



UNIGOLD INC.

MANDATE OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

This Mandate was approved by the Board of Directors on August 21, 2013.

1. PURPOSE AND OBJECTIVES

The Corporate Social Responsibility (“CSR”) Committee (the “Committee”) of Unigold Inc. (the “Corporation”) assists the Board of Directors of the Corporation (the “Board”) in reviewing the policies and conduct of Unigold Inc., with respect to Unigold’s Environmental and Social Action Plan (“ESAP”), and major issues of civil society concern. The Committee also carries out certain oversight functions on behalf of the Board.

2. AUTHORITY

- a) The Board has constituted the Committee with the authorities necessary to perform the duties set out in this Mandate. The Committee, within the scope of its assigned duties, is authorised to seek any information it requires from employees, Corporation officials and external parties.
- b) The Committee may engage advisers or otherwise obtain independent legal or other professional services it requires, at the expense of the Corporation. The Board will provide the Committee with sufficient resources to undertake its duties, including access to the Corporation secretariat.

3. MEMBERSHIP AND ORGANIZATION

- a) The Committee shall be composed of at least three members. Members shall be approved by the Board, and taking into account the views of the Chairman of the Committee (the “Committee Chairman”). The Committee shall also appoint one Committee member to be the Committee Chairman. If a regular member is unable to act due to absence, illness or any other cause, the Committee Chairman, or in his absence the Board, may appoint another Director of the Corporation, or Executive to serve as an alternate member.
- b) Appointments of each Committee member shall be for a period of one year, which may be extended for up to two further one-year periods.
- c) In consultation with the Committee Chairman, the Corporation Secretary shall be responsible for the designation of a secretary to the Committee (the “Committee Secretary”).
- d) The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- e) The Committee shall meet as frequently as required, as determined by the Committee Chairman, to perform the duties set out in this Mandate, and at least two times a year.
- f) Only the Committee Chairman and members shall be entitled to participate in Committee meetings. Any Director who is not a member of the Committee shall be entitled to attend

Committee meetings. At the invitation of the Committee others, including staff, may also attend.

- g) In the absence of the Committee Chairman the remaining members present shall elect one of their members present to chair the meeting. The Committee shall meet as required with staff engaged in the ESAP. If the Committee so desires, it shall meet with other staff in separate session without management being present.
- h) Meetings of the Committee shall be arranged by the Committee Secretary at the request of the Committee Chairman or any other member of the Committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be forwarded to each Committee member and to other attendees (as appropriate) in advance of each scheduled meeting date together with an agenda and supporting papers. The Committee Secretary shall ensure that the agenda and supporting papers are received in a timely manner to enable full and proper consideration.
- i) The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The Committee Secretary shall promptly circulate draft meeting minutes to the Committee Chairman for review and subsequently to all members of the Committee. Meeting minutes shall be confirmed at the next meeting of the Committee and tabled as soon as practicable thereafter at a meeting of the Board unless a conflict exists.

4. DUTIES AND RESPONSIBILITIES

a) Corporate Conduct

The Committee shall:

- i. review the standards, policies and conduct of the Corporation relating to the application sound CSR practices;
- ii. work with management to establish and develop the Corporation's strategic framework and objectives with respect to corporate social responsibility programs;
- iii. review reports and major issues of public concern and the Corporation's strategy to address them;
- iv. review of reports, audits and major issues of public concern and the Corporation's strategy to address them; and
- v. review the Corporation's disclosure of corporate social responsibility matters.

b) ESAP

The Committee shall:

- vi. review the standards, policies and conduct of the Corporation relating to ESAP and to the safe condition and environmentally responsible operation of the Corporation's operations and assets;
- vii. monitor the appropriateness of the ESAP audit strategies, policies and actions derived from the ESAP and the results of implementation;
- viii. monitor the effectiveness of the ESAP through a risk based internal control system and have access to any audit, incident and investigation report it considers relevant;
- ix. review and assess management's response to audit findings and recommendations; and
- x. ensure that the ESAP is made available on the Corporation's web-site at www.unigoldinc.com and to any shareholder who otherwise requests a copy.

c) Other duties and responsibilities

The Committee shall:

- xi. Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.
- xii. The Committee shall review and assess the adequacy of this Charter annually and shall submit any proposed changes to the Board for approval.
- xiii. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its Members, including reviewing the compliance of the Committee with this Mandate.
- xiv. The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.
- xv. The Chairman shall be prepared to respond to any questions relating to the Committee's activities at the Annual General Meeting of the Corporation's shareholders.

Limitation on the Oversight Role of the Committee

Nothing in this Mandate is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board of Directors are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such persons or organizations.

It is not the duty of the Committee to plan or conduct CSR audits, this being the responsibility of management. Neither is it the responsibility of the Committee to determine the management of the safe condition and environmentally responsible operations of the Corporation, which is the role of the Executive, nor to determine the appropriate level of the Corporation's exposure to risk, which is the role of the Board.

5. COMMUNICATION WITH THE DIRECTORS

- a) The Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.