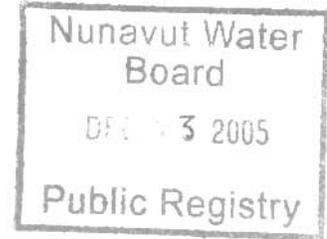




WOLFDEN RESOURCES INC.



December 7, 2005

To: High Lake Project Distribution List

Re: Draft Terms of Reference for the High Lake Project

Wolfden Resources Inc. (Wolfden) has prepared a draft Terms of Reference to accompany the submission of its Project Proposal for the High Lake Project. The purpose of the Terms of Reference is to provide additional direction for the completion of the Project's environmental assessment. The Environmental Impact Statement (EIS) produced by following the Terms of Reference will identify, predict, evaluate and communicate the potential impacts that the proposed development may have on the biophysical and human environments. Wolfden respectfully requests your input on the draft Terms of Reference.

Accompanying the draft Terms of Reference is a *Preliminary Project Description Summary: Update*, which is intended to provide context to the draft Terms of Reference (a comprehensive project description will be provided with Wolfden's Project Proposal submission).

As already stated, Wolfden intends to submit its Terms of Reference to the Nunavut Impact Review Board (NIRB) with its Project Proposal. The NIRB may choose to adopt the Terms of Reference as guidelines for the review of the Project or they may develop and issue their own guidelines (NLCA 12.5.2). Wolfden plans to submit its Project Proposal for the High Lake Project in the second quarter of 2006. This timeline has resulted from further optimization work required to finalize the prefeasibility study, from which Wolfden is developing the project description.

Wolfden will release an update on the status of the Project in early 2006. If parties have any queries about the process of the High Lake Project, please contact me at 416-200-8073 or johncook@kos.net. Please also let us know if we have missed anybody in your organization that should be included on our distribution list.

We look forward to receiving comments from you on the draft Terms of Reference. We would appreciate receiving comments by January 31, 2006, if possible. Comments should be sent directly to Glenda Fratton, Gartner Lee Limited, via email: gfratton@gartnerlee.com, fax: 403.264.8412, or phone: 403.262.4299, ext. 5421. Any questions about the draft Terms of Reference can also be directed to Glenda Fratton.

Yours truly,

A handwritten signature in black ink, appearing to read 'John Cook', with a loop at the end of the last name.

Wolfden Resources Inc.
John Cook

- cc. Stephanie Briscoe, Nunavut Impact Review Board
Bill Tilleman, Nunavut Impact Review Board
Glenda Fratton, Gartner Lee Limited
Gordon Stewart, Gartner Lee Limited
Heidi Klein, Gartner Lee Limited
S.R. Morison, Gartner Lee Limited
Phil Davis, Wardrop Engineering Inc.
Andrew Mitchell, Wardrop Engineering Inc.

Attachments:

- High Lake Project, Draft Terms of Reference (December 6, 2005)
- High Lake Project, Preliminary Project Description Summary: Update (December 6, 2005)

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HIGH LAKE PROJECT

DRAFT Terms of Reference

December 6, 2005

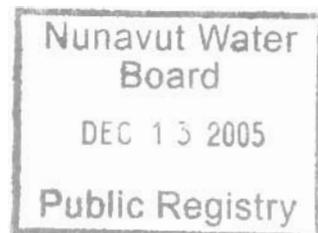


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1. Introduction

1.1 Project Definition

The High Lake Project is located in the Kitikmeot Region of Nunavut, between 110° 51" W longitude / 67° 48" N latitude and 110° 59" W longitude / 66° 54" N latitude. The High Lake Project primarily consists of a proposed mine containing copper, zinc, gold and silver reserves in three ore bodies. The following proposed accessory components support the High Lake Project:

- the Ulu mine site;
- a dock facility at Grays Bay, Coronation Gulf;
- all-weather road access between the dock facility and the High Lake mine site, and a winter road between the High Lake and Ulu mine sites; and
- shipping for the purposes of transporting metal concentrates to markets, and to re-supply the mining development.

The proposed High Lake mine site is approximately 50 km south of Grays Bay, and about 175 km east of the community of Kugluktuk. The Ulu mine site is located about 55 km south of the High Lake mine site.

Ore will be extracted from both mine sites, and will be processed in a mill at the High Lake mine site. Ore from Ulu will be transported to High Lake by winter road, and gold doré (bars) produced from this ore will be shipped by air from the High Lake mine site on a regular basis. Metal concentrates from the High Lake ore will be transported to the dock and loading facility from the High Lake mine site by all-weather road. From the dock and loading facility, ships will transport the concentrates to global markets and bring supplies in via western shipping routes through the Coronation Gulf, during the open-water season.

The Ulu mine site has a gold deposit and it will be mined using underground methods. The High Lake mine site has three potential ore bodies containing copper, zinc, gold, and silver. The rock will be mined in open pit (above-ground) and the deeper ore will be mined using underground methods.

2. Guiding Principles for the Preparation of the EIS

The Proponent shall prepare the Environmental Impact Statement (EIS) for the High Lake Project in consideration of the following principles:

- maximize environmental protection, through application of the precautionary principle and sustainable development principles;
- minimize negative effects on people and the environment;
- acknowledge and reduce effects on local and traditional activities;
- include Inuit Quajimajatuqangit and respect for cultural heritage;
- enhance economic viability of the area;
- enhance community well-being; and
- acknowledge values and principles in the draft West Kitikmeot Regional Land Use Plan.

3. Preparing the EIS

The EIS shall contain enough information and analysis to allow for the review of Project-related effects. The Proponent shall concentrate on impacts in proportion to their significance. Potentially significant impacts shall receive the majority of the analysis. Other issues should only receive a brief discussion (NIRB *Guide to the Preparation of Environmental Impact Statements*).

3.1 Structure of the High Lake Project EIS

The EIS shall be concise, analytical, and complete. It shall be presented in three parts:

- 1) Executive Summary;
- 2) Popular Summary; and
- 3) Technical Report.

3.1.1 Executive Summary

The Executive Summary shall:

- be prepared in non-technical language;
- describe the key elements and findings of the EIS, and overall conclusions;

- describe the potential significant impacts of the proposed Project and the proposed measures to address these impacts;
- be translated into Inuinnaqtun and Inuktitut; and
- follow the same general structure as the Popular Summary.

3.1.2 Popular Summary

In order to conduct an effective and efficient public hearing process, and to provide the affected communities the necessary information in an understandable form, the Proponent will prepare a Popular Summary. The Popular Summary shall not exceed 150 pages in length. It shall:

- be prepared in non-technical language;
- include a glossary and additional explanatory text in order to assist the general public to understand the content of the EIS;
- be available as a stand-alone document; and
- be available in hard copy and, if possible, in a number of other formats (e.g., CDs, video).

3.1.3 Technical Report

The Technical Report shall support the Executive and Popular Summaries by providing technical details about the Project design, public consultation program, baseline and impact assessment programs, and monitoring and management plans. Appendices and other supporting documents may be included into the Technical Report where necessary to further support the EIS.

3.2 Conformity

The EIS shall include a concordance table showing conformity with stated requirements.

3.3 Data Presentation

Wherever necessary, the Proponent shall include graphs, charts, diagrams, maps, and other visual tools to clarify text and to provide further understanding of the information being described. Whenever possible, the maps shall be provided in the same scale and projection, and should indicate common and accepted place-names used by the local people.

3.4 Distribution of EIS

At a minimum, twenty (20) hard copies of the EIS shall be provided to the NIRB for distribution amongst Board members, staff, legal counsel, external consultants, and for placement on NIRB's public registry. Six (6) copies are also to be delivered to each of the following communities:

- Cambridge Bay Hamlet Office;
- Kugluktuk Hamlet Office;
- Gjoa Haven Hamlet Office;
- Taloyoak Hamlet Office;
- Kugaaruk Hamlet Office; and
- Bathurst Inlet Committee Representative (Yellowknife) – on behalf of the communities of Kingauk (Bathurst Inlet) and Umingmaktok (Bay Chimo).

4. Description of the Proponent

The Proponent shall:

- identify itself and explain current and proposed ownership of rights and interest in the Project, operational arrangements, and corporate and management structures;
- specify the mechanism used to ensure that corporate policies are implemented and respected;
- present its environmental policy and other management policies;
- describe its past experience, compliance and safety record in mining;
- describe its past experience working in northern regions and with aboriginal communities;
- identify key personnel, contractors, and sub-contractors responsible for preparing the EIS; and
- briefly summarize the existing activities at the site (i.e., work to date on the High Lake Project).

5. Regulatory and Land Tenure Requirements

The EIS shall:

- identify and briefly describe the federal, territorial and Inuit environmental assessment and regulatory approvals that are required for the planning and implementation of the Project;
- describe the:
 - ⇒ activity requiring approval,
 - ⇒ at what stage the approval or the permit is required,
 - ⇒ the regulatory agency in charge for the approval or permit.

- ⇒ name of the approval or permit, and
- ⇒ associated legislation; and
- describe the land tenure requirements of the Project.

6. Project Description

The Project Description covers all phases of the Project, which are: construction, operation, and closure and reclamation. The Proponent shall describe each Project component and how it may change in each phase of the Project and over the life of the Project.

6.1 General Requirements

The Proponent shall:

- describe the Project components and activities by phase and location;
- describe all temporary and permanent activities and facilities for each phase;
- summarize the development history of the Project location; and
- indicate approximate Project life and scheduling.

The description should address all phases of the Project in sufficient detail to allow for the assessment of potential adverse and potential beneficial biophysical and socio-economic effects, and address public concerns about the Project.

The Proponent shall explain how the environment influenced the Project design, and how design, engineering, and management plans are consistent with ecosystem function and integrity and with long-term reclamation goals (also see Section 13).

6.1.1 Future Development Potential

Notwithstanding the currently planned life-cycle of the mine, the Proponent should summarize the potential for the development of additional ores at the Project site. The Proponent shall describe the factors that would be considered in deciding whether to develop other ore bodies (e.g., respect of regulations, approval by affected communities of management and reclamation plans, compliance with conditions of Inuit Impact and Benefits Agreements (IIBAs)).

6.2 Project Setting

The Proponent shall summarize relevant baseline information regarding the geographic, social, economic, cultural, physical and ecological settings in a manner that provides the overall context for the subsequent Project Description.

6.3 Need for, Purpose and Alternatives to the Project

6.3.1 Need for the Project

The Proponent shall describe the need for the Project, including the fundamental rationale for the Project.

6.3.2 Purpose of the Project

The Proponent shall describe the purpose of the Project and what would be achieved by carrying it out.

6.3.3 Alternative Means of Carrying out the Project

The Proponent shall:

- describe alternatives to the Project, including the “No-go” or no-project alternative and other locations within the Kitikmeot Region or Nunavut, if any, where the Proponent could conduct the types of activities proposed;
- consider alternative ways of carrying out the Project (i.e., alternatives to Project components or activities, including different locations or timing for such activities or components that might have differing environmental or socio-economic effects); and
- In each case, give the reasons for selecting the preferred alternative and for rejecting the others, including economic and technical analyses of each alternative and the associated biophysical, social, economic, and cultural impacts.

The Proponent shall consider specific alternatives for, but not limited to:

- routing and construction methods for shipping;
- routings for winter roads and all-weather roads;
- energy sources;
- dock site location and construction methods;
- mining methods;
- process methods;
- mine waste management; and
- sequencing of development.

6.4 Project Schedule

The Proponent shall:

- outline the proposed schedule for Project development, for each phase of the Project (construction, operation, and closure and reclamation);
- give a rationale for the pace, scale, and timing of the Project, including consideration of technical, marketing, and economic factors; and
- shall specify how many tonnes of ore would be processed each day.

6.5 Project Components and Activities

The Proponent shall describe in detail all components and activities of the Project including, but not limited to, the specific components listed in the following subsections (6.5.1 to 6.5.10).

In addition, the following information shall be provided for each component where appropriate:

- geotechnical designs to at least a conceptual or preliminary engineering level of detail, approved by a professional engineer registered to practice in Nunavut;
- the rationale for the selection of design failure events (e.g., 1-in-100 year flood, 1-in-10,000 year earthquake, etc.) and provide risk analysis to support the selection; the Proponent should consider long-term projections of climate change as extreme events for facilities/structures that are intended to remain after reclamation; and
- the use of the components throughout the life of the Project including any temporary components as may be required during construction, operation, and closure and reclamation.

6.5.1 Mine Site Geology

The Proponent shall characterize the geology of the mine sites, including:

- summary of regional geology sufficient to provide context for descriptions of local geology;
- the types of deposit and associated bedrock, including faulting or fracturing;
- description of the ore bodies;
- ore reserves (i.e., identification of the ore deposit material), dimensions and locations;
- mineralogy; and
- relationship to permafrost.

6.5.2 Mine Workings

The Proponent shall describe all mining activities, including, but not limited to:

- characteristics of all proposed underground and open pit workings;
- the sequence of development of the open pits and underground workings;
- explosives use, types, quantities, and methods of control for environmental protection;
- mine rock and ore excavation methods, including drilling and blasting, and equipment to be used;
- mine haul road locations, characteristics, and number, type and frequency of vehicles;
- mine backfilling methods;
- mine water collection and dewatering systems;
- clean water diversion and interception systems;
- local permafrost occurrence and management measures;
- locations and methods for stockpiling of ore;
- air emissions (including sources) and methods for dust suppression; and
- predicted quality and quantity of mine water.

6.5.3 Ore Processing Facilities

The Proponent shall describe:

- location and description of the ore processing plant;
- rates of ore throughput and of production of concentrate, gold doré and tailings;
- flow sheets describing mass and water balances for the different processing stages and the addition points and rates of process reagents;
- types, quantities and concentrations of emissions to the environment;
- location and description of ore stock piles and concentrate storage facilities; and
- types and quantities, and methods for transport, handling, storage, and mixing for all reagents used.

6.5.4 Mine Waste and Water Management Systems

Overburden and Waste Rock Disposal

The Proponent shall describe:

- the sequence and materials balance for mining, utilization and disposal of all mine overburden and waste rock;
- physical and chemical characteristics, including potential for acid generation and metals leaching, of all mine overburden and waste rock types;

- the conceptual plans for both temporary and permanent containment and management of each type of material, relating to their production sequence, their physical and chemical characteristics, and to closure and reclamation goals;
- the integration of the containment and management plans with water and wildlife management plans;
- the predicted thermal conditions within and beneath temporary and permanent containments including a review of similar operations and relevant research;
- the methods for prevention or control of acid generation and metal leaching with consideration of permafrost aggradation and cold temperatures;
- the predicted physical and chemical characteristics of seepage and runoff from the waste rock piles, and appropriate control measures, as part of the site-wide water management plan; and
- clean water diversion and interception systems.

Tailings Impoundment

The Proponent shall describe:

- physical and chemical characteristics of the tailings solids including particle size distribution, settling characteristics and potential for acid generation and metal leaching;
- anticipated quality and quantity of water from the process plant;
- all sources of water inflows into the impoundment;
- approximate quantity of tailings to be contained and the anticipated production schedule;
- how geotechnical factors, including permafrost and talik zones were considered in the design and selection of the structures to contain the tailings;
- conceptual plans to construct and operate the proposed tailings impoundment, including a description of the proposed containment structures, and operations, including solids deposition and water storage, reclaim and discharge and relating to long-term reclamation goals;
- the methods for prevention or control of acid generation and metal leaching;
- measures to conserve and recycle water;
- the predicted water chemistry of the impounded supernatant water and effluent discharge strategy;
- contingency plans in the event that discharges from the impoundment do not meet discharge criteria; and
- plans for monitoring and managing of potential groundwater seepage from the impoundment.

Water Management and Supply

The Proponent shall describe:

- overall, site-wide water management plans;
- supply and storage systems for both process and domestic use;

- site-wide water balances for the mines, processing facilities, stockpiles, mine rock and tailings containment systems, and infrastructure;
- quantity and quality predictions for discharges to the environment of all waters affected by site activities;
- alteration or diversion of drainage patterns;
- seepage interception and collection measures, and predicted quantities;
- proposed water treatment (including water containing nitrate residues from explosives);
- water conservation and recycling measures;
- facilities for washing equipment, and containment and treatment of wash water;
- sewage- and waste-handling/treatment/disposal facilities; and
- potable water supply system, including intake location, proposed water treatment system, the associated quantity and physical and chemical characteristics of treatment by-products, and plans for their disposal.

6.5.5 Infrastructure

The Proponent shall include in its description of infrastructure, details on timing and use, emissions and quantities, and a discussion of permafrost management as it may apply to the infrastructure components.

General Site Facilities

The Proponent shall describe:

- overall layout of site infrastructure;
- mine dry, offices and warehouse;
- cold storage areas;
- maintenance facilities;
- accommodation facilities;
- communication systems;
- other miscellaneous facilities;
- all methods of site construction, including site preparation and clearing, and foundation and building types; and
- earth and rock excavation and filling works.

Airport Facilities

The Proponent shall describe:

- the proposed location, specifications for and predicted duration, frequency, extent of use, volumes of goods and passengers;
- the approximate quantities, types and source(s) of materials required for construction and maintenance;
- construction and maintenance methods;

Draft Terms of Reference – High Lake Project

- associated infrastructure, including service roads, fuel storage, de-icing and containment systems, methods of dust suppression, and solid waste management plans; and
- discussion of potential for public access.

All-weather and Winter Roads

The Proponent shall describe:

- proposed routes and their terrain and other environmental characteristics, including waterway crossings and archaeological features;
- design criteria for proposed roads, including vehicle type, loadings (both supplies and products being shipped), frequency, and operating speed;
- conceptual design and construction methods of all-weather roads with particular reference to stream crossings;
- the approximate quantities, types and source(s) of materials required for construction and maintenance;
- wildlife management, and dust-suppression methods;
- the methods and timing for decommissioning at the end of each winter haulage season (for winter roads); and
- contingency plans for bad weather, accidents, and spills.

Dock and Loading Facility, Services and Operations

The Proponent shall describe:

- the requirements for the dock facility in terms of type and quantity of incoming supplies and exported concentrate, and related vessel types, sizes and frequency;
- the design concepts, siting criteria and proposed layout for the dock and all onshore facilities;
- the construction methods for both onshore and offshore construction;
- the approximate quantities, types and source(s) of materials required for construction, operation and maintenance;
- cargo and container handling and storage methods and locations;
- methods for maintenance of appropriate water depths and related dredging activities;
- concentrate and bulk supply transfer methods, including spill and dust prevention and mitigation measures;
- waste management measures, including potential ship waste disposal while docked;
- all other surface facilities such as power supply, heating systems and emergency accommodations; and
- management of surface runoff.

6.5.6 Shipping

The Proponent shall describe:

- the proposed shipping route for incoming supplies and outgoing concentrate;
- proposed timeframe for the shipping season;
- all activities/works that would have to be undertaken to make the dock and landing facility accessible for ships (e.g., installation of ground- or sea-based navigational aids);
- regulatory responsibilities related to shipping; and
- the sources of fuel and the measures the Proponent will take to ensure the fuel conforms with Canadian regulations (i.e., Sulphur in Diesel Fuel Regulations, Fuels Information Regulations, CEPA 1999).

6.5.7 Dangerous Goods, Fuel and Explosives

The Proponent shall describe:

- the location, quantities and characteristics of all fuel and explosives storage and dispensing infrastructure and systems;
- storage of dangerous goods and chemicals;
- handling and containment methods; and
- spill response plans.

6.5.8 Borrow and Quarry Sites

The Proponent shall describe:

- the estimated quantities and types of soils and rock required;
- the locations of potential borrow sites and their physical and environmental characteristics, including estimates of potential quantities available;
- the estimated quantities that will be extracted from each site;
- the method of borrow extraction;
- any on-site processing including screening, washing or crushing;
- plans for transportation, handling and storage of aggregates;
- the access routes to those sites; and
- any quarry management measures that include handling massive ice, and avoiding archaeological features.

6.5.9 Power

The Proponent shall describe:

- the energy balance for the proposed Project, including strategies for optimization and conservation;
- the proposed diesel power generation facilities, including sources, volumes and transportation of fuel, transfer points, and equipment and facilities for emergency clean-up;
- the location of the power house in relation to prevailing winds and other infrastructure; and
- the anticipated types and quantities of emissions to the atmosphere.

6.5.10 Hazardous Waste Management

The Proponent shall describe plans for:

- the containment and disposal of hazardous waste, including a description of the types and volumes used or produced by all Project activities;
- storage and disposal methods and destinations for each type of hazardous waste, including disposal of containers used to transport or store hazardous materials;
- spill response plans; and
- contaminated soil treatment and deposition plans.

6.6 Closure and Reclamation

The Proponent shall present a Preliminary Closure and Reclamation Plan that:

- complies with applicable regulations, standards, and policies;
- addresses all aspects of the Project;
- provides long-term reclamation goals that follow established policies and that demonstrate the intentions for provision of long-term safety, land use and environmental protection;
- describes conceptual reclamation methods and scheduling, and describes how these are integrated with mine and waste material management plans;
- discusses approaches to adaptive management and refinement of the plan as a result of monitoring, ongoing research and technological advances;
- defines and describes measures to be implemented for temporary closure;
- includes post-closure monitoring of such environmental components as wildlife, vegetation, landform stability, and water quality; and
- discusses issues such as the introduction of exotic species of plants for purposes of re-vegetation.

6.7 Costs, Workforce and Procurement

The Proponent shall describe:

- procurement location(s);
- number of workers required by occupation and/or skill;
- training required by occupation or skill to maximize employment of Nunavummiut;
- location of employment and fly-in communities;
- duration of work and rotation length;
- full-time and part-time work;
- transportation of workers; and
- literacy and language requirements.

7. Inuit Quajimajatuqangit

The Proponent shall:

- present the definition used for defining Inuit Quajimajatuqangit;
- explain the methodology used to collect Inuit Quajimajatuqangit;
- describe the format used to communicate with communities;
- describe the composition of participants;
- location, and type of information provided;
- summarize the Inuit Quajimajatuqangit collected;
- describe how the collected Inuit Quajimajatuqangit was used at different stages in the Project preparation; and
- describe any Inuit Quajimajatuqangit collected in the past that has been used for the preparation of the Project.

8. Public Consultation

The Proponent shall:

- detail the public consultation program undertaken, including:
 - ⇒ the methods used to solicit input from community members;
 - ⇒ where, when, and with whom consultation activities were conducted;
 - ⇒ the information presented during consultation activities; and