



BW Gold LTD., a wholly owned subsidiary of Artemis Gold

Blackwater Gold Project

Community Liaison Committee Terms of Reference

April 2021
(Version 2.0)

CONTENTS

ACRONYMS AND ABBREVIATIONS	ii
1. BACKGROUND AND OBJECTIVES	1
2. COMPLIANCE OBLIGATIONS	2
3. TERMS OF REFERENCE.....	3
3.1 Committee Membership	3
3.2 Roles and Responsibilities	3
3.2.1 BW Gold.....	3
3.2.2 Committee Members.....	3
3.2.3 Committee Co-Chair.....	4
3.2.4 Committee Secretariat.....	4
3.2.5 Alternates	4
3.2.6 Other Participants.....	5
3.3 Meetings	5
3.4 Communication and Coordination	5
3.4.1 Coordination with the Environmental Monitoring Committee.....	5
3.4.2 Community Effects Monitoring and Management Plan Implementation	6
3.5 Topics for Discussion	6
3.5.1 Meeting Agenda Development and Distribution	6
3.6 Documentation and Reporting	6
3.7 Evaluation	7
3.8 Review and Amendment of Terms of Reference.....	7
3.9 Costs	7

ACRONYMS AND ABBREVIATIONS

BC	British Columbia
BW Gold	BW Gold LTD.
CEMMP	Community Effects Monitoring and Management Plan
CLC	Community Liaison Committee
CNC	College of New Caledonia
DSP	Document Submission Plan
EAC	Environmental Assessment Certificate #M19-01 issued on June 21, 2019
EAO	British Columbia Environmental Assessment Office
EMC	Environmental Monitoring Committee
FOIPPA	<i>Freedom of Information and Protection of Privacy Act (1996)</i>
Indigenous Nations or Aboriginal Groups	Ulkatcho First Nation, Lhoosk'uz Dené Nation, Nadleh Whut'en First Nation, Stellat'en First Nation, Saik'uz First Nation and Nazko First Nation
NH	Northern Health
NEWSS	Nechako Environment Water Stewardship Society
ToR	Terms of Reference

1. BACKGROUND AND OBJECTIVES

The Blackwater Gold Project received Environmental Assessment Certificate #M19-01 (EAC) on June 21, 2019 under the 2002 *Environmental Assessment Act* and a Decision Statement on April 15, 2019 under the *Canadian Environmental Assessment Act, 2012* approving the Blackwater Project, with conditions. The Project is an open pit gold and silver mine with associated ore processing facilities located 110 kilometres southwest of Vanderhoof BC. The Project Proponent is BW Gold LTD (BW Gold).

Condition 37 of the EAC requires the establishment of a Community Liaison Committee (CLC).¹ The purpose of the CLC is to provide information to BW Gold on Project effects in members' communities, to provide advice to BW Gold on mitigation measures to address social and economic effects, and review and comment on the Community Effects Monitoring and Management Plan (CEMMP) and the plan's implementation.

As part of Condition 37, BW Gold is required to develop Terms of Reference (ToR) setting out the operating parameters of the CLC in consultation with the District of Vanderhoof, Village of Fraser Lake, Indigenous Nations, Northern Health Authority (NHA) and Environmental Assessment Office (EAO). The ToR Version 2.0 has been prepared to satisfy that requirement, including seeking and incorporating input from CLC members on this document.

BW Gold [New Gold] established a community liaison committee in 2012 to keep local government and community organizations (education, environmental and community services) apprised of Project activities. This committee's last meeting was in November 2020.

BW Gold hosted a virtual meeting with the CLC on January 13, 2021 to review and discuss the draft CLC ToR. The Ulkatcho First Nation, Lhoosk'uz Dené Nation, Village of Fraser Lake, City of Quesnel, District of Vanderhoof, Electoral Area I of Cariboo Regional District, Electoral Area F of Regional District Bulkley Nechako, Northern Health (NH), Nechako Environment and Water Stewardship Society (NEWSS), College of New Caledonia (CNC), and EAO participated in the meeting. Input received during this meeting, and in follow up emails and phone calls, has been incorporated into this version of the ToR (Version 2.0).

¹ Condition 37 also requires the development of a Community Effects Monitoring and Management Plan (CEMMP), which will be a stand-alone plan and must be developed in consultation with the CLC.

2. COMPLIANCE OBLIGATIONS

Specific requirements for the CLC Terms of Reference under Condition 37 of the EAC are reproduced below.

The Terms of Reference must include at least the following:

- i. the communities or organizations that will be invited to be members of the CLC. This must include at least the following: District of Vanderhoof, Village of Fraser Lake, Aboriginal Groups, and NHA [Northern Health];*
- ii. the mechanisms by which the Holder will facilitate the effective participation of CLC members;*
- iii. the frequency with which the CLC will be canvassed for agenda topics and the means by which the Holder will provide responses to CLC members on those proposed topics;*
- iv. the frequency of meetings and the means by which the locations of meetings will be selected;*
- v. the means by which CLC members will be advised of the timing of and topics for proposed meetings;*
- vi. the means by which meeting records will be kept and meeting notes made publicly available;*
- vii. the means by which other agencies or organizations whose mandates pertain to the topics potentially discussed by the CLC will be identified and invited to join discussions on those topics;*
- viii. the means by which the CLC will coordinate with the EMC (Condition 19) where similar or related topics are being considered;*
- ix. the means by which the Holder will provide and document responses to issues raised at the CLC;*
- x. the means by which the CLC will be asked to periodically review the implementation of the CEMMP; and*
- xi. an approach to periodically evaluate the effectiveness of the CLC.*

3. TERMS OF REFERENCE

3.1 Committee Membership

In 2012, a community liaison committee was established during the Blackwater Project environmental assessment phase and it included representatives from the District of Vanderhoof, Village of Fraser Lake, Village of Burns Lake, District of Fort St. James, City of Quesnel, Regional District of Bulkley Nechako, Cariboo Regional District, Northern Health Authority (now named Northern Health), School District #91, College of New Caledonia, Connexus Community Resources, and NEWSS (the “Original Members”).

As referenced in Section 1 (Background and Objectives), Condition 37 of the EAC requires the establishment of a Community Liaison Committee for the purpose summarized in such section.

In accordance with Condition 37, the communities or organizations that will be invited to be members of the CLC will include at least: the District of Vanderhoof, Village of Fraser Lake, Indigenous Groups (including Ulkatcho First Nation, Lhoosk’uz Dené Nation, Nadleh Whut’en First Nation, Stelat’en First Nation, Saik’uz First Nation and Nazko First Nation).

To maintain continuity, Original Members will be invited to join the CLC. A membership list will be developed and circulated to members once the membership is confirmed. This approach meets the intent of Condition 37 which provides for other agencies and/or organizations to become committee members if their mandates align with topics to be discussed by the CLC.

Each member group will appoint its own representative to the CLC and may name one alternate to serve when a primary member is unavailable. Member groups may replace members and alternates appointed to the CLC at any time by giving written notice to the other groups.

In order to promote continuity and effective transfer of knowledge within the CLC, member appointments will be for three (3) years with the opportunity for reappointment to be decided by each member group. A member or alternate may resign from the CLC by notifying the Secretariat in writing. Should a member resign, the member group they represented will appoint a replacement.

BW Gold will maintain and update a record of members, including contact information, and distribute it to CLC members for their reference.

3.2 Roles and Responsibilities

3.2.1 *BW Gold*

BW Gold is ultimately accountable for the CLC as the EAC holder and will support the CLC by:

- providing a Secretariat to support the CLC as described in Section 3.2.4;
- facilitating outreach to other agencies or organizations whose mandates pertain to the topics being discussed by the CLC; and
- coordinating with the Environmental Monitoring Committee (EMC) Co-Chairs and Secretariat where similar or related topics are being discussed as described in Section 3.4.1.

3.2.2 *Committee Members*

The role of a CLC member is to support the purpose of the committee as a whole by providing information and advice to BW Gold relating to Project social and economic effects on local communities. Members may also advise the CLC within the mandate of their areas of expertise or government and organization.

Community Liaison Committee members must be willing to work together towards CLC objectives. To ensure the effective operation of the CLC, members will commit to participating actively in the work and discussion of the committee, and to giving other members adequate opportunities to express their views. The members commit to being engaged and responsive to the CLC initiative in a prompt and flexible manner. Should a primary member be unable to attend a meeting, the primary member will brief the alternate member to prepare them for the meeting.

3.2.3 *Committee Co-Chair*

Meetings of the CLC will be co-chaired by BW Gold and one other committee member. The overall responsibility of the Co-Chairs is to facilitate CLC meetings to ensure that the committee functions effectively and achieves its primary purposes. The Co-Chairs will participate in committee discussions to the same extent as any other member.

In January of each year, the CLC will solicit nominations from its membership to serve as Co-Chair during the following year.²

3.2.4 *Committee Secretariat*

The Secretariat will operate under the direction of the Co-Chairs and serve as the main point of contact for CLC members and will support the Co-Chairs and CLC by:

- managing Co-Chair rotations;
- maintaining a CLC calendar;
- notifying CLC members of meeting details;
- being responsible for meeting logistics;
- in January of each year, soliciting nominations from CLC members to serve as Co-Chair during the following year;³
- tracking actions arising from meetings;
- developing and distributing meeting agendas; and
- preparing meeting minutes and tracking comments and relevant action items / outcomes.

3.2.5 *Alternates*

The function of the alternate is to attend CLC meetings when the primary member is unavailable, so that each member group is represented at as many meetings as possible. If an alternate replaces a primary member at a meeting, the alternate will ensure the primary member is briefed as soon as possible on the business conducted at the meeting, including any decisions or recommendations by the CLC.

If alternates are identified by a CLC member they will receive notifications of meetings, meeting minutes, and any other committee-related documentation, and may choose to attend any CLC meeting; however, where the primary member is also in attendance, the alternate should participate as an observer only, and any costs for the alternate will not be borne by BW Gold. BW Gold will cover costs for CLC meetings as set out in Section 3.9.

² Nomination dates may vary in the first year, pending timing for acceptance the ToR.

³ As above.

3.2.6 Other Participants

The Secretariat may invite, at the direction of the Co-Chairs, other government agencies or organizations whose mandates pertain to an agenda topic(s) to provide specialized advice. The need to invite such government agencies or groups will be decided on an as-needed basis by the CLC depending on the topic being discussed. In the case that third party consultant services are required to support the CLC, BW Gold will be responsible for their compensation. The Co-Chairs will decide and approve on the third party consultants that may be required to support the CLC.

3.3 Meetings

The CLC will hold a minimum of two meetings per year, with allowance for special meetings to address additional topics that may arise. During the pre-construction and construction phases, the CLC anticipates meeting more than twice a year.

The meeting format will be determined by the Co-Chairs, and will typically be conducted by telephone or video conference to facilitate broad participation and reduce travel requirements. The Co-Chairs will determine if an in-person meeting is required. If in-person meetings are arranged, BW Gold will provide the venue for CLC meeting.

Certain events or topics, such as time-sensitive matters, may require the CLC to convene on short notice. Section 3.5.1 outlines the process to develop and distribute an urgent meeting agenda. Section 3.6 discusses documentation and reporting associated with urgent CLC meetings.

The CLC meetings will be conducted within the framework of an agenda developed as described in Section 3.5.1, and will comprise a structured discussion of one or more topics. The committee should endeavour to collaboratively reach consensus on recommendations for each topic. At the beginning of each meeting, the Co-Chairs will provide a recap of the prior meeting.

3.4 Communication and Coordination

The Secretariat will be the CLC's main point of contact for CLC communications. All member groups will make best efforts to respond to communications from other members or the secretariat within ten (10) business days of receiving a communication. Should the CLC identify that additional information is needed from BW Gold or one of the other member groups to carry out its responsibilities, the Secretariat will communicate a clear request for this information to the relevant member group, allowing five (5) business days for a response before any upcoming CLC meeting.

Meeting agendas (as described in Section 3.5.1) will be provided to CLC members, along with any materials for review to allow members to prepare and obtain technical advice if necessary. Where appropriate, materials must include a copyright disclaimer. Materials provided to the EAO are subject to the BC *Freedom of Information and Protection of Privacy Act* (FOIPPA).

3.4.1 Coordination with the Environmental Monitoring Committee

Condition 19 of the EAC requires the establishment of an EMC, which will facilitate information sharing and provide advice to BW Gold on the ongoing development and operation of the Project, and the implementation of EAC requirements. Where the CLC and EMC are considering related topics the CLC Secretariat will:

- Notify the EMC Secretariat to identify the topic of mutual interest and the CLC timing for discussing the topic; and
- Provide the EMC with a written summary of the CLC discussion and/or meeting minutes on the topic.

In the event the CLC or EMC are interested in meeting to discuss the topic, the CLC and EMC Co-Chairs will discuss the meeting request and decide whether to proceed with the meeting request. If agreed, the CLC and EMC Secretariats will arrange a special meeting to discuss the topic and to confirm a meeting agenda. Topics that are outside of the shared CLC and EMC mandates will not be considered.

3.4.2 *Community Effects Monitoring and Management Plan Implementation*

The CEMMP will be developed in consultation with the CLC and will periodically review the implementation of the CEMMP. The CLC will review the draft CEMMP as per the Document Submission Plan (DSP; Condition 10 of the EAC), which identifies the proposed dates or timelines for submission of plans, programs or other documents required by the EAC. The approach and timing of the review of the implementation of the CEMMP will be determined by the Co-Chairs.

3.5 **Topics for Discussion**

3.5.1 *Meeting Agenda Development and Distribution*

The Secretariat will canvas CLC members for possible meeting dates and agenda topics, a minimum of 20 business days in advance of a possible meeting date. Agenda topics must either be related to the purpose of the CLC or to the functioning of the CLC itself; topics that are outside of the CLC mandate will not be considered.

The meeting notice and draft meeting agenda will be distributed by the Secretariat to CLC members a minimum of ten (10) business days before the meeting (taking into consideration topics submitted by members, and any topics noted for follow-up discussion in previous meetings). When the draft agenda is circulated, the Secretariat will re-canvas members for any additional agenda topics. CLC members will provide the Secretariat with details of any topic they wish to raise at a CLC meeting within five (5) business days of receiving a draft agenda.

Based on input from CLC members, the Secretariat will develop the final agenda in consultation with the Co-Chairs. A finalized meeting agenda will be provided to CLC members a minimum of five (5) business days before the meeting or as otherwise agreed to by the CLC, along with any materials for review to allow members to prepare and obtain technical advice if necessary.

At the direction of the Co-Chairs, topics may be deferred to a future meeting if the agenda is full. The Secretariat will follow up with members who have suggested a topic(s) to advise them of the timing for discussing the topic or if a topic is outside the CLC mandate.

In the case of an urgent meeting, all reasonable efforts will be made by the Co-Chairs and Secretariat to distribute the agenda in advance of the meeting. These meetings will address only those agenda item(s) deemed to be urgent.

3.6 **Documentation and Reporting**

The Secretariat will circulate draft meeting minutes for review and approval of CLC members. Members will indicate their approval of meeting minutes to the Secretariat, with or without changes, within ten (10) business days of receiving the draft minutes. After ten (10) business days the meeting minutes will be finalized. If substantive changes to the minutes are required, the revised minutes will be distributed to the members for re-approval, and the Secretariat may elect to provide additional review time. If a CLC member requires additional time to review the draft meeting minutes, upon receipt of the draft minutes, the CLC member will notify the Secretariat and a five (5) business day extension will be granted.

In the case of an urgent CLC meeting, the Secretariat will make best efforts to circulate meeting minutes to CLC members within three (3) business days of the meeting date. Recognizing that time-sensitivity may be a consideration, the timeline for acknowledgement and approval of urgent CLC meeting minutes will be identified on a case by case basis and stipulated in writing in both the draft meeting minutes and email communication accompanying the meeting minutes.

Action items from meetings will be captured, agreed upon by all CLC members and documented. BW Gold may respond to issues raised by CLC members at the meetings, where responses would be minuted, or via follow up with written correspondence.

Meeting minutes will be made publicly available in the Blackwater Project office in Vanderhoof. Future consideration will be given to making the minutes available on a website.

3.7 Evaluation

On an annual basis, the CLC members will review and consider the effectiveness of the committee.

The Secretariat will develop a survey in conjunction with the Co-Chairs to evaluate the effectiveness of the CLC. A minimum of one month before the annual review, the Secretariat will distribute the survey to CLC members to complete. CLC members must respond to the survey within ten (10) business days. The Secretariat will compile the survey results and those results will be presented and discussed at a CLC meeting.

3.8 Review and Amendment of Terms of Reference

Concurrent with the evaluation described in Section 3.7, the CLC will review this ToR and recommend changes for the purpose of improving the effectiveness of the CLC or achieving efficiencies.

A CLC member may also provide a written request for a change to the ToR to BW Gold. BW Gold will discuss and consult with other CLC members on the proposed change and then provide the amended Terms of Reference to EAO for review and approval. If a change is requested that is not agreed to by BW Gold, a written response will be provided to the member who requested the change.

3.9 Costs

Committee members may receive reimbursement for reasonable costs (i.e. mileage) for attending an in-person meeting. Otherwise, each member will be responsible for its own costs incurred in participating in the CLC.