

GIANT MINE OVERSIGHT BODY SOCIETY
Verbatim Minutes of the ANNUAL GENERAL MEETING
January 16, 2020, 10:30 A.M. (MT)
Champagne Room, 50-50 Mall Yellowknife NT

IN ATTENDANCE:

Present	<p><u>Giant Mine Oversight Board</u> Kathy Racher – Chair Ken Froese – Director Ken Hall – Director David Livingstone – Director Ben Nind – Executive Director</p> <p><u>Yellowknives Dene First Nation</u> Jason Snaggs</p> <p><u>North Slave Métis Alliance</u> Jessica Hurtubise</p> <p><u>City of Yellowknife</u> Mayor Rebecca Alty Todd Slack Sheila Bassi-Kellett</p> <p><u>Government of Canada (CIRNAC)</u> Geneva Irwin Natalie Plato Katherine Ross (Telephone)</p> <p><u>Government of the Northwest Territories</u> Diep Duong Alex Lynch Erika Nyssonnen</p> <p><u>Alternatives North</u> Gord Hamre Michael Nabert Katharine Thomas</p>
Regrets	<p><u>Giant Mine Oversight Board</u> Tony Brown – Director Mark Palmer - Director</p>

Welcome, Introductions, and Confirmation of Chair

Kathy: I think we will get started now. Welcome to the Annual General Meeting for the Giant Mine Oversight Body Society. Last time we met was November 15, 2018. Thanks for accommodating and not having this AGM in November. I think we were all too busy to fit it in, and we are all still really busy as it turns out this week. So thank you for coming.

I am Kathy Racher. For those of you who don't know, I am the Chair of the Giant Mine Oversight Board. Let's start off by getting everyone to introduce themselves. We'll check with people on the phone at the end. We'll start just by going around the room. Just say your name and the organization that you're from.

Ken H: Ken Hall with the Oversight Board.

Alex: Alex Lynch with GNWT on the Project.

Diep: Diep Duong with the Project Team on the GNWT side

Erica: Erica Nyssonen, GNWT.

Jason: Jason Snaggs, YKDFN.

Jessica: Jessica Hurtubise with North Slave Métis Alliance.

Geneva: Geneva Irwin, Giant Mine Project with CIRNAC.

Natalie: Natalie Plato, CIRNAC, Giant Mine Remediation Project.

David: David Livingstone with the Board.

Ben: Ben Nind, Giant Mine Oversight Board.

Rebecca: Rebecca Alty, City of Yellowknife.

Todd: Todd Slack. I'm a contractor with the City.

Sheila: Good morning everyone. Sheila Bassi-Kellett, City of Yellowknife.

Michael: Michael Nabert with Alternatives North.

Katherine: Katharine Thomas with Alternatives North.

Gord: Gord Hamre with Alternatives North.

Ken F: Last but not least, Ken Froese with Giant Mine Oversight Board.

Kathy: Thank you. Is there anyone on the telephone? (*Pause*) No?

Katherine: Yes. Katherine Ross for Giant Mine Remediation Project.

Approval of the Agenda and Approval of the AGM November 15, 2018 Meeting Minutes

Kathy: Okay great. Thanks Katherine. So remember that we're having this meeting recorded, so when you speak if you can say your name before you talk each time.

So for the Annual General Meeting, the first order on the agenda...Everyone has a copy of the agenda. It looks pretty much the same as it does most years. The first order of business is to confirm the Chair of the Annual General Meeting.

I, in previous years, have tried to be all humble and said, "Oh whoever wants to do it," but I'm just going to volunteer this year unless somebody actually wants to do it.

So for the record, I will continue to chair this meeting. The agenda: As I said, it's about the same agenda as always. We have to approve the agenda first. Then we'll look the minutes from the last AGM that was November 15, 2018. Then I'll do a summary on the GMOB activities from 2018-2019. We'll look at the Treasury Report from the audited financial statement from 2018-2019. Agenda Item #7 is Confirmation of Directors. Agenda Item #8 – sorry it's mislabeled here in the agenda – is Additional Business. The last agenda item is the Next Meeting.

Hopefully everyone received all the materials that Ben sent out. He sent out the minutes from last meeting, the Activities Report from GMOB, and the audited financial statement as well. Any changes to the agenda? Any concerns?

(*Pause*)

No? Okay. If you recall, this meeting of the AGM is really about the Oversight Body Society. Our meeting this afternoon, the Semi-Annual Meeting of the Parties, is where you guys get to do more talking, and I get to do less talking, so that will be good. So if there are no changes to the agenda, then I need a motion to approve the agenda.

Rebecca: I'll move.

Kathy: Seconded by Gord. Okay, great. Let's move onto Agenda Item #4: Approval of the Minutes from the AGM from November 15, 2018. Hopefully folks got a chance to read them. I will note that there were no action items last time either. Does anyone have any issues or changes they want to make to the minutes from the last meeting? They were verbatim minutes.

Todd's laughing. Todd is laughing because they are verbatim minutes, so we can't really change anything, but we do have spelling mistakes sometimes or some misinterpretations. Anything from anyone?

Erika: Weren't there three action items from those minutes, or maybe I'm looking at a different version? These ones?

Kathy: I apologize. Yes, there are action items. Why did I think there wasn't? Maybe because I think they are done...or not. Okay, I apologize. I actually read these minutes too, and I missed that. Okay, let's go through them then. They are on page thirteen of the minutes.

Action Item #1: GМОB to address written questions from Alternatives North about the audited financial statement and the Activities Report and distribute them to the parties. That was done.

Action Item #2: GМОB to arrange a meeting with the parties within the year to address GМОB nominations for the next term, and all the nominations are done. Go ahead, Ben.

Ben: Yes, that was done and was coordinated by Todd. He should be noted for herding cats on that one.

Kathy: Great. I always saw Todd as a bit of a cat herder. On that, I'll just point out that obviously this year we have a new Board member, Mark Palmer, who was appointed by the Project Team. He is not able to be here today, but we've already started working with him in earnest so that has been great. Everyone else's nominations are up to date at this time.

Action Item #3: Matt Spence to check on whether the upcoming federal election will have an effect upon the scheduling of the next GМОB AGM, which is a moot point now I think. I think we're good there. Thanks, Erika for reminding me of that.

Are there any changes or concerns with the minutes from November 15, 2018?

(Pause)

Okay, if not, can I get a motion to approve the minutes from November 15, 2018?

Ken F: I'll move that we approve the minutes.

Michael: I'll second that.

Kathy: Okay, thanks very much.

Review of GMOB Activity Report for 2018-2019

Kathy: On to the next agenda item, the report from GMOB for 2018-2019. Ben sent out a list of our activities. I think in previous years we've done this for just a six-month period, but then people got confused. So, Ben has done this for a full year right from our last AGM on November 15, 2018 to December 13, 2019 when he prepared this. I won't read every line, but I just want to go through some highlights.

The budget for 2019-2020 is divided up into the core operations budget of \$691,489.00, which is about 72% of our total budget. The Research Program budget for this year was \$265,583.00, or approximately 30% of the total budget. When we go through the next agenda item, we'll go through in more detail the financial status, so we can talk more about those numbers if people have questions then.

As part of getting our grant, we submit a work plan to CIRNAC every year, and that can be found in Appendix 1. It's very visual and pretty low-key, because we never know exactly what we're going to be doing every year. So we have a lot of meetings, and we're just ready to respond to whatever is coming up in the year.

The list of the mandated meetings for GMOB is in Appendix 2, and there is a long list of meetings that we've attended in Appendix 3 just to have a record of them. I think in total we had 109 meetings that GMOB organized, participated in, or attended sometime in the last year. It wasn't busy at all. It's kind of scary when you add them all up. To be clear, those weren't meetings that all of us attended all the time. Those are meetings that one of us – one of us at minimum – attended or created.

On to our Activity Summary: Our activities for the past year, as with most of you, has probably been the water license and land use permitting process for the Giant Mine. So on the first section on page 1 of our Activity Summary, there is a list of submissions that we have prepared as part of the review process for the water license. Of course, we've participated in the technical sessions that happened this past year, and a number of individual meetings with various folks here at times. We've also provided the written submissions to the Land and Water Board.

On page 2, in addition to the water license process, we've also been involved in other things obviously, including reading the Annual Report for the Project. We've been involved in the working group meetings, but specifically also for the proposed stress study. We've been looking at some of the socio-economic stuff, including the most recent strategy and the employment contracting statistics, and the terms of reference for the Socio-Economic Advisory Body. We've been keeping an eye on the Yellowknife Health Effects Monitoring Program.

I guess there was the draft report – it seems like a long time ago now – on the consideration for long-term funding for Giant Mine. That was a while ago in 2019.

GMOB reports, presentations and workshops: Obviously, we have our big public meeting in May, and we'll plan for that again this year.

Engagement and Communications: The GMOB storefront continues to host walk-in traffic of residents, visitors, and scheduled school tours. I've done some media sessions. Another big thing is the website and the online library. We have been updating the library online with some historical documents that were given to us. We are in the process of documenting all of that.

With respect to the Research Program, lots has happened this year. I think at our last Semi-Annual Meeting, we signed the Master Research Agreement between GMOB and the University of Waterloo. That's with the TERRE-NET group that we are working with to do some of the initial Research Program. Since that time, we have signed agreements to give them the go-ahead to pursue four areas of research.

One is to examine the dust composition and solubility as part of the background "Getting to Know Your Toxic Dust Better So You Know How to Stabilize It." Another research project is trying to do some tests with the arsenic trioxide dust from the site to turn it into something less toxic through using a sulfide compound. Another project is doing some specific tests with the arsenic trioxide dust into cemented paste backfill and to see the stability of that. The last one will be geochemical and leaching characterization of vitrified arsenical glass.

We have been working with Dundee Sustainable Technologies. They are a Canadian company who turn arsenic trioxide dust into glass. We have been trying to work with them to find a way that they will take a sample from the Giant Mine, given that all arsenic trioxide dust is not created equal, and turn it into vitrified glass product that we can get our researchers at TERRE-NET to test and see how stable it is. We're not quite done working with Dundee to figure out how to arrange a contract to get them to make the sample of glass and then give it over to us to do some independent testing. We hope to get that done very soon.

Other things related to the Research Program include the samples of dust that we have received from CIRNAC earlier in 2019 and getting them to the researchers. That has been accomplished. As I say, we've okayed these research projects from TERRE-NET – the four research projects – and we have started to flow some money to them to start that research.

One new thing since we last met is that TERRE-NET folks have found a way to potentially increase the amount of money we have in our research funds by getting additional grants, sort of some matching funds, from the Ontario Research Fund and from the Natural Science and Engineering Research Council of Canada.

In the past, we weren't sure that was going to be possible, but it is looking like it's possible. So we're working with them to see if we can double our money, or triple our

money perhaps, which would be great. A lot of the research they are doing would be applicable to other areas of Canada.

Any questions on all of that? Yes, please.

Sheila: Thank you very much for the overview, Kathy. I'm just curious if there is an approach or a policy or guidelines in terms of how information that comes out of the research is disseminated, where it is shared, and how it is made available to best possible benefit given the parameters of GMOB. I don't know how that is shared, so I'd really appreciate learning a little bit about that.

David: Ben can add more detail to this, but I think the basic principle is that it is public information, and we'll put the results on the website. There are the usual protocols with universities and the proprietary nature of some of the stuff. Dundee is a classic example of that. The reason that we're having continued discussions with Dundee is that they consider that technology proprietary. They initially wanted the results of our testing to be proprietary as well. That's clearly not acceptable. So in principle, the results will be publically available. The timing of that will depend on the publications and so on.

Todd: I'm just thinking about this. The annual report that you guys do now is – and if you don't think this paraphrasing or characterization is fair, then just correct me – is mostly based on recommendations on what you guys have seen. So hearing the work that's ongoing, I think that annual report...I think you guys should be thinking – or I'd suggest that you be thinking – it's going to have additional items as part of that.

This reporting on the actions that you guys yourselves are doing, the research, and fund matching, all of that is interesting and ought to be put into the annual report too. I don't know if you're already on top of this. I'm seeing a smile between Ken and David. Clearly, there has been some conversation, so I'll leave that to you. It might just make it easier and give you better questions from us next year.

David: Todd, thanks. I'm writing it as we speak. I can tell you, it's a bit of a struggle.

Todd: That might have already passed, is that why they are smiling?

David: Yeah. For the second year in a row, I volunteered to do this, and I'm thinking I won't be doing it a third time. But yeah, there are a couple of elements to the report, as in last year too, of our observations and our activities as well. Last year we didn't highlight our activities as much as we did our recommendations and observations. I think this year, we'll err more on the side of...well trying to balance it and trying to tell people what we're up to and how we're responding to what we are seeing and hearing.

Kathy: Also, in terms of communicating the results, well we won't have results for a while. It has just started, but what I've been wanting to do for quite some time but just haven't

had time to really sit down and think about, is how to communicate what the research studies are – sort of our overall approach. Right now, we're focused on stabilization of the arsenic as our first thing and knowing that there are other pieces of the puzzle, like how we're going to extract it safely and all those kinds of things. Where are you going to put it?

Those things will come, but we've decided to focus – and I think we talked about this last year on this stabilization – With the four research streams that we've chosen, we'd like to find a way to communicate that is accessible to folks. We can start maybe simple with some brochures. We've even thought of looking for some funky videos or some better way of communicating. The Project Team keeps upping their game with videos and 3D. Now we're going to have to keep up, but that would be really good, just to really explain what we're pursuing first of all. Then we can top it up later with actual results.

Natalie: Thank you. Maybe just a point of clarification, or maybe I dozed off for a second, but the Dundee samples: Is that in progress or is there a timeline on that? The reason I ask is we get a lot of calls from Dundee as well, so it's just nice to have an update of where that's at. If you could repeat yourself, that would be helpful. Thank you.

Ben: Right now, Dundee has got an agreement with the University of Waterloo. They are just in the final stages of doing that, because it will be the University of Waterloo leading that study. That's number one. Number two: We are just in the final stages – and it's a money issue – of talking about how much money is going to be transferred to Dundee for the making of the specific samples. We've already given them what we need, and it's just a matter of working through that. Once that is done, Dundee has said they are ready to start immediately.

Jason: Hopefully once the relationship and some of the milestones are defined with each of the research projects including Dundee, it would be good to have some type of timeline of a very high level with some key milestones that can be shared with the entire team. Thank you.

Kathy: Yeah, that's reasonable as well. We hope to get the Dundee stuff done pretty soon. That will help us to know what our timelines more look like.

The other thing I was going to mention with the research was that last year I think, we talked about unsolicited proposals that apparently go to everyone for the magic solution for arsenic trioxide. We are partway into forming an independent committee that will review those proposals on a regular basis, so we have been working with our research friends to come up with some people that can evaluate things.

I believe on our website has been posted some instructions for what to do. Like if you receive a proposal with the magic solution, please forward it to us, and our goal is to get it to an independent committee on some regular timeframe to evaluate whether it's something to go ahead with or not yet. Any questions on that? Go ahead, Erika.

Erika: It's related, but not directly to that. I'm just curious and I probably should know this, but are you looking at extraction technology as well? If there is an option of exit to treatment of arsenic trioxide extraction, it would be a component of that. So how are you considering that information or soliciting of research?

Kathy: We're not looking at extraction right now. We did decide to look at the stabilization first. What is chosen, the most promising stabilization method, will decide what the parameters for extraction might be. We just didn't feel we had the resources to pursue both in parallel. So we'll get a few years into this project on stabilization. We have a three-year contract right now with TERRE-NET, and then we'll have to reevaluate.

There is also...I think in our discussions we also had the feeling that extraction methods have actually progressed quite a bit in the last 20 years, according to the state of knowledge review we had done. That's something the industry will be working on anyway. Industry in general, is not working on our problem of arsenic trioxide underground, but in general, those extraction technologies are being looked into independently. So we'll just keep an eye out for now, but not actively pursue anything. Do you have anything to add to that, David?

David: Kathy's right. I think the essence of it is that stabilization is the thornier problem. If you can't find a way to stabilize, why bother yourself and spend money on extraction options? As Kathy said too, the technology has vastly improved over the past two decades.

If you look at the uranium mining industry and the remote mining that the industry is doing, we can see some parallels to what we would need to do if we were going to extract the stuff. So I think we're going to solve the bigger problem first and then get to how we handle the stuff second.

Kathy: Are there any other questions on the Research Program, or anything in the Activities Report? It feels like we're so busy, and it didn't take me that long to explain everything that we did. It's a little disappointing, to be honest.

Review of the Audited Financial Statement

Kathy: Okay, shall we move on to Item #6, looking at our audited financial statement? Unfortunately, our treasurer is not here, Tony Brown. He was not able to come today, so you've got me to explain things.

The main thing of the audited financial statement is we do hire an auditor from Crow MacKay who did it last year to prepare a statement of GМОB's financial positions as of March 31, 2019. The highlight of the audit is that it was clean. There were no recommendations for anything as we've done in past years. So apparently our folks are doing a good job of keeping the books in order.

Some of the highlights from the report are that in 2018-2019, the total of revenue that exceeds expenses was \$494,000.00, about half of which was from operating expenses. That's not just from one year. That's an accumulation, I believe, from the beginning from operations and from research. So all that money ended up in the Research Program, which is fantastic because we have that grant.

I think at last year's meeting, I can't remember exactly when it happened, when we switched from the Contribution Agreement to the grant, but all the commitments that CIRNAC made about rolling over money that was unspent from previous years were all implanted. So we're in good shape there.

In terms of our current budget, we had a conversation last year about wondering whether we were going to be okay based on the fact that we had taken on the extra work of being in the water license project, but so far our budget is okay. We might not have as big a surplus as we had in other years, but we have about 30% of our budget left right now until the end of March. We're still in good shape.

The research monies: We've paid for the first year of the Research Program with TERRE-NET, which was about \$300-odd thousand. There have been other expenses associated with the Research Program – a lot of meetings and talking, and the expense of the vitrified glass for Dundee. We do still have \$265,000.00 left in the bank for the Research Program, which we will get another contribution on April 1st this year, 2020. So we're in pretty good shape overall. Any questions about the financial statement or where we're at?

Todd: Again, I only have analogs to compare to, so if we look at our friends next door, their auditing costs are quite a bit lower. I wonder if you could just talk about One: It's up this year about 25%. Two: \$60,000.00, the auditing, legal, and accounting costs seem a little high to me. Maybe I'm out to lunch, but I'm just asking if there is any conversation about that to be had.

Kathy: So, the legal fees this past year have been mostly on our agreements with TERRE-NET and with Dundee. We've had to be pretty careful with those, so we have used a lawyer for that. That's probably the majority of the increase. In terms of the audit, I can't remember what the audit cost itself. We're actually switching auditors to another company that is less expensive for this year, because Crow MacKay was raising their rates, and we had no idea why. So we've changed that. Ben, do you want to speak to that line item more?

Ben: Legal costs is also for the Research Program. There were a couple of things last year that we looked at legally for internal staff stuff as well. Accounting for us is about \$24,000.00 a year, and the audit is running almost \$7,000.00 for last year. The rest was legal. So if you need a list of those legal costs, we can lay those out for you.

Todd: No, I don't need that. It just seemed like a high number, but if each of these agreements is specific and requires action from the law talkers, then yeah, that helps to explain why it's that much higher. Thanks.

Kathy: With the agreements, there's a lot of discussion about the intellectual property. That has been a big issue. We have wanted to maintain transparency, so we've held the position that if you're using our money to do research, then that research needs to be made public. That's not always the instant reaction of the people we're working with. David?

David: Just on the legal counsel, the last interaction I had with legal counsel on one of these agreements was while she was in the hospital about to deliver a baby. So she was very committed to this Project, I have to say.

Rebecca: I'm just looking at advertising and promotion. In 2018, it was \$8,000.00, and then in 2019, it's \$20,000.00. Then on the flip, programming in 2018 was \$26,000.00, and in 2019 it was \$2,000.00. Is there any explanation on the variances between those two line items?

Kathy: Can I get Ben to speak about that?

Ben: Okay, for the programming, our dollars went down because of the fact that the year before, a lot of the costs were associated with models, both the development of the models and development of some of the materials that we had. All of our displays and models are done now, so our costs are very low in relation to that.

In terms of the advertising and promotion, we increased advertising and promotion for the Annual Public Meeting, as well as when we were looking for a position. Radio, web advertising and we all know newspaper costs have gone through the roof.

Kathy: Yeah, I forgot about hiring Paul Green. That was a shockingly high advertising cost to get the person we wanted.

Ken H: I must have been out of the business for a while being retired, but when Ben told us what it cost to advertise, especially in newspapers these days, I was stunned.

Kathy: Go ahead, Sheila.

Sheila: Thanks, Kathy. Just on the advertising and promotion, I want to make sure that I'm understanding, because I know there is a lot of effort by a lot of different parties to communicate and articulate clear information on the Project and different things that are underway.

I'm really curious about the advertising and promotion budget. I know there is some advice that has come to us about providing more information overall. I'm just wondering if there is any thought from GMOB to look at or to encapsulate within the

mandate around communication – I know right now, it's public communication of GMOB, the agreement and the rules – but if there is movement to information on key milestones and other events that are going on in the overall remediation process.

Kathy: So the key milestones for the Project and what's happening with the Project overall? Yeah, I don't think we do that through materials that we send out. I think people come into our office and get a lot of information that way or through direct communication with Board members or through the office. Our website has information on the back-and-forth of things. But in terms of advertising for the Project, we haven't done that. No. I'm not sure what kind of materials you're thinking of maybe.

Sheila: Thank you. I think it is public awareness around some of the key milestones of the Project. Certainly there are others that are communicating this information, but given the original rationale for GMOB, is there a rule that you would see on that? There are a lot of times that the public is very interested. Certainly having a storefront indicates that there is that kind of a role, so I am just curious if there would be any more thought given to that.

Kathy: I don't know. We haven't thought about it in that way other than being a place that people can come to talk. There's a lot of informal communication going on, and we do have some of the information that the Project Team has in our office as well. I don't know. David, do you have any comments on that or Ken?

David: I get what you're saying, and I think we need to think about it a bit more. One of the pitfalls is if we start becoming the one-stop shop, then if we get the information wrong or if the host for a particular event changes the schedule, then we're going to be crossing paths and potentially misinforming.

The other thing is that each organization has its responsibility to communicate as well. I think it's a good idea for GMOB to keep track of everything, and we do that. Whether it's a good idea for GMOB to advertise everything on behalf of other organizations is a different question. I guess we need to avoid being seen to be speaking for other organizations. We could talk about it some more, but the identity of the source of information is important, and the accountability for that information too. I just don't want to be mis-advertising, but we could do things, and I think we already do put links on our website for people to follow-up with specific organizations and so on.

Erika: A few weeks ago, we did have a general brainstorming communications meeting, the first one of hopefully a few more. Gord and Katherine were there, and we had reps from everywhere, except Todd couldn't make it. In that, we started to have the conversation about – Ken was there – the possibility or the opportunities that other organizations could have just broader communications of the Project and what they're working on and such. So again, we didn't really get into very much there of what that really would look like, but it is definitely a conversation that we've all identified and to just explore the potential of that.

So it started, and this is an indication that we should do it again. Apologies, I haven't sent out any minutes from that meeting, but it was on my list.

Kathy: Any other questions about that or any other activities or the financial statement?

Todd: I have one, and it's the same as last year in terms of forward-looking. For 2020-2021 – the next fiscal is an easier way to say that – has the budgeting started? Sorry, Ben. I just emailed you about that this morning, so I understand if you're not prepared to answer. Has budgeting started, and if so, are there any areas where you're putting increased funds into as a result of changing priorities? Is there news on that or anything you think the Society should know?

Kathy: We've looked at our priorities. We had a meeting in December of the Board to think about our recommendations for our annual report for last year, but also to think about our priorities going forward. I don't think anything is really shifting. I mean, the water license review process is still pretty high. After the public hearing, there will be closing comments and various reviews of the water license. That, and then there will be management plans after issuance, so that will carry on.

Looking at it, our priorities will also be about still looking at the socio-economic strategy and the socio-economic aspects of the Project, the stress study, the finalization of QRA. The Research Project, once we have it up and running with all these agreements done, it is kind of in the hands of the researchers, and we're just going to be getting updates. So hopefully, we'll have more time of communication of what's going on there. That would be ideal. But I don't necessarily see any big changes in terms of what we spend or what we need. I'm going to look at my other Board members to see if that makes sense.

David: Just thinking about it, the shifts are kind of incremental. There will be shifts. As Kathy said, we hope to spend on communications, less on legal fees, but the balance ultimately are the same categories and maybe an increase in one area and a decrease in another. I think bottom line, the path is much as it was before with some slight changes in priority and funding, but no big deal. No big change and no earthquakes as far as we can tell.

Kathy: Okay, any other questions?

(Pause)

Confirmation of Directors:

Kathy: No? Then we'll move on to Item #7, which is Confirmation of Directors. In terms of Director appointments, Ben do you have a list of when we are all appointed until?

Ben: Can you give me two minutes?

Kathy: Well, I just asked Ken Froese. He said he's appointed until November 2020, so his is the next appointment to come up. That's the NSMA appointment. I was just reappointed for four years. David is appointed until...

David: August 2021, I believe.

Kathy: And Ken, you're on for another for years?

Ken H: Three years. I think it is November '22.

Kathy: So we are getting a bit more staggering going on, which I think is what we were hoping for. Ben?

Ben: Yes, so I've got the numbers here. Mark Palmer is appointed until August 31,, 2023. Yourself, you were appointed from YKDFN for four years, so you will expire December 2023.

David: Your appointment will expire.

Ben: Your appointment will expire. You will not expire.

(Laughter)

I think the last was Tony Brown, and he's 2023, as well.

Todd: The intent here, just so we're clear at the table, was to have these staggered appointments, and in the next go-round, everyone is for four years. It would be two Directors coming up pretty much every year with a leap year in between, if that makes sense.

Kathy: Yeah, that makes sense. That will be good. So traditionally at this section of the AGM, the Board members confirm that they are at least on it for the next, until the next AGM. So, as a Director Board member, Kathy Racher, I confirm that I will be part of GMOB for the next year of my term.

Ken H: No one has asked me to leave yet, so I guess I'll hang around at least for the next year.

David: I don't expect to expire in the next year.

Ken F: I also expect to be around for the next year, and I'm happy to do it.

Kathy: I confirmed with Tony that he is committed to the relationship, which is the way he put it. Mark is vacationing somewhere – Mark Palmer, so I assume he will also confirm as well.

Additional Issues and Next Meeting:

Kathy: Okay, if there's nothing else on the confirmation of the Directors, we'll move onto Agenda Item #8: Additional Business. This is where anything you want to bring up, you can bring up as part of the AGM.

One thing I noticed when I was looking through the Environmental Agreement, which I just do from time to time for fun, was Section 9.2. On the Agreement itself, it talks about a periodic review of the Agreement and the roles for GMOB, the bylaws, etcetera. It can be done anytime, but it's supposed to be done at a minimum five years from the effective date, which will be this year.

So it's something we have to think about this year. I don't really know what was envisioned in terms of that, if it was supposed to be some really official process to review. I can tell you what it says specifically. The parties to consider whether the requirements for the annual report and the status of the environment report should be changed, whether the composition bylaws or operations of the Oversight Body should be changed, or any other elements of this Agreement, including the terms of this Agreement.

Yeah, so I'm not sure if there are some people originally on the file who know what that was meant to be. Is it meant to be a really official process, or what should we be doing this year?

Erika: Am I the only one? You were there for that talk.

(Male voice off mic – inaudible)

No, there was not any kind of structured thinking about a structure to do that. It just was an opportunity of here's a bunch of people planning for something that they don't really know how it would actually be applied, so a mechanism to be able to revisit and fine tune, and lessons learned.

One thing that sort of comes to mind is there's just that smallest part of the Perpetual Care Plan. That might be something that in the Agreement of maybe there is more defining. I don't know. I'm not suggesting that, but as we start to work through things, there is opportunity to provide more clarity. As you guys function as a Board and in your bylaws you might....It's that mechanism to revisit, but there was no defined thinking about what that would look like.

Todd: The only add I'd have to that is the precedent for that. It was IEMA, EMAB and SLEMA have a similar audit function. The difference with this one is – I'm going to say this and I hope I'm right – is that GMOB is a party to this Agreement as well I believe. And so the idea is that if you also are aware of things that don't work, or things that you

yourselfes have questions about in terms of this is uncertain, here's an opportunity for GMOB itself to request confirmation. Hey, have a look at this. Tell us what you meant by it, or let's decide on what it means. That's probably a better idea.

So that was the intent behind it. I'm sure I talked what about this last year, is that we all walked away and thought about whether we're going to trigger this. I can't see it in the GMOB minutes, and I'm just searching the other one. Give me two minutes is all.

Kathy: Well, last year we also talked about that GMOB itself wanted to have an independent evaluation done of our own. We would get someone else to do a report card on us. It would be done independently, but it seems like it would dovetail pretty nicely into the intent of this review. So I'm just wondering if this year we should think about that evaluation and come up with a terms of reference that maybe address these things, because all of us would have to participate in that, 'What's bugging you about this?' 'What do you think could be changed?' But maybe we could expand a little bit on what's written here.

This is the Operations of the Oversight Body, so maybe that's okay. Yeah, if we want to trigger that this year and come up with a terms of reference and share with the parties, we would have to find someone to do it. I feel like it should be done by someone independent. I don't know if anyone has any suggestions on how to get that party started.

Todd: Yeah, in my mind, this was always an external party that would do this. You don't mark your own work, right, unless it's a performance evaluation. Yeah, speaking to the other examples, I know that SLEMA has done it. Sheila Montgomery did it for IEMA a few years ago. I don't know who did the SLEMA one. Ni Hadi Xa was supposed have one as well, and I actually contacted Tony Brown to do it then left that job before that ever happened.

I don't think it's a specific skillset. I think it's anyone who could provide that critical rating and critical analysis, and evaluate whether it is working as it was supposed to. There should be a fair number of folks that can do it.

Erika: I mean the first person that comes to mind is Andy, upon David's recommendation, for Perpetual Care. I mean, I like the idea of asking all the parties or Andy to ask – or whoever – to ask the question of where the areas are that could use further clarity, that definition, and then that compiling. I feel the process could be similar to what was done by Perpetual Care. That is sort of what comes to mind.

One thing that stands out is the section on Management Monitoring Plans, and there really isn't a lot defined there, so the Project has struggled with that section. It's that overlap with the Water Board. I think now as we go into the regulatory process we need to have further clarity to understand what is going to be in our license and what

plans exist. That's a section that comes to my mind that really could use some attention.

Jessica: To continue on Todd's point, Ni Hadi Xa had its review of the Environmental Agreement of the process of looking into a corporation, and it was the Fire Light Group that did that review. It was primarily led by Ginger Gibson. I've only ever gone through that review process, so I don't really have much comparison, but it was a really good exercise. We got a lot of information through it, and it did mirror a lot of what Andy did through Perpetual Care Plan on asking each party what was going on. I had a positive experience through that as well, so perhaps there's a consideration of Fire Light Group.

Kathy: Great. It gives me some good ideas about the kinds of questions we're asking. As you were saying, some things have changed since you negotiated this Agreement, like the water license will be in place, stuff like that. That could change some of the stuff in here, and I too have struggled with some clarity of some of what was meant then, which always happens when you start to implement something. I'm familiar with the Fire Light Group as well. So how should we start this process? Do we want to volunteer to start coming up with the terms of reference of what we want? Oh, David wants to volunteer I think. I think that's what his hand is saying.

(Laughter)

David: No. To be clear, no. One other thing on Mark Palmer: You mentioned that he was unable to be here. That's not quite true. He chose not to be here, because he's down in the Caribbean, and for some strange reason, he'd rather enjoy +30 than -40, and I just don't understand that. The other thing that totally mystifies me is that he's actually cutting his holiday short to come back up here for the water license hearing. I don't know. I think whoever appointed Mark might want to reconsider that decision.

In terms of the question at hand, I think it would be good to do a two-stage process, maybe three if you like. One is to design the terms of reference. The second would be to issue an RFP to do the actual work. That's kind of the long-term Perpetual Care approach that was taken. I think it's important to separate the two. I think it would be good to have somebody independent to design the study and then issue an RFP, and get somebody else to actually conduct the work. It makes it much more independent. I mean, we can take a stab at the terms of reference, but I think it would be even better to have somebody outside the organization do the terms of reference. And I think it is essential we have an RFP, a public process to select the best contractor.

Kathy: Ben?

Ben: My question is, is this a GMOB responsibility, or is the responsibility of the parties. If it is, does this come out of our budget? I'm just thinking, number one: protocol, and number two: where does the money for this come from? Thank you.

Todd: I'll start with the top line. This is coming from your budget in my opinion. The rationale – well, there are two points to the rationale. That's the way it works in all the other cases. Yeah, I guess we'll just leave it at that. Sorry, was there a second question that you had? Okay.

Gord: I'd just like to think this through a little bit more. GMOB is implicated in this Agreement in a different way than the parties. I mean it is very convenient to assign it to GMOB, probably convenient administratively and so on but on very quick consideration, I'm not convinced that's the right way to do it. I mean, the parties created GMOB, not the other way around. I'll just leave it at that.

Erika: I hear what you're saying, but I guess what David was suggesting is that GMOB just sort of gets it going and would somehow initiate for that first independent person to get onboard. Again, this is similar to the Perpetual Care where GNWT, Alex got Andy on board, but then it ran with his direction and with input from everybody. I guess that's how I'm thinking of it as. From the GNWT perspective, we're happy to review it if we're not the driver, and happy to not be the driver, because we're treading water barely. So we're happy to review whatever comes out and be part of the process along the way.

Gord: I think Erika, your point on David's observations about the importance of this being independent is well taken, and maybe it satisfies my concern. My reaction to this – I'm just not completely comfortable with GMOB managing the process. Paying for it is an administrative issue, but the money comes from the same place regardless of who pays for it. I'll just leave it at that.

Kathy: So we would have to find someone to draft a terms of reference then. That's what you were suggesting, David. That person wouldn't necessarily answer the RFP, or could they answer the RFP?

David: No, we could talk about it, I guess, but I see them as two separate exercises. The person drafting the terms of reference would be ineligible to bid on the process. It's a conflict of interest. In terms of managing the process, Gord is quite right. I don't think we want to manage the process. We want to kick it off, but independent of the person doing the terms of reference. The terms of reference would be circulated. People would comment on it. There would be a final terms of reference developed. We have to be kind of hands-off, everybody, to make this independent.

And then in terms of carrying out the work, I think it's really important that it be another party to do that, not the drafter of the terms of reference. Again, I think everybody needs to understand that this is an independent review. It's in the hands of the successful contractor. Whatever that contractor comes up with, we'll all take it into consideration, but we don't manage that process. We enable that process, and then we look at the consequences and decide collectively, individually there are changes to be made based on that report.

Erika: Just a thought: Perhaps we can kindly suggest Ben maybe put together a bit of a....I don't want to say options paper because that means a whole other thing, but to look at what the other guys have done. You were saying EMAB had just done it. That could give examples of the steps. We can look at it before rather than make any decisions here, and I understand Gord's request to think about it more. Maybe that's something Ben you can flesh out a bit for us, and then we can revisit?

Kathy: Okay, great. Well that was a good discussion. I'm glad we had that. Todd looks like he has another thought to share.

Todd: In terms of wrapping that up, this is an action that's carried forward to the next meeting in May or April, whenever that next one is. If we haven't made a decision before that or haven't taken action before that, then put it back to us and make the different folks have an answer.

Kathy: Yeah, so we'll call this an action item to initiate the process for doing the independent evaluation, as per Section 9.2 of the Environmental Agreement.

Okay, any other additional business?

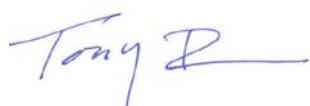
(Pause)

No? Then the last agenda item is the next meeting. I don't know if we'll try to get back on the November schedule. I think we will try to do that, so we'll try for November 2020 for the next Annual General Meeting to just get back on that. I'm sure we won't be busy then. Everything will be different in November, and it will be so darn cold, I'm sure. Any other thoughts about the next meeting?

Okay, well then we have a meeting starting at 1:00 in this room for our Semi-Annual Meeting. So until then, could I get a motion to adjourn the Annual General Meeting for this year?

Moved by Sheila and seconded by Gord. Okay, thanks everyone. We'll see you in an hour and a bit.

MEETING ADOURNED



Tony Brown
Acting Chair, Giant Mine Oversight Board

December 16, 2020
Date

Action Items

1. Action Item: GМОB to initiate the process for an independent evaluation of the Giant Mine Oversight Board, as per Section 9.2 of the Environmental Agreement.