

FIRESTONE DIAMONDS PLC

(the *Company*)

TERMS OF REFERENCE

SAFETY, HEALTH AND ENVIRONMENT COMMITTEE

Approved by the Board of the Company on 17 July 2012

1. Membership

- 1.1 The members of the Safety, Health and Environment Committee (the *Committee*) shall be appointed by the Board of Directors (the *Board*). The Committee shall consist of at least two members including at least one Board Director.
- 1.2 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting.

2. The Secretary

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be any two members present throughout the meeting.

4. Frequency of Meetings

- 4.1 The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

5. Attendance at Meetings

- 5.1 No one other than the Committee Chairman and members are entitled to attend and vote at a meeting of the Committee.
- 5.2 Other individuals such as other Directors, members of senior management and external advisers may be invited to attend by the Committee Chairman for all or part of the meeting as and when appropriate.

6. Notice of Meetings

- 6.1 Notice of meetings may be given in writing, by email or verbally by the secretary or their nominee at the request of any of its members.

- 6.2 Unless otherwise agreed, notice of each meeting together with an agenda of the matters to be discussed at the meeting and supporting papers shall be forwarded to each member and any other person required to attend in advance of the meeting.

7. Minutes of Meetings

- 7.1 The Secretary or their nominee shall minute the proceedings and resolutions of all Committee meetings.
- 7.2 Minutes of the Committee meetings shall be circulated promptly to all members of the committee and the Chairman of the Board.

8. Annual General Meeting

- 8.1 The Chairman of the Committee shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities.

9. Duties

The Committee shall carry out the duties below for the Company and its group as a whole as appropriate:

- 9.1 receive, on behalf of the Board, reports from management concerning all fatalities and serious accidents within the Group and actions taken by management as a result of such fatalities or serious accidents;
- 9.2 evaluate the effectiveness of the Group's policies and systems for identifying and managing health, safety, social, and environmental risks within the Group's operations;
- 9.3 assess the policies and systems within the Group for ensuring compliance with health, safety, social and environmental regulatory requirements;
- 9.4 assess the performance of the Group with regard to the impact of health, safety, social and environmental decisions and actions upon employees, communities and other third parties. It shall also assess the impact of such decisions upon the reputation of the Group;
- 9.5 review of the results of independent audits of the Group's performance in regard to health, safety, social or environmental matters, review any strategies and action plans developed by management in response to issues raised and, where appropriate, make recommendations to the Board concerning the same.

10. Reporting

- 10.1 The Chairman of the Committee will report to the Board on the proceedings of the Committee at the Board meeting next following a meeting of the Committee.
- 10.2 The Committee shall make a statement in the annual report about health, safety, social and environmental issues.

11. Authority

11.1 The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, professional advice on any matter within its terms of reference.

11.2 The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

12. Other

12.1 The Committee shall, have access to sufficient resources in order to carry out its duties.