



Terms of Reference (ToR) for the Community Liaison Committee (CLC)

Moose River Consolidated (MRC) Project

April 2019

1.0 PURPOSE

1.1 The purpose of the Community Liaison Committee (CLC) is to allow a respectful and transparent exchange of information between Atlantic Gold (the “Proponent”) and the residents of local communities and those in adjacent areas such as the Musquodoboit Valley and Eastern Shore and those representing nearest Mi’kmaq communities to the Moose River Consolidated (MRC) Project (the “Project”).

1.2 As such, the CLC is to:

- Provide avenues for community input to the Proponent by two-way sharing of information in a transparent forum on Project matters regarding approvals and permits or operations that have or are perceived to have environmental, social or economic impacts;
- Support improved mechanisms and content of Project information sharing by the Proponent to interested individuals in the community; and,
- Provide a voice to those in the community who have concerns, suggestions or questions.

1.3 The CLC is established to facilitate discussion and sharing of information in an equitable forum between the Community and the Proponent on matters regarding Project design, permitting, site preparation, operation, and decommissioning and reclamation activities. Recommendations made to the Proponent by the CLC are formally considered and responded to by the Proponent.

1.4 CLCs are used most successfully to facilitate communication between community members and a project proponent when they provide a public forum to present factual information about the development. CLCs are most effective when issues raised by the community are addressed transparently and in a timely fashion.

2.0 MANDATE

2.1 The CLC members serve as an advisory board for the Company by providing a representative cross-section of community opinions, concerns and suggestions on the MRC Project, including the Touquoy Gold Mine and the Beaver Dam Gold Mine.

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- 2.2 This Terms of Reference (ToR) meets and exceeds the expectations for a CLC as documented in the Nova Scotia Guide for the Formation and Operation of a Community Liaison Committee (Nova Scotia, 2010) and the existing Project environmental approvals.
- 2.3 The CLC works collaboratively with the Proponent in an advisory fashion to develop practical plans and procedures to minimize Project impacts to valued environmental and socio-economic components based on scientifically defensible information.
- 2.4 Topics of discussion related to the Project include but are not limited to environmental monitoring, dispute/complaint resolution, wetlands, compensation plans, mine development, operations and reclamation plans, as well as the Nova Scotia Environment (NSE) plan for procuring conservation lands. Existing and anticipated future approvals indicate specific plans where the CLC must be engaged as part of their development.
- 2.5 The CLC is not a decision-making forum; yet the Company anticipates insight into perceptions of the community and suggestions on community engagement and potential mitigative measures for the Project.
- 2.6 At its foundation, the CLC provides a conduit for dialogue; many residents may not be comfortable to hold discussions with developers, so the CLC provides a more approachable mechanism. To facilitate this mandate, an atmosphere of respect is to be maintained within the CLC to allow diverse views to be presented. Further, members of the CLC are accountable to the community that is represented.

3.0 MEMBERSHIP

- 3.1 The CLC membership is structured to provide a balance in terms of interests in the Project, location relative to the Project, and perspectives on the Project, as well as demographics and culture.
- 3.2 While the CLC is a voluntary position, the Proponent will reimburse reasonable expenses (travel, etc.) based on an agreed standard quarterly stipend per member. The amount will be reviewed annually.
- 3.3 The criteria for selection is based on Nova Scotia Guide (2010) and is a balance of members (as a minimum of six but limited to ten) who reside in the geographic area of the Project and may include representation from the Mi'kmaq of Nova Scotia. Specifically, this includes:
- Balanced geographic membership from local communities, such as Mooseland, Middle Musquodoboit, Upper Musquodoboit, Sheet Harbour, Tangier and Musquodoboit Harbour
- 3.4 Membership is reviewed annually as part of a regular CLC meeting. Resignations are to be received in writing. The up-to-date CLC membership is shared with NSE.

3.5 To ensure balance but also necessary transparency, new members are recruited annually based on advice of the existing CLC members via the following:

- Advertise via the community engagement activities (e.g., community meetings, website, etc.);
- Extend direct invitation to specific stakeholder groups or the Mi'kmaq of Nova Scotia;
- Solicit recommendations from elected officials and other community leaders, as well as existing CLC members;
- Allow at minimum a two-week nomination period; and
- Review expressions of interest by existing CLC members with new appointments subject to approval of the Company.

4.0 ROLES AND RESPONSIBILITIES

Chair

4.1 At the formation of the CLC, an interim chair may be a representative of the Company responsible for environmental management and community engagement. At the discretion of the CLC members, a Chair is to be elected from within the CLC membership by a ballot vote of members during a regular meeting. The Company representative is to continue to support the role of the Chair as requested by the elected Chair.

4.2 The role and responsibilities of the Chair include:

- Ensuring that the CLC members are provided with necessary information and technical support to assist them in their role;
- Facilitating discussion such that there is balance within members' perspectives and that individual members are not either unduly interrupted nor dominate discussion;
- Allowing constructive and thorough discussion while ensuring that agreed upon agenda and schedule are followed; and,
- Maintaining the structure of the CLC as outlined in the ToR, including but not limited to, procedural voting aspects and annual review of the ToR.

Co-Chair

4.3 At the discretion of the CLC members, a Co-Chair may be elected from within the CLC membership by a majority vote during a regular meeting.

4.4 The roles and responsibilities of the Co-Chair include:

- Assist the Chair person with all tasks
- Lead CLC meetings in the absence of the Chair person

Members

4.5 As individual members of the CLC are representatives of their community, the members are responsible to both share perspectives of their community with the CLC and convey factual information to interested members of their community. As such, each CLC member is to participate

in discussions, provide input and ideas from their perspective, and actively listen to other points of view. Only with this contribution from each member can the CLC's mandate be achieved.

4.6 The role and responsibilities of the members include:

- Signing the CLC Member Acceptance of the ToR once it is finalized as agreed by majority vote of the CLC;
- Committing to at least one year of participation as an active member of the CLC;
- Working to fulfill the purpose and mandate of the CLC as per this ToR, including conducting themselves with respect and accountability as a CLC member;
- Attending CLC meetings in a regular and timely manner as per the agreed upon schedule with understanding that resignation is required after two consecutive unexplained absences;
- Allowing name, email and telephone number to be published as a CLC member;
- Completing appropriate review of meeting minutes and Project information, including the engagement materials and mitigation measures, to the best of the individual's abilities;
- Listening to other members of the CLC and information presented by the Company during CLC meetings;
- Identifying Project-related concerns of the community or group that the individual member represents;
- Providing constructive comments on the mitigative measures proposed by the Company; and
- Assisting the Company in informing the community and other organizations on items related to the Project that are of interest or concern to the stakeholders and the Mi'kmaq of Nova Scotia.

Company

4.7 There is a dual role and responsibility of the Company; that is, the Company will both support the CLC administratively, financially and technically while respectfully considering the perspectives and opinions shared by the CLC members.

4.8 The roles and responsibilities of the Company include:

- Attending the CLC meetings and listening carefully with due consideration the concerns and suggestions brought forward by the CLC members;
- Keeping the CLC members up-to-date on the Project, including sharing documentation in a timely manner to allow members to review prior to next meeting;
- Distributing the agreed upon agenda, ensuring that notes are taken of the meetings, and posting approved agenda and notes on the Project website;
- Supporting the CLC as appropriate with administrative, technical or financial requirements of the CLC as the Company deems appropriate; and
- Providing updates to the CLC on timely responses and/or actions subsequent to concerns brought forth by the CLC.

Guests

4.9 Guest speakers and attendees, e.g. from local non-governmental organizations, may be part of some CLC meetings. Guests are only to attend the meetings where approved by the CLC by a majority vote

of hands in the prior CLC meeting and as appropriate given the agreed agenda items. Guests may also include government representatives.

4.10 The roles and responsibilities of CLC guests include:

- Respecting the mandate of the CLC and the role of the Chair, members, and the Company; and
- Fulfilling the role as agreed with the CLC Chair in terms of receiving information on the Project and/or providing advice to assist the CLC in meeting its mandate.

5.0 STRUCTURE

Meeting Format and Frequency

5.1 The first agenda will be proposed by the Company and consists of introductions of the members and the Company, Project update and review and comment upon the draft ToR. The agenda for each subsequent meeting will be set by the CLC with the Chair asking each member in turn if they have specific items to include in the next agenda. In order to keep meetings to a reasonable length of two hours, the Chair may elect to move subsequent items to the next scheduled meeting.

5.2 Standard agenda items will include:

- Review and approval of past meeting minutes and addition of items to agenda;
- Project update by the Company;
- Discussion of CLC comments or concerns;
- Other agenda items as appropriate, including topic(s) of focus and invited guests if appropriate; and
- Determination of next meeting date and agenda for next meeting.

5.3 Meetings will be run in a roundtable format as led by the Chair who will start with review of past minutes and call for new items on proposed agenda. Meeting frequency is proposed as quarterly; however, depending on items for discussion, meetings may be held more frequently. The date of next meeting will be confirmed by the Chair and other members at conclusion of each meeting based on annual schedule.

5.4 While most input of the CLC is individual opinion and perspective for consideration of the Company, voting will be used for several procedural aspects. These include, but are not limited to: finalizing the ToR; determining timing of next meeting if more frequent than quarterly; and electing the Chair. With the exception of electing the chair, each member will vote with a show of hands as facilitated by the Chair or delegate. Private ballot voting will be used to elect the Chair.

Records

5.5 Records relating to the CLC include: the final ToR; the list of current CLC members; the meeting agendas and minutes; and Project specific information. Publishing these records for the community and other interested stakeholders and the Mi'kmaq of Nova Scotia to review is important for transparency. This facilitates information sharing back and forth between the community and

Company; recording CLC meetings and sharing minutes, as well as supporting documentation, is an important part of fulfilling the CLC's mandate.

5.6 Modes of publishing will be determined by the Company; the CLC can provide advice on best modes of communication depending on the record. These can include any of the following: newspaper ads; posters; newsletters; use of local government; website; social media; and an email distribution list. Ideally a combination of modern and traditional publishing is used.

Role of the Chair

5.7 As laid out within the ToR, the Chair (or designate) maintains structure and functionality of the CLC meetings. While the Chair is a member of the CLC, (s)he only votes on procedural matters where a tie has formed. The Chair limits discussion to items on the agenda and keeps on schedule while ensuring that each member has contributed as appropriate. The Chair liaises with the Company to ensure that appropriate support is provided to the CLC members.

5.8 It is proposed that the Chair be elected from within the CLC membership by ballot vote at the third CLC meeting. The term of the Chair is annual.

Support of the CLC

5.9 Necessary technical, financial and administrative support to facilitate a functioning CLC will be provided by the Company at the discretion of the Company. Through the Chair, the CLC members may request additional support of the Company as appropriate to facilitate the mandate of the CLC; this may include presentations by specialists to assist the CLC members in understanding technical documentation.

5.10 A maximum of two weeks after a meeting, the Company will distribute draft meeting minutes and the proposed agenda for the next meeting to CLC members. The Company will also distribute Project specific information in a timely fashion to allow suitable review of the material by CLC members before the next meeting.

Rules of Order

5.11 Where members of the CLC are not able to attend an upcoming meeting, (s)he will email, call or visit the Chair at least 24 hours prior to the meeting time. Failure to do so for two consecutive meetings will result in automatic resignation from the CLC; the Chair will send a letter accordingly. Where another nomination exists for that geographical area, stakeholder group or Mi'kmaq community, a new member will be selected; otherwise, the position must be advertised.

5.12 Typically, the CLC meetings are limited to members who are nominated to represent the community. Guests may be allowed at the CLC meetings at the discretion of the Chair where a specific justification exists pertinent to the meeting agenda. In this case, the Chair will allow

comments or questions from observers pertaining to an agenda item after the CLC comments or questions have been addressed.

- 5.13 Quorum will consist of 50% plus one of the CLC membership and attendance of at least one Company representative. Quorum is required for voting matters only.
- 5.14 Each member of the CLC, the Company representatives, any invited third parties and observers must conduct themselves in a respectful manner. The Chair has the right to exclude any party who is disrupting the CLC meeting.

Review of Terms of Reference

- 5.15 As its first matter of business, the CLC will review the draft ToR and provide suggestions to finalize this document. The Company will note the proposed changes and attempt to address any voiced concerns via edits. It is the goal that at the subsequent meeting, the CLC will approve the agreed upon final version of the ToR via a majority vote. Accordingly, each member would sign and date the CLC Member Acceptance (Attachment A). Alternatively, subsequent amendments may be suggested if the majority does not support the revised ToR; in this case, the Company will make a second round of edits based on voiced concerns and submit to members for review and vote at the subsequent meeting.
- 5.16 This ToR will be reviewed and amended by the CLC annually. This is important to ensure that the CLC is well supported to fulfill its purpose and mandate. It is expected that as the Project progresses through various stages that the ToR will be amended accordingly to ensure an effective CLC formation and structure.

Attachment A CLC Member Acceptance

I have read, understand and agree to the Terms of Reference for the Community Liaison Committee of the Moose River Consolidated Project by Atlantic Gold as noted in this document (*date*):

Name of CLC Member (printed)

Signature of CLC Member

Date