

INAP Board Minutes

7:00 PM PST – November 27, 2012

28 November 3:00 GMT-UTC

(In person and via teleconference)

Tuesday 27 November – 19:00 (Vancouver)

Tuesday 27 November – 22:00 (Toronto)

Wednesday 28 November – 5:00 (Johannesburg, SA)

Wednesday 28 November – 14:00 (Melbourne, Australia)

Participants: Bruce Kelley - Chair, Rio Tinto
Jenni Lightowlers, Legal Counsel and Secretary (via call)
Richard Garner, Anglo American (via call)
Stephen Foot, Antofagasta Minerals
Bill Upton, Barrick Gold
Dan Ramey, Freeport McMoRan (Alternate for William Cobb)
Dean Williams, Kinross Gold
Mike Creek, Newmont (Alternate for Scott Miller)
Dennis Schubbe, Twin Metals Minnesota (Alternate for Anne Williamson)
Mike Dutton, Vale (via call)

In Attendance: Graeme Dunn, Accountant – INAP (via call)
Terrence Chatwin, Technical Director – INAP
Andrea Chatwin, Administrative Asst. – INAP

- Item 1** The Chairman welcomed the participants, particularly those who stayed up late or rose very early to participate, and confirmed that a quorum was present. He commented on the excellent dialog, idea exchange and path forward determined by the strategic planning meeting of the past day and a half. Bruce Kelley thanked the INAP Board Members for their participation and support.
- Item 2** No apologies were received. Alternates are as listed above.
- Item 3** The minutes of the last Board Meeting held May 22, 2012 in Ottawa, Canada were accepted as presented.

Report on Action Items arising from the last Board Meeting

- Terry Chatwin and Graeme Dunn communicated via telephone and e-mail to evaluate options with other financial institutions in terms of earning better interest on our accounts.
- Graeme Dunn reported that in light of the current world-wide economic situation and money exchange charges, it made sense to stay with our current accounts in Australia, Canada and the United States.
- INAP leadership talked with Ian Treddinick at the 9th ICARD in May 2012. Ian indicated that he did not have time to participate in INAP and hoped that another representative could be found. Ian hoped that the new representative could split the INAP annual fees with Xstrata Copper covering half of the annual fees. Xstrata Copper would also cover current outstanding INAP invoices. INAP suggested that Joe Fyfe, Xstrata Nickel showed interest in the past, and he

might be interest to act as the Xstrata representative. Joe was not at the ICARD, so he was approached by e-mail.

- The October 2012 financial statement indicated that the Xstrata fees for 2010 and 2012 were still outstanding. Ian was contacted by e-mail, and he responded that he thought that the invoices were paid, but that he will take care of it.
- Joe Fyfe of Xstrata Nickel has not returned any e-mails. Terry and Dean will try to interact with him at the BC MEND conference this week. Mike Dutton said that he is meeting with Joe next week and will follow-up with him.
- Terry Chatwin composed a letter for CEOs delineating the value of INAP to their companies and thanking them for their membership. He received names of 4 individuals and sent those letters. He received no response.

Item 4 Financial Status: Graeme Dunn

- Xstrata has paid their invoice for 2011 but is in arrears for 2010 and 2012.
- Graeme Dunn reported that INAP bank accounts are currently at \$294,000 and are forecast to be at \$214,000 by year's end.
- INAP is solvent and can meet its financial obligations as and when they fall due with money in the bank to cover our outstanding financial obligations.
- In response to the Strategic Planning meeting of the past 1½ days, it was proposed that the INAP annual fee and project contribution be raised to \$30,000 annually to allow working capital as INAP pursues its path forward
 - A half page justification paper needs to be written and sent to each Board member so that they can present the rationale and value to their companies
 - Dues have remained static for a number of years.

Resolution of Directors

The Directors RESOLVED that the quantum of the Annual Fee be increased from \$12,500 to \$15,000 and Contributions be increased from \$12,500 to \$15,000 and that subject to member appropriate of the change, the increase should take effect from 1 January 2013.

Item 5 Technical Director's Report: Terry Chatwin

- See Attached

Board Chair, Bruce Kelley, thanked Terry and Andrea Chatwin and Graeme Dunn for their hard work on behalf of INAP.

Item 6 Other Business: Bruce Kelley

- The OpCom Chair has a 2-year tenure
 - Dean Williams – Kinross will continue as OpCom Chair through 2013
 - Mike Creek – Newmont has accepted the role as OpCom Vice Chair and will assume the chairmanship for 2014-2015
 - A new Vice Chair will be selected at the OpCom meeting in November of 2013.
- Bruce Kelley will step down as INAP Board Chair in May of 2013.
 - INAP Board members should e-mail nominations to fill that position to Terry Chatwin
- The next INAP Board meeting will be held in May in Santiago, Chile

- The Chairman thanked the Board Members for their attendance and reiterated that it has been a good year for INAP.

ACTION ITEMS

1. Terry Chatwin and Dean Williams will try to engage Joe Fyfe at the BC MEND Conference in regard to Xstrata's INAP membership and outstanding invoices.
2. Mike Dutton will talk with Joe Fyfe next week in regard to Xstrata and INAP.
3. Terry Chatwin will write a justification regarding the value of INAP and the rationale for the increase of INAP members' annual dues to \$30,000 and send it to each Board member for review, and acceptance. After the draft justification is finalized OpCom and Board members should discuss the increase with their company.
4. INAP Board Members will submit nominations for a new Board Chair to Terry Chatwin.

MEMBERS RESOLUTION

- **The members resolved unanimously by circulating resolution to accept the resolution to increase the INAP annual dues to \$30,000 as of January 1, 2013**