

AURA MINERALS INC.
ENVIRONMENTAL, HEALTH, SAFETY AND SOCIAL RESPONSIBILITY
COMMITTEE CHARTER

1. PURPOSE

The Environmental, Health, Safety and Social Responsibility Committee (in this charter, the “Committee”) shall ensure that the Company conducts its activities in such a manner as to promote sustainable development, the protection of human life, the preservation of the environment and the improvement of the communities in which it operates.

2. STRUCTURE AND OPERATIONS

The Committee shall be composed of not less than three directors, the majority of whom shall be independent directors.

Members of the Committee shall be appointed or reappointed at the meeting of the Board, immediately following the AGM, and in the normal course of business will serve a minimum of three years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

The Board or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the meeting of the Board immediately following the AGM, a chairman among their number. The chairman shall not be an officer or former officer of the Company and shall serve as a liaison between the Committee and Management.

Meetings of the Committee shall be held at least once annually, provided that due notice is given and a quorum of a majority of the members is present. Where a meeting is not possible, resolutions in writing which are signed by all members of the Committee are as valid as if they had been passed at a duly held meeting. The frequency and nature of the meeting agendas are dependent upon business matters and affairs which the Company faces from time to time.

The Committee shall report to the Board on its activities after each of its meetings. In addition, it shall review and assess the adequacy of this charter annually and, where necessary, recommend changes to the Board for approval. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee.

3. SPECIFIC DUTIES

The Committee shall:

1. identify, assess and manage risks to employees, consultants, the environment and the host communities;
2. review and monitor the health, safety, environmental and social responsibility policies and procedures of the Company and report to the Board with any recommendations relating thereto;
3. promote and support improvements to the Company's health, safety and environmental record. Review material incidents relating to health, safety and environmental issues and

- report to the Board with any recommendations relating thereto;
4. as it may deem necessary, arrange, implement and oversee environmental and safety audits, with respect to any operations within the Company;
 5. ensure that the Company provides employees and consultants with the training and resources necessary to meet the Company's objectives under this charter;
 6. ensure that the Company consults stakeholders in matters that affect them and develop partnerships that foster the sustainable development of the host communities and enhance economic benefits from the Company's operations;
 7. ensure that the Company respects the social, economic and cultural rights of the local people and be a "good neighbour";
 8. ensure that the Company upholds ethical business practices and meet or, where possible, exceed applicable legal and other regulatory requirements;
 9. retain and compensate such independent advisors as it may deem necessary or advisable to permit it to carry out its duties. The expenses related to such engagement shall be funded by the Company; and
 10. have such other powers and duties as delegated to it by the Board.

Approved by the Board on January 10, 2009.