

**Charter of the Safety, Health and Environmental Affairs Committee  
of the Board of Directors**

1. The Safety, Health and Environmental Affairs Committee (the “SHEA Committee”) is appointed by the Board of Directors (the “Board”) of INV Metals Inc. (the “Company”).
2. The SHEA Committee shall consist of not less than three directors for the purposes and with the powers as set out below.
3. Each member of the SHEA Committee shall serve during the pleasure of the Board. The Board may fill vacancies in the SHEA Committee by appointment from among the directors of the Company, and if and whenever a vacancy shall exist in the SHEA Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.
4. The mandate of the SHEA Committee shall be:
  - (a) with respect to the environment:
    - (i) to review and recommend to the Board, for approval, changes in or additions to environmental policies, standards, accountabilities and programs for the Company in the context of competitive, legal and operational considerations;
    - (ii) to receive reports on the nature and extent of compliance or any non-compliance with environmental policies, standards and applicable legislation and plans to correct deficiencies, if any, and to report to the Board on the status of such matters;
    - (iii) to review such other environmental matters as the SHEA Committee may consider suitable or the Board may specifically direct;
  - (b) with respect to occupational health and safety:
    - (i) to review and recommend to the Board, for approval, changes in or additions to occupational health and safety policies, standards, accountabilities and programs for the Company in the context of competitive, legal and operational considerations;
    - (ii) to receive reports on the nature and extent of compliance or any non-compliance with occupational health and safety policies, standards and applicable legislation and plans to correct deficiencies, if any, and to report to the Board on the status of such matters;

- (iii) to review such other occupational health and safety matters as the Committee may consider suitable or the Board may specifically direct.
5. A quorum for the transaction of business of the SHEA Committee shall consist of two members of the Committee.
  6. The time and place for meetings of the SHEA Committee shall be held, and procedures at such meetings shall be determined from time to time by, the SHEA Committee. The Chief Executive Officer of the Company, upon the request of the Committee Chairman, any member of the SHEA Committee or upon his own initiative, shall call a meeting of the SHEA Committee by letter, telephone, facsimile, telegram or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
  7. Any member of the SHEA Committee may participate in a meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
  8. The SHEA Committee shall keep minutes of its meetings which shall be submitted to the Board.
  9. One of the members of the SHEA Committee shall be elected as its chairman by the Committee or the Board and the Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
  10. The SHEA Committee may invite such officers, directors and employees of the Company as it may see fit, from time to time, to attend at meetings of the SHEA Committee.
  11. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.
  12. Any matters to be determined by the SHEA Committee shall be decided by a majority of votes cast at a meeting of the SHEA Committee called for such purpose actions of the SHEA Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the SHEA Committee called for such purpose.
  13. The Committee may engage any outside resources that it feels are necessary to fulfill its mandate with the prior consent of the Corporate Governance and Nominating Committee.