

Charter for Goldcorp-Coeur Wharf Sustainable Prosperity Fund Advisory Committee

Section 1 – Name of the Committee

The Committee will be called the **Goldcorp-Coeur Wharf Sustainable Prosperity Fund Advisory Committee**. It is authorized by the South Dakota Community Foundation and will serve this governing body.

Section 2 – Description of the Goldcorp-Wharf Sustainable Prosperity Fund

The Goldcorp-Coeur Wharf Sustainable Prosperity Fund (the “Fund”) is a permanently endowed fund within the South Dakota Community Foundation (the “Foundation”). The purpose of the Fund is to support the Wharf Mine Charitable Donation and Sustainable Prosperity Program (the “Program”) during the operating life of the Wharf Mine and to continue the Program from and after such time as the Wharf Mine is no longer able to make community contributions either due to closure or lack of profitability. Distributable funds will be re-invested in the years that they are not distributed to charitable organizations allowing the total value of the Fund to grow in value. For purposes of this Charter “Distributable Funds” shall mean: (a) for such period of time as Wharf Resources (USA) Inc. (the “Company”) continues to make an Annual Contribution, as defined in the Fund Agreement between the Foundation and the Company dated October 27, 2011 (the “Agreement”), the amount of the Annual Contribution, and (b) after the Company ceases to make an Annual Contribution, the amount of distributable income as determined by the Foundation’s Distribution Policy, as the same may be amended from time to time by the Foundation’s Board of Directors.

This Fund serves and is to function as a permanent endowment fund. Distributable Funds from the Fund are to be distributed to nonprofit and charitable organizations in Lead, South Dakota and secondarily the neighboring communities at the recommendation of the Goldcorp-Coeur Wharf Sustainable Prosperity Fund Advisory Committee.

The Company, operator of the Wharf Mine, is a wholly owned subsidiary of Coeur Mining, Inc.

Section 3 – Purpose the Committee

The Committee is created for the purpose of working with the Foundation and shall limit its activities to advising on matters that directly concern the Fund. The specific purposes of the Committee include the following responsibilities:

- a) Evaluate requests from the community for donations from the Fund.
- b) Make recommendations to the Foundation on donations to be distributed from the Fund. Recommendations will be decided by majority vote of the Committee.
- c) Facilitate the delivery of funds between donation recipients and the Foundation.

- d) Facilitate cooperation and communication between the Fund and the community.
- e) Assist in changing donation guidelines as laid out in this Charter from time to time to meet the needs of the community.
- f) Determine the total amount of funds that will be distributed in any given year up to the maximum set by the Foundation.

Section 4 - Relationship of Committee to the South Dakota Community Foundation

It is the role and sole prerogative of the Foundation to adopt and revise policies with respect to the administration and management of the Fund. The Committee's role is to make recommendations for donations from the Fund according to the donation guidelines laid out in this Charter.

Section 5 – Committee Membership

Composition: The Committee shall consist of five members. These will consist of: 1) Wharf Mine General Manager; 2) Wharf Administration Manager; 3) another Wharf Mine employee; 4) and 5) members of the local community. During the operating life of the Wharf Mine, Members, other than the Wharf Mine General Manager and the Wharf Mine Administration Manager, will be appointed by the Wharf Mine General Manager. Upon the closure of the Wharf Mine, the Committee, in consultation with the Foundation, shall establish an appropriate procedure for the selection and appointment of Committee members. Committee members should represent a cross-section of the Lead-Deadwood community and have both male and female members, if possible.

Term: A term of membership shall last for three years. There is no limit on the number of terms that a Committee member can serve.

Section 6 - Organizational Structure

Officers: The Committee will have a chair, vice chair, and recording secretary who are elected for one-year terms by the membership. Elections will be held at the first meeting of each new membership year.

Section 7 - Procedural Rules

Meetings: The Committee will meet at least four times per year. Written notices of upcoming meetings will be mailed to members at least ten days before a meeting. The chair may call special meetings as required. The meetings will be closed to the public. Members who are unable to attend in person may participate by telephone or video conference, so long as they are able to hear and be heard by all members present at the meeting.

Minutes: Minutes of each meeting will be kept. Copies will be mailed to the Foundation within two weeks after a meeting.

Recommendations and Reports: Committee recommendations and reports will be submitted in writing to the Foundation. These Committee documents will include both suggested actions and the Committee's justification for the suggested actions. If desired, a response from the

Foundation to such recommendations and reports will be requested in writing by the Committee.

Dismissal: A Committee member who is absent without reasonable cause from three successive meetings will be considered to have resigned from the Committee. The Committee is authorized to fill any vacant position on the Committee regardless of the cause for the vacancy.

Public Announcements: While Committee members are expected and encouraged to discuss the Fund within the community, members shall not report opinions expressed or matters discussed in meetings, nor shall they report independently on Committee action.

Rules of Order: The meetings and activities of the Committee shall be conducted according to Robert's Rules of Order, except as otherwise provided by this Charter.

Section 8 - Amendments

The Charter may be amended by the vote of not less than 75% of the Committee members.

Section 9 - Donation Guidelines

Purpose: The purpose of the guidelines is to establish the framework and objectives for the Fund's donations in support the community. The guidelines establish the framework by which funding requests will be evaluated and the procedures by which decisions regarding Fund donations will be made.

The guidelines describe:

- a) the objectives and focus of the Fund's Program;
- b) the funding priorities;
- c) the administrative process for receiving and assessing donation requests;
- d) the process for evaluating and reporting on the Program; and
- e) the annual reporting process.

a) **Objectives**

Goldcorp, Coeur and the Company are committed to creating sustainable prosperity that brings long term social and economic benefits for all stakeholders, throughout the life cycle of the company's mines and beyond. To this end, donations by the Fund are intended to support initiatives that build economic, social and cultural capacity and create a positive social and economic legacy.

b) **Funding Priorities and Objectives**

Funding Areas

In order to assist in the development of sustainable prosperity within Lead and the surrounding communities, the following are the four core funding priorities:

- Education
- Health
- Community Development
- Arts and Culture

Funding Objectives

- i. **Education:** Educational programs and initiatives should be designed to support childhood, youth and adult continuing education initiatives. The goal is to strengthen educational opportunities in the community, as well to provide support for research and education relevant to the mining industry.

Programs may be targeted by age group:

0-5: Pre-school, early intervention, learning skills development.

6-18: Youth programs, targeted at skills development and the specific needs of community youth. Specific emphasis on marginalized youth, including remote and Aboriginal youth is encouraged.

18+: Educational development targeted at technical, undergraduate and graduate studies with an emphasis on skills and expertise related to the mining industry. Support for research and education focused on science, engineering or technology. Projects could include endowed research chairs and co-op and internship placements.

- ii. **Health:** Health initiatives focused on assisting local communities to assess specific health needs and supporting initiatives that address the greatest health needs. Projects should target both the quality of and access to health care. Partnerships with organizations with the capacity to deliver sustainable health services are strongly encouraged. Preference will be given to the creation of sustainable initiatives that extend beyond the initial funding commitment.
- iii. **Community Development:** The creation of sustainable prosperity involves the support and development of communities that can prosper after the Wharf Mine closes. Building institutional capacity and the physical infrastructure necessary for thriving communities are priorities. Projects will be assessed based on community needs, but projects which support a sustainable economy are encouraged. Proposals that address systemically marginalized groups are also encouraged.

- iv. **Arts and Culture:** Projects should seek to strengthen the culture and diversity of the local community. Projects that preserve local heritage and promote Indigenous traditions and practice are encouraged.

c) **Funding Requests**

- i. **Submission of Funding Requests**

Proposals should be submitted in writing to the Wharf Mine Administration Manager at Wharf Resources, 10928 Wharf Road, Lead, South Dakota 57754. Solicitations by telephone will not be accepted.

- ii. **Proposals**

Proposals should include the following information:

Organization:

- Contact person's name, title, address, email and telephone number
- Description of the organization's background, objectives, mission, mandate and community(ies) in which it operates.
- Federal charitable registration number (if applicable)
- Organization's web address (if applicable)
- Current operating budget and types of revenue sources, including government funding.
- Names of directors and trustees
- Any previous partnerships with the Fund should be discussed, including results of the partnership
- Partnerships with other organizations

Request:

- Details about the project, including objectives, time frames, and measures for evaluating project success.
- Description of how community will benefit, including long-term benefits.
- Information on how the project addresses and supports the Fund's donation objectives.
- Details of any previous or current projects with similar mandates.
- The nature and amount of support being sought and overall target funding for project.
- Current and anticipated contributors and partners to the project.

The Fund will generally not fund donation requests for the following:

- Organizations that discriminate based on the basis of race, color, creed, gender, sexual orientation or national/ethnic origin.

- Organizations dedicated primarily to the advancement of religious or ethnic interests.
- Individuals or organizations for profit.
- Advertising and promotions.
- Debt reduction campaigns.
- Generic requests for funding or capital campaigns.
- Funding primarily for travel or accommodations.

iii. **Political Donations**

The Fund will not make political donations.

d) **Review and Approval Process**

Donation requests will be assessed within the context of the Fund's mission of sustainable prosperity and the objectives of generating effective partnerships and capacity building. In addition to the general objectives of the Program, proposals will be judged against the following criteria:

- Alignment of project with the Fund's values and principles.
- Importance of the need and existing services and facilities.
- The creation of long-term results sustainable beyond the initial donation.
- Financial viability and effective management of the project and organization.
- Term of project and ability to generate effective partnerships.

e) **Annual Charitable Donations Report**

The Committee will produce an annual report to be distributed to the Foundation, the Company, and Coeur Mining, Inc. at 104 S. Michigan St. Suite 900, Chicago, IL 60603. The annual report shall describe in reasonable detail:

- the donations made during the prior year,
- the organizations to whom the donations were made,
- information about the projects funded, including objectives, time frames, and measures for evaluating project success,
- a description of the projects' anticipated community benefits, including long-term benefits, and whether those benefits are being realized,
- any partnerships created or sustained by the projects,
- information on how the project addresses and supports the Fund's donation objectives, and
- a summary of the end of year financial statements for the Fund.