

CRYSTALLEX INTERNATIONAL CORPORATION

Charter – Environment, Health and Safety and Operations Committee

1. General

- (1) The board of directors (**Board**) of Crystallex International Corporation (**Corporation**) has established the Environment, Health and Safety and Operations Committee (**Committee**) to advise and assist the Board in fulfilling its responsibilities with respect to environment, health and safety matters arising out of the activities of the Corporation and its subsidiary entities (**Crystallex Group**) and overseeing the operations of the Crystallex Group.
- (2) The composition, responsibilities and authority of the Committee are set out in this Charter.
- (3) This Charter and the by-laws of the Corporation and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time shall govern the meetings and procedures of the Committee.

2. Composition

- (1) The Committee shall be composed of at least two directors of the Corporation (**Members**).
- (2) Members shall be appointed by the Board and shall serve until they resign, cease to be a Director or are removed or replaced by the Board.
- (3) The Board shall designate one of the Members as chair of the Committee (**Chair**).
- (4) The Secretary of the Corporation shall be secretary of the Committee (**Secretary**).

3. Responsibilities

The Committee shall advise and assist the Board with respect to environment, health and safety matters arising out of the activities of the Crystallex Group and overseeing the operations of the Crystallex Group.

3.1 *Environment, Health and Safety Matters*

The responsibilities of the Committee include:

- (a) coordinating and managing the process of developing an environment, health and safety policy for the Crystallex Group (**EH&S Policy**);

- (b) reviewing and assessing management strategies and programs for implementing the EH&S Policy;
- (c) monitoring compliance with the EH&S Policy and environment, health and safety legislation; and
- (d) reviewing significant environment, health and safety incident reports.

3.2 Operations

The Committee shall oversee the operations of the Crystallex Group and, in particular, the implementation of the Las Cristinas Project.

4. Authority

- (1) The Committee is authorized to carry out its responsibilities as set out in this Charter and to make recommendations to the Board arising therefrom.
- (2) The Committee is authorized to retain, and to set and pay the compensation of, independent legal counsel and other advisors if it considers this appropriate.
- (3) The Committee is authorized to invite officers and employees of the Corporation and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings if it considers this appropriate.
- (4) The Corporation shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

5. Meetings and Proceedings

- (1) The Committee shall meet as frequently as required but not less frequently than twice each year.
- (2) Any Member or the Secretary may call a meeting of the Committee.
- (3) The Chair is responsible for the agenda of each meeting of the Committee, including input from the officers and employees of the Corporation, other Members and other directors of the Corporation as appropriate. Meetings will include presentations by management or professional advisors and consultants when appropriate and allow sufficient time to permit a full and open discussion of agenda items.
- (4) Unless waived by all Members, a notice of each meeting of the Committee confirming the date, time, place and agenda of the meeting, together with any supporting materials, shall be forwarded to each Member at least three days before the date of the meeting.
- (5) The quorum for each meeting of the Committee is two Members. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.

- (6) The Chair or his delegate shall report to the Board following each meeting of the Committee.
- (7) The Secretary or his delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Corporation after preliminary approval thereof by the Chair.
- (8) An individual who is not a Member may be invited to attend a meeting of the Committee for all or part of the meeting. The Chair of the Board has a standing invitation to attend all meetings of the Committee except those meetings or parts of meetings where the Committee meets alone.
- (9) The Committee shall meet regularly alone to facilitate full communication.

6. Self Assessment

- (1) The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices.
- (2) The Committee and the Board shall annually review and update this Charter as required.