit the potential future liability. Review reports required to adequately monitor the long range preventive programs.
10. Take all reasonable steps to ensure all necessary corrective measures are taken by OMI when health, safety or environment issues arise.
11. Monitor current, pending or threatened legal actions by or against OMI related to health, safety and environment.

Committee Reporting

12. Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
13. Annually review and approve the Committee's report for inclusion in the Proxy Circular.

Committee Meetings

14. Meet at least twice annually and as many additional times as needed to carry out its duties effectively. The Committee may, on occasion and in appropriate circumstances, hold a meeting by telephone conference call.

Advisors / Resources

15. After consultation with the Board Chair, retain, oversee, compensate and terminate independent advisors who assist the Committee in its activities.
16. Receive adequate funding from OMI for independent advisors and ordinary administrative expenses that are needed or appropriate for the Committee to carry out its duties.

Other

17. Carry out any other appropriate duties and responsibilities assigned by the Board.
18. To honor the spirit and intent of applicable laws as it evolves, authority to make minor technical amendments to this Mandate is delegated to the Secretary, who will report any amendments to the Corporate Governance Committee at its next meeting.

Approved: December 12, 2009