Staff Report

Applicant:
Canadian Zinc Corporation

Location:
Liard Highway to Prairie Creek Mine

File Number:
MV2014F0013, MV2014L8-0006 & MV2019L8-0002

Date Prepared:
January 10, 2020

Date of Board Meeting:
January 16, 2020

Subject:
Prairie Creek All Season Road Project – Independent Technical Review Panel – Terms of Reference

1. Purpose

The purpose of this Report is to present to the Mackenzie Valley Land and Water Board (MVLWB/the Board) a request for Board approval of the Terms of Reference for the Independent Technical Review Panel (ITRP or Panel) as proposed by Canadian Zinc Corporation (CZN) for the Prairie Creek All Season Road (ASR) Project (MV2014F0013, MV2014L8-0006 and MV2019L8-0002). The purpose of the ITRP is to evaluate and approve road design for the ASR and is required to fulfill Measure 5-1 of the Report of Environmental Assessment (EA1415-01).

2. Background

- August 8, 2019 – Panel members approved by the Board (attached);
- September 13, 2019 – Terms of Reference received;
- September 16, 2019 – Terms of Reference distributed for review and comment;
- October 7, 2019 – Reviewer comments and recommendations due and received;
- October 17, 2019 – CZN responses due and received;
- October – December, 2019 – Meetings between Board and Parks Staff, the Panel, and CZN;
- December 4, 2019 – Revised Terms of Reference submitted, and;
- January 16, 2020 – Request to consider the Independent Technical Review Panel Terms of Reference presented to the Board for decision.

3. Discussion

Establishment of the Panel and Submittal of the Terms of Reference

CZN is responsible for establishment of the Panel in accordance with Measure 5-1, Part 1, which reads:

In order to prevent significant adverse impacts on people and the environment, CZN will establish and fund an independent technical review panel to evaluate and approve the final road design. The developer will follow the final recommendations of the review panel with respect to road design. CZN will develop a terms of reference for the panel based on the requirements of this measure.
The Board approved Panel membership on August 8, 2019 (attached), after which CZN established the Panel, who developed the Terms of Reference in coordination with CZN. The Terms of Reference were then submitted to the Board and Parks Canada by CZN. Measure 5-1 requires that CZN engage with the Board, Parks Canada, and First Nations groups regarding Panel activities – the review process, followed by Board and Parks Canada review and decision, will satisfy this requirement.

**Measure 5-1 – the Requirements of Independent Technical Review Panel and Panel Mandate**

Measure 5-1 of the Report of EA and Reasons for Decision requires CZN to establish and fund an Independent Technical Review Panel (IRTP) to evaluate and approve the final road design. This measure has several parts. The primary role of the Panel is review and approval of the final road design as stated in the Measure. The Panel’s mandate is stated as follows in EA Measure 5-1, Part 2:

The mandate of the independent technical review panel will be to provide independent expert advice and recommendations on the design and construction of the road to minimize: traffic related accidents, road failure or malfunctions, and any resulting significant adverse impacts on human safety or the environment.

According to Measure 5-1, Part 2, the Panel mandate will include a consideration of:

i. the number and type of mine and non-mine related vehicles expected to use the road;

ii. two-way traffic;

iii. human safety and minimizing traffic related accidents;

iv. permafrost degradation and impacts on water quality; and,

v. appropriate road design criteria, including but not limited to:
   - watercourse crossings;
   - right of way clearing width;
   - road alignment, grades, subgrade width, and road widening at curves;
   - cut and fill slopes, cut and fill slope angles, slope stability; and
   - number of, and distance between pullouts.

Panel activities, timing, and other considerations are laid out in Measure 5-1, Parts 4 and 5:

The panel will be established prior to detailed design of the road. CZN will engage with Parks Canada, the Mackenzie Valley Land and Water Board, the Government of the Northwest Territories, Nahanni Butte Dene Band, Liidlii Kué First Nation, and Dehcho First Nations on the panel activities. CZN will provide the panel’s reports to Parks Canada and the Mackenzie Valley Land and Water Board. At a minimum, the panel will complete the activities listed below.

i. Prior to detailed design of the road:
   - review and comment on the Panel’s terms of reference.

ii. During detailed design of the road:
   - work with CZN to review updated information, design plans, and detailed design work, including the terrain stability assessments undertaken for the proposed cut and fill slopes, and the developer’s detailed interpretation of the permafrost conditions at the site upon completion of geotechnical site investigation work; and,
   - provide advice and recommendations for improving road design, following the mandate above, and considering construction, operations and maintenance, closure and reclamation, and temporary closure.

iii. Following detailed design of the road:
o review the detailed design documents for the road;
o provide a preliminary report to CZN on the panel’s findings and conclusions, including any additional or outstanding recommendations;
o review CZN’s response and justification for any recommendations the developer does not wish to follow;
o prepare and submit a final report to CZN that includes the panel’s findings and conclusions on the final design.

iv. During construction:
work with the developer and regulatory authorities to determine the frequency and nature of the panel’s activities during construction (at a minimum, the panel will be consulted and have the opportunity to revise its final report if any material changes to design are made following the panel’s report).

Measure 5-1, Part 5:

The independent technical review panel will also consider any relevant information on the record from EA1415-01, information gathered as a result of relevant CZN commitments, and the requirements and outcomes of Review Board measures. This includes, but is not limited to:

i. the updated risk assessment (Appendix C, commitment #241);
ii. terrain stability assessment reports (Appendix C, commitment #137) and any additional mitigation required to address instability;
iii. avalanche related information (Appendix C, commitment #114; Suggestion 5-1);
iv. individual detailed borrow site plans and designs (Appendix C, commitment #119);
v. geotechnical, geophysical, permafrost, and hydrological investigations (Appendix C, commitments #129, #156, #232, #235; Measure 12-1; Measure 8-1);
vi. the Traffic Control Mitigation and Management Plan (Measure 5-2);
vii. relevant management plans and proposed mitigations;
viii. extreme weather events;
ix. climate change; and,
x. karst features.

Description of Terms of Reference

Board staff reviewed the Terms of Reference document and suggest it was developed in accordance with EA measures, and includes the required information listed above. Additionally, the Terms of Reference specify which activities will occur prior to: Phase 1 of the project, which involves development of a winter tote road and may not require Panel consideration of all requirements of the Measure; Phase 2 of the project, which involves development of the All Season Road to which all requirements of the Measure apply; and Phase 3, construction of the Road.

Engagement

CZN submitted an Engagement Record, Log, and Plan with the Post-EA Information Package. The Engagement Log includes Post-EA engagement between CZN and Naha Dehe Dene Band (NDB), Liidlii Kué First Nation (LKFN) and Dehcho First Nations (DFN) from 2018 until when the Post-EA Information Package was submitted. Further details of CZN’s engagement since the EA are outlined in section 7.1 of
The Engagement Plan included information about CZN’s agreement to negotiate an Environmental Management Agreement (EMA) with the NDDB and LKFN to provide for the participation of the First Nations in all aspects of the Project, including independent Dene monitoring of the environment and wildlife. The Engagement Plan also described the Traditional Land Use Agreement (TLUA) that was signed between CZN and NDDB on January 15, 2019; the framework includes an agreement that preference for training, employment, business contracts, and community capacity programs will be available to NDDB. The Engagement Plan indicated that CZN is negotiating a Road Benefit Agreement (RBA) with LKFN.

As noted previously, CZN’s engagement with the Board and Parks Canada on the Terms of Reference is occurring through this review process and presentation to the Board.

4. Public Review

By October 7, 2019, comments and recommendations on the entire Post-EA Information Package were received from 5 reviewers:

- Acho Dene Koe First Nation (ADKFN)
- Government of the Northwest Territories – Environment and Natural Resources (GNWT-ENR)
- GNWT – Lands – Dehcho Region (Inspector)
- Parks Canada
- Board Staff

CZN responded by October 17, 2019. The Review Summary and Attachments (attached) presents the comments and responses.

Both GNWT-ENR and the Inspector indicated they had no comments on the Terms of Reference. ADKFN noted concerns regarding economic benefits of the project to their members, and noted that they wanted considerations of traditional knowledge to be included in the panel’s review. CZN responded noting engagement which had occurred prior to development of the Terms of Reference, and planned engagement to further discussions with ADKFN regarding economic agreements. CZN further noted that traditional knowledge, heritage and archaeological resources were and are to be considered during road design as required by EA measures, and as will be required through permit and licence conditions. Board staff suggest the responses were comprehensive and satisfactory.

Board and Parks staff submitted a number of comments regarding details of the Terms of Reference and how they relate to the EA measures. In response, CZN submitted a revised Terms of Reference which sought to respond to comments and requests from staff, and also submitted a table of responses from the Panel, which was engaged in the review process, as required by Measure 5-1, Part 4, i.

Questions were raised by Board and Parks staff regarding items in the Terms of Reference requiring Panel deliberations to be confidential, and regarding details of the Panel’s reporting to CZN, which would follow submittal of reports to the Board and Parks Canada. Clarification was provided by CZN and the Panel about the rationale for the need for confidential discussions. Board staff note that the possibility for dissenting opinions is included in the revised Terms of Reference, meaning if panel members significantly disagree, it will be noted in the final report, which will be provided to the Board and Parks Canada. Furthermore, the Panel committed to include a table in the final report which details changes between the preliminary report and final, if any, and rationale for the changes. Board staff suggest this is a reasonable course of
action, and ensures transparency of the Panel’s process. These changes were reflected in the revised Terms of Reference.

Parks staff noted the Terms of Reference included information for all phases of the project, and suggested that information related to everything following phase 1 be placed in a separate schedule, as approval of terms of reference for phase 2 will be required separately. The revised Terms of Reference further clarify the activities which will be reviewed by the Panel for phase 1. Board staff suggest the activities listed in the revised Terms of Reference for phase 1 are appropriate considering phase 1 only consists of a winter tote road, and not full construction of the all season road, for which the entirety of Measure 5-1 will apply.

5. Conclusion

Board staff are of the opinion the revised Terms of Reference adhere to all the requirements of Measure 5-1 of EA1415-01, and address comments made by Board and Parks staff.

Board staff conclude there are no outstanding issues or concerns with this Request.

6. Recommendation

Board staff recommend the Board make a motion to approve the revised Terms of Reference as required by Land Use Permit MV2014F0013, Water Licence MV2014L8-0006, and MV2019L8-0002.

A draft decision letter is attached.

7. Attachments

- Revised Terms of Reference
- October 17 Responses to Comments
- August 8, 2019 Board Approval - Panel Members
- Review Comment Table
- Draft Decision Letter from the Board

Respectfully submitted,

Julian Morse
Regulatory Specialist
### Review Comment Table

<table>
<thead>
<tr>
<th>Board:</th>
<th>MVLWB</th>
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<tbody>
<tr>
<td>Review Item:</td>
<td>Canadian Zinc Corporation - Prairie Creek All Season Road (ASR) - Independent Technical Review Panel Terms of Reference (MV2014F0013; MV2014L8-0006; MV2019L8-0002; PC2014F0013; and PC2014L8-0006)</td>
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<td>File(s):</td>
<td>MV2014F0013, MV2014L8-0006 (non-federal), MV2019L8-0002 (Federal IAB), PC2014F0013, PC2014L8-0006</td>
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<tr>
<td>Proponent:</td>
<td>CanZinc Corporation</td>
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<tr>
<td>Document(s):</td>
<td>CZN All Season Road - Independent Technical Review Panel Terms of Reference (80 KB)</td>
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<tr>
<td>Item For Review Distributed On:</td>
<td>Sep 16 at 16:16 Distribution List, Sep 17 at 12:14 Distribution List</td>
</tr>
<tr>
<td>Reviewer Comments Due By:</td>
<td>Oct 7, 2019</td>
</tr>
<tr>
<td>Proponent Responses Due By:</td>
<td>Oct 17, 2019</td>
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**Item Description:**

**Introduction**

Canadian Zinc Corporation (CZN) has submitted a Terms of Reference for the Independent Technical Review Panel (ITRP) for the All Season Road Project (Project). The ITRP, including the Terms of Reference, is required through Measure 5-1 of the Report of Environmental Assessment (REA) and Reasons for Decision for the Project (EA1415-01).

**Jurisdiction:**

Parks Canada is the regulator for lands within Nahanni National Park Reserve (NNPR) under the *Canada National Parks Act*. The Board is the regulator for the rest of the ASR, including the Indian Affairs Branch (IAB) lands.

**History:**

The Project consists of an All Season Road (ASR), beginning at the intersection of the Liard Highway (km 184) and ending at Prairie Creek Mine (km 0). The total ASR length is 170 km, in addition to an existing 10-km Nahanni Butte access road.

Permit and Licence applications for the ASR were received by the Mackenzie Valley Land and Water Board (MVLWB or the Board) and Parks Canada on April 23, 2014. The Applications were distributed for review on May 2, 2014, reviewer comments were due on May 15, 2014, and proponent responses were due on May 21, 2014. On May 22, 2014, the Board referred the Applications to the Mackenzie Valley Environmental Impact Review Board (Review Board) for environmental assessment (EA). A REA was released on September 12, 2017. On October 9, 2018, the Minister of Crown-Indigenous Relations, as the federal...
Minister, with concurrence from all responsible ministers, provided approval of the EA. On October 9, 2018, the Board and Parks Canada jointly required CZN to submit a Post-EA Information Package. On February 20, 2019, CZN submitted a Response (Post-EA Information Package) to the Board and Parks Canada’s Information Request (IR). The IR was deemed complete and distributed for review on March 12, 2019, and reviewer comments were due on April 24, 2019. On May 15, 2019 the proponent responses were due. A technical session was held in Yellowknife by Board staff and Parks Canada from June 5-7, 2019. On August 8, 2019 proposed members of the Independent Technical Review Panel, as required through Measure 5-1, Part 2 of EA1415-01, were approved by the Board and Parks Canada. On August 8, 2019 Board staff and Parks Canada distributed draft land use permits and water licences for review. Review comments were received on September 6, 2019 and proponent responses were received on September 9, 2019.

Reviewers are invited to submit comments, and recommendations on the Terms of Reference using the Online Review System (ORS) by the review comment deadline specified below. Please note that both Parks Canada and the Board are using the ORS to gather comments, therefore all comments will be considered by both jurisdictions at the same time. If reviewers seek clarification on the submission, they are encouraged to correspond directly with the proponent prior to submitting comments and recommendations.

**Contact us:**

All documents that have been uploaded to this review are also available on our public Registry. If you have any questions about this review, please contact the Board staff and/or the Parks Canada staff identified below. If you have any questions specifically about the ORS, please contact Board staff identified below.

Jacqueline Ann Ho, Regulatory Specialist, MVLWB  
Telephone: (819) 766-7455 Email: jho@mvlwb.com

Kimberley Murray, Regulatory Specialist, MVLWB  
Telephone: (819) 766-7458 Email: kmurray@mvlwb.com

Julian Morse, Regulatory Specialist, MVLWB  
Telephone: (867) 766-7453 Email: jmorse@mvlwb.com

Allison Stoddart, Environmental Assessment Specialist, Parks Canada  
Telephone: (819) 420-9188 Email: Allison.stoddart@canada.ca

**General Reviewer Information:**  
This review item has also been distributed by fax to Fort Simpson Métis Local #52 Marie Lafferty President (867)695-2040.

**Contact Information:**  
Jacqueline Ho 867-766-7455  
Julian Morse 867-766-7453  
Kim Murray (867) 766-7458
## Comment Summary

### CanZinc Corporation (Proponent)

<table>
<thead>
<tr>
<th>ID</th>
<th>Topic</th>
<th>Reviewer Comment/Recommendation</th>
<th>Proponent Response</th>
<th>Board Staff Analysis</th>
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<tbody>
<tr>
<td>1</td>
<td>General File</td>
<td>Comment [doc] Cover letter</td>
<td></td>
<td>See analysis regarding CZN’s submission below.</td>
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### Acho Dene Koe First Nation: Julie Swinscoe

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<tr>
<td>1</td>
<td>Acho Dene Koe First Nation</td>
<td>Comment [doc] see attached</td>
<td>Oct 17: See attached file.</td>
<td>ADKFN raised concerns regarding impartiality of the Panel, and in particular, engagement and consideration and incorporation of Traditional Knowledge in the design of the road as it relates to the Panel. Board staff notes that CZN is responsible for ensuring TK is incorporated into road design, whereas the Panel’s responsibility is focused on ensuring design meets engineering and safety standareds. CZN’s responses outlined engagement activities with ADKFN to date, and planned activities for further engagement and incorporation of TK into Phase 2 design and construction. Furthermore, CZN</td>
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described how TK and Archaeological and heritage considerations have been incorporated into design work in accordance with EA Measures. Board staff suggest CZN’s responses are comprehensive and satisfactory.

<p>| GNWT - ENR - EAM: Central Email GNWT |</p>
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<tr>
<td>1</td>
<td>General File</td>
<td>Comment (doc) ENR Letter - No Comments or Recommendations at this time. Recommendation</td>
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<td>Noted.</td>
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<p>| GNWT - Lands - Dehcho Region: Kyle Christiansen |</p>
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<th>ID</th>
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<td>1</td>
<td>Independent Technical Review Panel Terms of Reference</td>
<td>Comment Inspectors from the Department of Lands reviewed the documents and no comments. Recommendation Not Applicable.</td>
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<td>Noted.</td>
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<p>| MVLWB: Jacqueline Ho |</p>
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<tr>
<td>1</td>
<td>Section 3.0 - Approval of Designs</td>
<td>Comment As mentioned in the Terms of Reference, Measure 5-1 indicates that the Panel would &quot;evaluate and approve the final road design&quot;. In the Terms of Reference (pg 2 of 7), CZN has stated &quot;Notwithstanding the wording in Measure 5-1 Part 1: Introduction, the Panel will not &quot;approve&quot; designs, plans or related documents; the role of the Panel is to provide independent review and comment.&quot; During the review of CZN's post EA information Oct 17: First, please note that the Panel provided the draft TOR (for Phase 1), not CZN. Second, we do not believe the Panel are proposing a change to Measure 5-1. The Panel's mandate is &quot;to provide independent expert advice and recommendations on the design and construction of the road&quot; (Part 2). This is reflected in the TOR. Third, the Panel defines 'approval' in a Satisfactory response. Board staff have confirmed the noted change in the revised ToR in response to staff comments.</td>
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<td>package, the Review Board submitted a letter indicating that “a change to measure requires a process led by the Review Board, with a recommendation to and a decision from final decision makers”. <strong>Recommendation</strong> Board staff recommend CZN clarify if it is intending to change Measure 5-1, since CZN is indicating the opposite of what the Measure states. If so, follow the Review Board’s letter for the process to change a measure. If not, Board staff recommend CZN remove the statement that “the Panel will not &quot;approve&quot; design, plans or related documents.</td>
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<td><strong>Comment</strong> As per the Board's Rules of Procedure Rule 59 states &quot;Any Party seeking to protect confidential, proprietary or sensitive information in a Proceeding must submit a Request for Ruling under Rule 22 to have such information protected.&quot; Rule 22 states &quot;Any issue raised by a Party in the course of a Proceeding that requires a Ruling from the Board shall be addressed by way of a written Request for Ruling&quot;. Rule 23 outlines what needs to be included in the Request for Ruling. Section 5.5 of the Terms of Reference indicates that documents prepared by the Panel could be confidential, including all reports, memoranda, documents and communications. Board staff note that Measure 5-1, Part 4 requires CZN to provide the Panel's reports to Parks Canada and the Board, which would be posted on the Public Registry.</td>
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<td><strong>Oct 17:</strong> See Panel responses and revised TOR in the attached file. Also in the attached file is a response spreadsheet with the Panel's responses to relevant comments.</td>
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<td>Board staff note that the revised ToR state “the Panel recognizes that all reports and memoranda prepared by the Panel may be made public, unless prior agreement for confidentiality is invoked” in response to Board staff's query.</td>
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<tr>
<td>Section</td>
<td>Title</td>
<td>Comment</td>
<td>Oct 17</td>
<td>Board staff note</td>
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<td>3</td>
<td>Section 5.5 - Court or Quasi-Judicial authority</td>
<td><strong>Comment</strong> Section 5.5 of the Terms of Reference states that &quot;Each member will hold all information received by CanZinc in strict confidence for the duration of the project and thereafter as directed by CanZinc, except for an Order to the contrary by a Court or Quasi-Judicial authority.&quot; Does the Quasi-Judicial authority include Parks Canada and the Board? <strong>Recommendation</strong> Board staff recommend CZN define Quasi-Judicial authority.</td>
<td>See Panel responses and revised TOR in the attached file.</td>
<td>Reference to Quasi-judicial authority has been removed from the revised ToR. Board staff further note that everything listed in the ToR to be provided to the panel is also required to be submitted to the Board or already has been, so the necessity of this section seems questionable, however if it is the panel’s preference to have it here, there does not seem to be a reason why it cannot be. Satisfactory response.</td>
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<td>4</td>
<td>Section 5.2 - Selection of Replacement or Additional Members</td>
<td><strong>Comment</strong> The Terms of Reference indicates that if a Panel is unable to continue, the remaining members would recommend a replacement to be approved by CZN, the Board, and Parks. What would the Oct 17: See Panel responses and revised TOR in the attached file.</td>
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<td>Board staff note the ToR have been revised to include information regarding replacement of members.</td>
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<td>Section</td>
<td>Membership</td>
<td>Comment</td>
<td>Oct 17: See Panel responses and revised TOR in the attached file.</td>
<td>Board staff note the ToR were revised to include the requested information. Satisfactory response.</td>
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<td>5</td>
<td>Section 5.1 - Membership</td>
<td>The terms of reference indicates that the Chair of the Panel will be Dr. Jim Oswell, with Tim Smith to act as Vice-Chair, if needed. Will meeting minutes and decisions be recorded for each meeting? If so, who will be taking the minutes? <strong>Recommendation</strong> Board staff recommend CZN clarify what the qualifications of the new member would be.</td>
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<td>6</td>
<td>Section 5.3 - Panel Member Responsibilities item iv.</td>
<td><strong>Comment</strong> Item iv. Attend and participate in meetings, both in person or through conference call or similar technology, as necessary. If not all members can attend a particular meeting, what constitutes quorum for the Panel’s meetings? <strong>Recommendation</strong> Board staff recommend CZN clarify the quorum of the Panel’s meetings.</td>
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<td>7</td>
<td>Section 5.3 - Panel Member Responsibilities item vi.</td>
<td><strong>Comment</strong> Item vi. Hold all Panel deliberations and internal discussions in strict confidence. What is the purpose of this item? What are the implications of this requirement on the Panel submitting the Preliminary Report on the Panel’s Findings? <strong>Board staff note</strong> that Measure 5-1 Part 4 states that CZN will provide the Panel’s reports to Parks Canada and the Board. <strong>Recommendation</strong> Board staff recommend CZN elaborating on the purpose of the Panel keeping its deliberations</td>
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<td>Section</td>
<td>Comment</td>
<td>Recommendation</td>
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| 8       | **Comment** The Terms of Reference states "CanZinc have proposed, and regulators and affected stakeholders have agreed, that the designs and management plans may be developed and approved for each phase sequentially." Board staff note that the Board has not decided on the Permit and Licence yet, and therefore, this statement is premature until the Board decides on the Permit and Licence and the Panel reviews the Terms of Reference.  
**Recommendation** Board staff recommend CZN revise the statement to "CanZinc have proposed that the designs and management plans may be developed and approved for each phase sequentially".  
**Oct 17:** See Panel responses and revised TOR in the attached file. | Board staff note the requested change has been made in the revised ToR. Satisfactory response. |
| 9       | **Comment** Will the Panel conduct site visits and make recommendations to CZN on mitigating impacts on human safety and the environment?  
**Recommendation** Board staff recommend CZN consult the Panel to determine if site visits during construction will be required.  
**Oct 17:** See Panel responses and revised TOR in the attached file. | Board staff note the ToR have been revised to address the possibility of site visits. |
| 10 | Schedule A - item 4 - During Operation | **Comment** | Will the Panel conduct site visits to inspect the performance of the road in order to provide recommendations to CZN on mitigating impacts on human safety and the environment? **Recommendation** Board staff recommend CZN consult the Panel to determine if site visits during operations will be required. | **Oct 17:** See Panel responses and revised TOR in the attached file. | Board staff note the ToR have been revised to address the possibility of site visits. |
| 11 | Schedule A - item 4 - Closure | **Comment** | The Terms of Reference does not include any mandate during Closure. **Recommendation** Board staff recommend CZN consult the Panel to determine what the mandate should be during Closure. | **Oct 17:** Measure 5-1, Part 4 contains the only mention of closure and reclamation in the measure, and it is in the context of "improving road design". Closure and reclamation have little if any relevance to road design for Phase 1. We believe the Panel will consider this to the extent necessary. | Board staff note that Schedule A of the revised ToR include closure considerations for Phase 2. Closure considerations for Phase 1 will be minimal, and typically addressed through Permit conditions, as for other winter road projects typically permitted by the Board. Satisfactory response. |
| 12 | Structures not reviewed by the Panel | **Comment** | It is not clear from the Terms of Reference exactly what structures the Panel will be reviewing. **Recommendation** Board staff recommend CZN consult the Panel to determine what structures the Panel believes it should be reviewing to fulfill its mandate. | **Oct 17:** We see this as a Phase 2 concern. Phase 1 will include typical and non-typical winter road construction, and temporary stream crossings. Those structures are all part of the Panel's Phase 1 mandate. | Board staff note the revised ToR includes a list of what the panel will be considering in its recommendations. Satisfactory response. |
| 13 | Section 3.0 Mandate and Scope | **Comment** | During the review of the Draft Licence and Permit Conditions, CZN commented that it could not meet the 100-m Parallel Watercourse Setback in review comment CZN-8 as there are long sections of road parallel to Prairie, Funeral, Sundog and Grainger within 100 m. Board staff note that the | **Oct 17:** Again, we feel this is a Phase 2 question, but we expect the Panel to review road sections wherever they are. There are lengthy sections along Prairie, Funeral and Sundog Creeks where the existing road is within 100 m of the OHM. There are | Board staff note this comment was primarily related to drafting of the draft permit, it is expected, as noted by CZN, that all sections of the road will be reviewed by the |
intention of the Parallel Watercourse Setback conditions is to avoid or reduce erosion of soil into Watercourses that could be accelerated if trees and other vegetation are cleared near shorelines. This condition would still apply for sections of the roads that are not listed above. Will the Panel be reviewing the sections of the road that are within 100 m of the ordinary high watermark? Where and how will CZN provide a detailed list of which portions (in km mark) of the road are within the 100 m of the ordinary high watermark? Board staff require this information to revise the Parallel Watercourse Setback condition to provide sufficient operational flexibility.

**Recommendation**

Board staff recommend CZN clarify if the Panel will be reviewing the sections of the road that are within the 100 m ordinary high watermark and where the detailed list of those portions of the road in km mark will be provided.

other sections along Sundog and part of Grainger where the road is within 100 m of the OHM because the steep topography prevents a greater distance. A table in the attached file provides a list of road sections within 100 m of the OHM, estimated to the nearest 50 m, and based on the current preliminary ASR design.

Parks Canada: Audrey Steedman

<table>
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<tr>
<th>ID</th>
<th>Topic</th>
<th>Reviewer Comment/Recommendation</th>
<th>Proponent Response</th>
<th>Board Staff Analysis</th>
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<tbody>
<tr>
<td>1</td>
<td>1.0 Introduction and background, 4th paragraph</td>
<td><strong>Comment</strong> This section indicates that &quot;CanZinc have proposed, and regulators and affected stakeholders have agreed, that the designs and management plans may be developed and approved for each phase sequentially.&quot; The process for design development will in part be dictated by the panel TOR, based on the panel's input, which has not yet been approved by regulators.</td>
<td><strong>Oct 17:</strong> See Panel responses and revised TOR in the attached file.</td>
<td>Satisfactory response. Board staff note the requested change was made in the revised ToR.</td>
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|   | 2 | 1.0 Introduction and background - description of phases | **Recommendation** Please take out “and regulators and affected stakeholders have agreed”.

**Comment** Phase 1 is described as "development and operation of a winter access road in 2019/2020." Use of the term "development" is not clear and not consistent with the draft water license or land use permit. **Recommendation** Please replace “development” with “construction” or otherwise define development. |
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<td></td>
<td>3</td>
<td>5.5 Confidentiality</td>
<td><strong>Comment</strong> Transparency is a guiding principle for the panel's work identified in 4.0. Information provided to the panel should be on the public registry, therefore it is unclear why the panel would be provided with information that is confidential for legal or commercial reasons. 5.5 also identifies that the panel can invoke confidentiality when preparing reports, memoranda, documents and communications, which does not maintain transparency. <strong>Recommendation</strong> We recommend deleting this section (5.5).</td>
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<td>4</td>
<td>6.0 Reporting and Engagement</td>
<td><strong>Comment</strong> Indicates that &quot;CZN will be responsible to engage Oct 17: As noted above, the TOR was written by the Satisfactory response. Board staff note the panel's responses in the attached document, which outline that discussions will be kept confidential “except to the extent necessary to prepare a majority or dissenting opinion”. Board staff notes that there is not a requirement in the EA measure that the specific deliberations of the panel be public, and note that there is opportunity for individual panel members to provide dissenting opinion in the final report in case of a disagreement, which will be public. Satisfactory response.</td>
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<td>5</td>
<td>6.0 Reporting and Engagement Process - reporting</td>
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<td><strong>Comment</strong></td>
<td>The reporting process and deliverables are not clearly outlined in this section or in Schedule A. REA measure 5-1 part 4 describes a preliminary report, a CZN response, and a final report. This provides a mechanism for documenting how panel recommendations have been followed. <strong>Recommendation</strong> TOR should be modified to include a detailed description of reporting that is consistent with REA Measure 5-1 part 4.</td>
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<td><strong>Oct 17:</strong></td>
<td>See Panel response and revised TOR in the attached file, and we believe this follows the process outlined in Part 4, item iii. The Panel have also agreed to provide a table indicating the changes that were made between their preliminary and final reports, and why.</td>
<td></td>
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<td><strong>Satisfactory</strong></td>
<td>response.</td>
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<th>6</th>
<th>6.0 Reporting and Engagement Process and 5.0 Confidentiality â€“ draft reports</th>
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<tr>
<td><strong>Comment</strong></td>
<td>6.0 indicates that &quot;panel will provide draft reports to CZN for review&quot; and 5.0 that &quot;draft reports. will be treated as confidential.&quot; There should be transparency with the draft review, and additionally, Parks Canada input on the draft report should be sought. <strong>Recommendation</strong> Please modify the review process for draft reports to include review by Parks Canada, and consideration of comments from Parks Canada by the panel.</td>
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<td><strong>Oct 17:</strong></td>
<td>See Panel response and revised TOR in the attached file. The comment and recommendation do not reflect the process as set out in Part 4, item iii. The process described in the measure describes the Panel providing CZN with a preliminary report, and following a reply by CZN to the Panel, a technical interaction leading to the Panel providing a final report to CZN. CZN then</td>
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<td><strong>Board staff suggest</strong></td>
<td>CZN’s proposed approach is in line with Measure 5-1, Part 4, Item iii.</td>
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<td>7</td>
<td>Panel procedure</td>
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<tr>
<td>8</td>
<td>Documentation for final versions</td>
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<tr>
<td>updated risk assessment</td>
<td>Indicates that the &quot;updated risk assessment (Appendix C, commitment #241)&quot; will be considered by the panel &quot;to the extent necessary.&quot; Commitment #241 reads &quot;CZN will provide an updated risk assessment as part of detailed designs&quot; (REA Appendix C). In discussions with Parks Canada, CZN indicated that they considered this to mean an update which will be part of the Phase 2 detailed design process. CZN agreed with Parks Canada that an updated winter road specific risk assessment was also needed for panel consideration as part of the Phase 1 design process. CZN provided a project schedule that included a Phase 1 risk assessment (response to IR #2 from technical session). In addition to a Phase 1 (winter road) risk assessment, the panel should also consider the existing risk assessment from the EA (Risk Assessment Technical Report submitted by Oboni Riskope, PR document #324). <strong>Recommendation</strong> 1. The TOR for Phase 1 should specify that a winter road specific risk assessment will be completed and provided to regulators and</td>
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the panel. The Phase 1 risk assessment should take into consideration that Phase 1 is the first step in the construction of an all-season road. 2. Can CZN clarify when the winter road risk assessment will be provided to regulators and the panel. 3. Existing risk assessment from the EA (Risk Assessment Technical Report submitted by Oboni Riskope, PR document # 324) should be added to the Phase 1 TOR considerations. 4. The updated risk assessment referred to Appendix C, commitment #241, should be added to the Phase 2 TOR.

| 10 | Schedule A (1)(b)(ii) terrain stability assessment reports | **Comment** This section indicates that the "terrain stability assessment reports (Appendix C, commitment #137) and any additional mitigation required to address instability" will be considered by the panel. It is not clear if commitment #137 has been fulfilled by CZN. In their UPD submission, Appendix 2-1 Updated Commitments Table, CZN indicated that for commitment #137, "current terrain stability assessment is outlined in the Mapping Summary Report and risk matrix outlined in Section 7.2.2 of the Prairie Creek Geotechnical Evaluation and DAR." It is unclear if the documents have been updated to fulfill commitment #137. **Recommendation** Can CZN clarify if commitment #137 as recorded in the REA has been addressed in full. If so, please provide the new/updated terrain stability assessment to regulators to be posted to the registry. If not completed, | **Oct 17** This commitment is specific to Phase 2. The commitment stems from the Technical Session, Day 4, Commitment 15. The commitment stems from Review Board questioning of the road’s impact on terrain stability, and Tetra Tech’s response (Kevin Jones). The relevant entry starts on p. 62, Mr Jones' reply: "First of all, the road itself in the areas with potentially or where it had been identified as unstable terrain that can't be avoided by a realignment, certainly the design, when we get to the detailed design point, will take those areas into account and appropriate design sections -- you know, cuts or fills or whatever are required, certainly the ones that have been identified in here as higher risk of instability, things would be done. For | Satisfactory response. |
please indicate when it will be provided to regulators and the panel.

instance, stability analysis would be undertaken to evaluate the factor safety against instability with the road sitting on that type of terrain. So those kinds of things will be considered at the detailed design stage for sure, with particular emphasis on the zones that have been identified as high-risk areas or very high-risk areas. The impact of a little road fill on top of terrain is generally pretty insignificant. If you have big cuts or very large fills, that's a different story. We don't anticipate those cases but instability of the road in challenging terrain is a normal part of engineering in the final design stage." There will be no large cuts or fills during Phase 1. The largest of those contemplated will occur at the Km 25.4 crossing. Tetra Tech's terrain assessment and mapping were provided in the DAR, Appendix 2, and DAR Addendum, Appendix F. The latter does not reflect the area of Km 25.4 as high risk or very high risk. In addition, the Phase 1 road is needed to provide access for further geotechnical information. This information will form the basis for the more 'in-depth' terrain assessment. Hence, an updated terrain assessment cannot currently be completed because no new information is presently available upon which it would be based.
<p>| 11 | Panel considerations | <strong>Comment</strong> Measure 5-1 part 5 lists other panel considerations including new or updated documents that will be the result of CZN commitments, including risk assessment and terrain stability assessment. <strong>Recommendation</strong> Can CZN clarify if these documents, particularly the winter road risk assessment, updated risk assessment, and terrain stability assessment reports will be reviewed for adequacy by the Panel. | <strong>Oct 17:</strong> See responses to PC 9 and PC10. | Satisfactory response. |
| 12 | Schedule A (1)(b)(iv) and (v) | <strong>Comment</strong> These items identify commitments (#119, 129, 156, 232) that have not been completed and generally pertain to Phase 2. <strong>Recommendation</strong> Can CZN explain what they plan to provide to the panel with regards to these commitments, and when. | <strong>Oct 17:</strong> Commitments 119 and 156 relate to Phase 2. Commitments 129 and 232 relate to proposed further geotechnical and geophysical investigations. These are described in Appendix 10-1 of the UPD, which has been made available to the Panel. | Satisfactory response. |
| 13 | Schedule A (1)(b)(viii) - relevant management plans and proposed mitigations | <strong>Comment</strong> Item (viii) identifies that relevant management plans and proposed mitigations will be considered by the panel. The TOR should specifically identify which plans will be considered by the panel. <strong>Recommendation</strong> Please modify (viii) to list specific management plans and proposed mitigations that will be considered by the panel. | <strong>Oct 17:</strong> The following Phase 1 management plans are considered appropriate for Panel review and are within the Panel's mandate and areas of competency: - Design and Construction - Construction Management - Operations, Maintenance and Traffic Control - Mitigation - Emergency Response (not clear if this plan is appropriate for the Panel, but included in case it is) - Permafrost Management and Monitoring - Avalanche Hazard Management - Closure and Reclamation | Board staff suggest the list of plans has been added to the ToR. |
| 14 | Schedule A (1) - additional considerations | <strong>Comment</strong> Parks Canada proposes the following additions to Phase 1 considerations: 1) Review of | <strong>Oct 17:</strong> We agree with these except for the limited relevance of 3) for Phase 1, as explained in | As noted in Board staff analysis for MV11 – Closure considerations for |</p>
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<th>Page</th>
<th>Comment</th>
<th>Recommendation</th>
<th>Oct 17:</th>
<th>Satisfactory response.</th>
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| 15   | **Phase 1 panel activities**  
**Measure 5-1 part 4 (ii)** | **Comment** Measure 5-1 part 4 (ii) indicates that the panel will "provide advice and recommendations for improving road design, considering construction, operations and maintenance, closure and reclamation, and temporary closure." CZN has included this wording within section 2 of the TOR, specifically for Phase 2. We note that these considerations are also key for Phase 1.  
**Recommendation** Modify the Phase 1 TOR to refer to Measure 5-1 part 4 (ii). | See our responses to MV11 and PC14. | Board staff suggest CZN's response is satisfactory – the considerations in 5-1, Part 4, ii are more appropriate for application to Phase 2. |
| 16   | **Schedule A (1)(c)** | **Comment** This section indicates that the panel will "engage with CanZinc and stakeholders to confirm the Panel's interpretation of "appropriate standard" and "highly protective" as used in Measure 5-1. Parks Canada notes that engagement should also include regulators.  
**Recommendation** 1) Modify 1(c) to include regulators. 2) Can CZN clarify when they anticipate this engagement will take place, and the proposed format/process. | See Panel responses and revised TOR in the attached file. We believe the Panel will write to regulators on this matter and then seek to engage on it. | Satisfactory response. |
| 17   | **Document submissions to panel** | **Comment** The draft TOR does not clearly outline what documents the panel will be provided with for their review and comments with respect to the typical and non-typical WAR | See our responses to MV12, PC7, PC9, PC13 and PC14. We expect that the Panel will reflect the documents they received in their report. | Satisfactory response. |
| 18 | Schedule A (2) - Phase 2 TOR | **Comment** CZN has indicated that only the Phase 1 TOR is being developed at this time, however some elements of a Phase 2 TOR have been provided in Schedule A. Parks Canada understands that the panel will provide input on the appropriate scope of the TOR at this time. Parks Canada notes that the items under (2) for Phase 2 are incomplete, and depending on panel input on the TOR, should be fully developed and/or moved into a separate schedule. For example, Schedule A, 1 (b) items (i) through (xi) also need to be considered by the panel for Phase 2, in addition to Phase 1.  
**Recommendation** Depending on panel input on the TOR, items relevant to specific phases be fully developed. Items that are not for regulator review and approval could be moved into a separate schedule. | **Oct 17:** See Panel responses and revised TOR in the attached file. | Board staff note the updated ToR include the missing items for Phase 2, and appropriate considerations for Phase 2 are included. Satisfactory response. |
| 19 | Review of road operations, performance and monitoring in Phase 2 TOR | **Comment** During WAR and ASR road operations, performance and monitoring should be considered in the Panel's review. Information from year 1 of WAR operation could help inform year 2 and 3.  
**Recommendation** We propose that the panel review CZN’s annual Water License report and annual Land Use Permit report, and provide a summary | **Oct 17:** See Panel responses and revised TOR in the attached file. | Satisfactory response. |
| 20 | Panel workplan / schedule | **Comment** The draft TOR does not include a workplan / schedule with approximate dates for panel activities. Parks Canada would like to be advised of the proposed schedule. **Recommendation** Whether within the TOR or as a separate document, please provide a workplan/schedule for panel activities. | **Oct 17:** Consistent with our response to PC7, for Phase 1, the schedule is partly dependent on receiving an approved TOR. We would hope to receive this by Oct 24. We are planning for the Panel to provide a preliminary report in early Nov, and a final report by the end of Nov. | Satisfactory response. |
| 21 | Public review period | **Comment** Parks will require consultation with communities and stakeholders when reviewing and providing comments on documents developed by the panel. In those instances, we would require a public review period. **Recommendation** This may need to be reflected in scheduling / workplans associated with panel activities. | **Oct 17:** While it is not for CZN to say what Parks should and should not require, we note that a public review is not contemplated in Measure 5-1. The measure describes the Panel as assisting regulators with their decisions regarding suitable road design and operation plans. We also note that the Chiefs of NDDB and LKFN made presentations to Parks at a meeting on Aug 16 indicating their willingness to expedite engagement and to help avoid any approval process delays. | Parks-specific comment. |
| 22 | Posting of correspondence and documents on the public registry | **Comment** For transparency, all correspondence between CZN and the Panel, as well as between regulators and the Panel should be posted to the registry. This includes emails, memos, meeting notes, and report submissions. **Recommendation** Please modify the TOR to indicate that all correspondence between CZN and the Panel will be submitted to the LWB to post | **Oct 17:** See Panel responses and revised TOR in the attached file. | Any correspondence with the Board or Parks Canada is automatically considered for inclusion on the Board’s public registry, as determined by Board staff, Parks staff, or the Board, as applicable. |
to the registry, and that all regulator-Panel correspondence will be posted as well.

| 23 | Requests from Parks Canada and other parties | **Comment** We suggest that it may be useful to have a process outlined in the TOR for the panel to review other documents and make recommendations, based on a request from Parks Canada or another party. | **Recommendation** See comment | **Oct 17:** See Panel responses and revised TOR in the attached file. | Satisfactory response. | Board staff suggest it is unnecessary for all correspondence between CZN and the Panel to be copied to the registry – the Panel’s final report is what is relevant for Board, Parks, and reviewer consideration. |
Jen Potten  
Regulatory Coordinator  
Mackenzie Valley Land and Water Board  
7th Floor – 4910 50th Avenue  
P.O. Box 2130  
Yellowknife, NT  
X1A 2P6  

Dear Ms. Potten,  

Re: Canadian Zinc Corp.  
Water Licence Applications – MV2014L8-0006 MV2019L8-0002  
PC2014L8-0006  
Land Use Permits – MV2014F0013 PC2014F0013  
Independent Technical Review Panel Terms of Reference  
Request for Comment  

The Department of Environment and Natural Resources (ENR), Government of the Northwest Territories has reviewed the information at reference based on its mandated responsibilities under the *Environmental Protection Act*, the *Forest Management Act*, the *Forest Protection Act*, the *Species at Risk (NWT) Act*, the *Waters Act* and the *Wildlife Act* and has no comments or recommendations for the consideration of the Board at this time.  

Should you have any questions or concerns, please do not hesitate to contact Patrick Clancy, Environmental Regulatory Analyst at (867) 767-9233 Ext: 53096 or email patrick_clancy@gov.nt.ca.  

Sincerely,  

Patrick Clancy  
Environmental Regulatory Analyst  
Environmental Assessment and Monitoring Section  
Environmental Stewardship and Climate Change Division  
Department of Environment and Natural Resources  
Government of the Northwest Territories
October 17, 2019

Julian Morse
Regulatory Officer
Mackenzie Valley Land and Water Board
7th Floor, 4922 48th St.
PO Box 2130
Yellowknife, NT
X1A 2P6

Jonathan Tsetso
Nahanni National Park Reserve
Parks Canada
PO Box 348
Fort Simpson NT
X0E 0N0

Dear Mr. Morse and Mr. Tsetso:

Re: Independent Technical Review Panel, Terms of Reference
Prairie Creek Mine All Season Road
MV/PC2014F0013, MV/PC2014L8-0006

Canadian Zinc Corporation (CZN) previously provided to you draft terms of reference (TOR) for the Independent Technical Review Panel (the Panel). The Panel was the author of the draft. This letter is to provide the Panel’s responses to comments on the draft TOR made by regulators on the On-line Review System (ORS), and to provide the Panel’s subsequent revised TOR. CZN’s responses to ORS comments have been made on-line. Also provided with this letter are details requested by the Board in comment MV13, and a response to the letter from Acho Dene Koe (ADK).

Panel Responses and Revised TOR

The Panel’s responses to comments on the draft TOR made by regulators on the ORS are provided in Attachment 1. The Panel’s revised TOR is provided in Attachment 2.

Details relating to MV13

In comment MV13, the Board requested a detailed list of those portions of the road, by km mark, that are within 100 m of the ordinary high watermark (OHW) of water bodies. A table is provided in Attachment 3 with these details.

Response to ADK Oct 6 Letter

Introduction

Before we respond to ADK’s letter dated October 6, 2019 we feel it is appropriate to provide relevant context that preceded the letter.
In their letter dated September 6, 2019 ADK indicated that the Band had previously provided support to NorZinc Ltd. (NorZinc), assuming proper engagement and economic opportunities, including contracting opportunities, are made available. CZN concurs with this. Through the period of EA0809-002 from 2014-2018, and in the previous stages of the process to issue permits for the all season road (ASR), ADK have been generally supportive of the project, and CZN has continued to engage with the Band frequently, as noted in their September 6 letter.

ADK’s September 6 letter, submitted in response to the issue of draft ASR permits, indicated a departure from previous letters and correspondence in that concerns were raised regarding infringement on their traditional territory, the potential for impacts on heritage resources, and a desire to provide traditional and ecological knowledge for CZN to incorporate into project plans.

Subsequent to ADK’s letter of September 6, CZN sought to meet with ADK to discuss their concerns, which the Company did on September 17. At the meeting, CZN reiterated that the Company is committed to ensuring that ADK will significantly benefit from the Prairie Creek project. We also explained that the Company had undertaken a review of the first phase of the ASR with local Indigenous Groups in the previous month, the Phase 1 winter road, with the groups providing Dene Knowledge (DK) and comments on draft Phase 1 management and monitoring plans. We further explained that CZN had agreed to contract consultants to acquire additional DK, with the intention of considering this at a later date for the more significant Phase 2 ASR development. CZN indicated that ADK could be part of that process.

ADK explained that they were concerned about heritage resource protection in connection with their traditional territory which, in their view, extends to the first few kilometres of the ASR south of the Liard River. CZN explained that archaeological investigations had been undertaken of the whole ASR alignment, most recently in the first 2 weeks of September, and no concerns were noted south of the Liard River. Further, the winter road development would not disturb the ground surface over the few kilometres in question.

As a result of the September 17 meeting, CZN documented the Company’s understanding of the outcomes of the meeting in September 30 letter to ADK. A copy of this letter is provided in Attachment 4.

Regarding ADK’s letter dated October 6, our responses are provided below as they relate to CZN’s responsibilities.

Accommodation and Engagement

ADK are seeking fair, reasonable or objective treatment of ADKFN’s interests. As noted above, CZN has committed to doing this. The Company has scheduled meetings with ADK in November and December with the intent of discussing suitable accommodation. We will also be prepared to discuss the activities of the Panel, and relay any information or guidance ADK may wish to provide.

Panel Impartiality and Independence

The Panel wrote the TOR, and is composed of professionals bound by a code of ethics. Impartiality and independence is assured.
Panel consideration of Traditional and Ecological Knowledge

The Panel will do this based on the incorporation of DK into project designs and management and monitoring plans. This incorporation has already been done for Phase 1 plans. A further DK incorporation process prior to the Phase 2 ASR development is described above, which ADK has been invited to join. Measure 5-1 of the Report of Environmental Assessment for EA1415-01 (REA) envisages the Panel engaging with CZN to ensure that the road is designed and constructed to an appropriate standard that is highly protective of people and the environment.

Impacts on Heritage Resources

We have described above interactions with Indigenous Groups regarding project plans. Archaeological fieldwork was conducted in 2018 and 2019 to survey for heritage resources, and Indigenous assistants participated in both surveys. A further survey will be required prior to Phase 2. CZN is amenable to incorporating additional DK and further discussing and resolving ADK’s concerns. This approach is also consistent with Measure 10-1 of the REA.

Reporting

Measure 5-1 of the REA describes the Panel providing a preliminary report to CZN with recommendations. CZN would then indicate if there are any recommendations they do not think are appropriate, and seek to resolve them with the Panel. The Panel would then provide CZN with a final report which would be submitted to regulators. The Panel has also indicated that they are willing to tabulate any differences between their preliminary and final reports, and a rationale for them.

Ecologically and Culturally Sensitive Areas

The DK studies and further archaeological investigation will further research the potential for ecologically and culturally sensitive areas. Any need for modifications to the road design and construction plans would then be considered at that point. The Panel would review any such modifications.

CZN’s remains committed to engaging with ADK and addressing any and all concerns with respect to the ASR development.

Sincerely,

NorZinc Ltd.

David P. Harpley
VP, Environment and Permitting Affairs
The ToR has been revised to define "approve" in terms used by Measure 5-1.

As mentioned in the Terms of Reference, Measure 5-1 indicates that the Board staff recommend CZN clarify if it is intending to change Measure 5-1, since CZN is indicating the opposite of what the Measure states. If so, follow the Review Board's letter for the process to change a measure. If not, Board staff recommend CZN remove the statement that "the Panel will not "approve" design, plans or related documents. ITRP comments

Section 3.0 - Approval of Designs

Comment: As mentioned in the Terms of Reference, Measure 5-1 indicates that the Panel would "evaluate and approve the final road design". In the Terms of Reference (pg 2 of 7), CZN has stated "Notwithstanding the wording in Measure 5-1 Part 1: Introduction, the Panel will not "approve" designs, plans or related documents; the role of the Panel is to provide independent review and comment." During the review of CZN's post EA information package, the Review Board submitted a letter indicating that "a change to measure requires a process led by the Review Board, with a recommendation to and a decision from final decision makers".

Recommendation: Board staff recommend CZN clarify if it is intending to change Measure 5-1, since CZN is indicating the opposite of what the Measure states. If so, follow the Review Board's letter for the process to change a measure. If not, Board staff recommend CZN remove the statement that "the Panel will not "approve" design, plans or related documents.

Section 5.1 - Membership

Comment: The Terms of Reference indicates that the Chair of the Panel will be Dr. Jim Oswell, with Tim Smith to act as Vice-Chair, if needed. Will meeting minutes and decisions be recorded?

Recommendation: Board staff recommend CZN comment on the how the meeting minutes and decisions made by the Panel will be recorded.

Section 5.2 - Selection of Replacement or Additional Membership

Comment: The Terms of Reference indicates that the Chair of the Panel will be Dr. Jim Oswell, with Tim Smith to act as Vice-Chair, if needed. Will meeting minutes and decisions be recorded?

Recommendation: Board staff recommend CZN comment on the how the meeting minutes and decisions made by the Panel will be recorded.

Section 5.5 of the Terms of Reference indicates that documents prepared by the Panel could be confidential, including all reports, memoranda, documents and communications. Board staff note that Measure 5-1, Part 4 requires CZN to provide the Panel's reports to Parks Canada and the Board, which would be posted on the Public Registry. Is CZN intending to submit a Request for Ruling under Rules 22 and 59 for each of those documents that CZN deem to be confidential?

Recommendation: Board staff recommend CZN elaborate on how it intends to meet Measure 5-1, Part 4 to submit all the Panel's reports to Parks Canada and the Board if CZN intends to seek a Request for Ruling for all the submissions that CZN deem to be confidential.

Section 5.5 of the Terms of Reference states that "Each member will hold all information received by CanZinc in strict confidence for the duration of the project and thereafter as directed by CanZinc, except for an Order to the contrary by a Court or Quasi-Judicial authority." Does the Quasi-Judicial authority include Parks Canada and the Board?

Recommendation: Board staff recommend CZN define Quasi-Judicial authority.

The terms of reference indicate that the Chair of the Panel will be Dr. Jim Oswell, with Tim Smith to act as Vice-Chair, if needed. Will meeting minutes and decisions be recorded?

Recommendation: Board staff recommend CZN define Quasi-Judicial authority.

The ToR has been revised to define "approve" in terms used by Measure 5-1.

Section 5.5 - Court or Quasi-Judicial authority

Comment: Section 5.5 of the Terms of Reference states that "Each member will hold all information received by CanZinc in strict confidence for the duration of the project and thereafter as directed by CanZinc, except for an Order to the contrary by a Court or Quasi-Judicial authority." Does the Quasi-Judicial authority include Parks Canada and the Board?

Recommendation: Board staff recommend CZN clarify what the qualifications of the new member would be.

Deleted reference to quasi-judical. Orders for release of information must come from a Court.

The ToR has been amended to clarify confidentiality and that any requests for release of confidential information should be made to the owners of the that information.

Section 5.3 - Panel Member Responsibilities

Comment: Item iv. Attend and participate in meetings, both in person or through conference call or similar technology, as necessary. If not all members can attend a particular meeting, what constitutes quorum for the Panel's meetings?

Recommendation: Board staff recommend CZN clarify the quorum of the Panel's meetings.

Quorum at Panel's meetings is three, as referenced in new subsection (5.2 Meetings).

It is expected that the Panel may hear or receive conflicting comments and recommendations on the ASR designs from Parks Canada, the MVLWB, FN or other stakeholders. Alternatively, the Panel members may hold opposing or conflicting opinions on some issues. The Panel will need to consider these conflicts and maintain confidentiality on all discussions and internal debates except to the extent necessary to prepare a majority or a dissenting opinion.

Comment: Item iv. Attend and participate in meetings, both in person or through conference call or similar technology, as necessary. If not all members can attend a particular meeting, what constitutes quorum for the Panel's meetings?

Recommendation: Board staff recommend CZN clarify the quorum of the Panel's meetings.

Quorum at Panel's meetings is three, as referenced in new subsection (5.2 Meetings).

It is expected that the Panel may hear or receive conflicting comments and recommendations on the ASR designs from Parks Canada, the MVLWB, FN or other stakeholders. Alternatively, the Panel members may hold opposing or conflicting opinions on some issues. The Panel will need to consider these conflicts and maintain confidentiality on all discussions and internal debates except to the extent necessary to prepare a majority or a dissenting opinion.
During the review of the Draft Licence and Permit Conditions, CZN commented that it could not meet the 100-m Parallel Watercourse Setback condition. Board staff note that the Board has not decided on the Permit and Licence yet, and therefore, this statement is premature until the Board decides on the Permit and Licence and the Panel reviews the Terms of Reference.

Board staff recommend CZN revise the statement to "CanZinc have proposed that the designs and management plans may be developed and approved for each phase sequentially." Board staff note that the Board has not decided on the Permit and Licence yet, and therefore, this statement is premature until the Board decides on the Permit and Licence and the Panel reviews the Terms of Reference.

Board staff recommend CZN revise the statement to "CanZinc have proposed that the designs and management plans may be developed and approved for each phase sequentially." Board staff note that the Board has not decided on the Permit and Licence yet, and therefore, this statement is premature until the Board decides on the Permit and Licence and the Panel reviews the Terms of Reference.

The Terms of Reference states "CanZinc have proposed, and regulators and affected stakeholders have agreed, that the designs and management plans may be developed and approved for each phase sequentially." Board staff note that the Board has not decided on the Permit and Licence yet, and therefore, this statement is premature until the Board decides on the Permit and Licence and the Panel reviews the Terms of Reference.

CanZinc to clarify if the Panel will be reviewing the sections of the road that are within the 100 m ordinary high watermark and where the detailed list of those portions of the road will be provided.

Board staff recommend CZN consult the Panel to determine if site visits during construction will be required. Board staff recommend CZN consult the Panel to determine if site visits during operations will be required. Board staff recommend CZN consult the Panel to determine what the mandate should be during Closure.

The Terms of Reference does not include any mandate during Closure. Board staff recommend CZN consult the Panel to determine what the mandate should be during Closure.

Please replace "development" with "construction," or otherwise define development.

Provide further detail on activities that will be engaged on and the mechanism of engagement with the LWB and PC throughout the panel's activities.
Agreed

Parks Canada: Audrey Steedman

Indicates that the "updated risk assessment (Appendix C, commitment #241)" will be considered by the panel "to the extent necessary." Commitment #241 reads "CZN will provide an updated risk assessment as Measure 5-1 part 4 (iii) identifies that the panel will "review CZN's response and justification for any recommendation the developer does not wish to follow". We recommend that this response be in the form of a table describing how each of the Panel's recommendations was met, where in the final version the recommendation was addressed, and rationale for any decisions that deviate from the Panel's recommendations.

Please provide a step by step process detailing panel activities and the flow of documents between CZN, panel and regulators.

Recommended

TOR should be modified to include a detailed description of reporting that is consistent with REA Measure 5-1 part 4.

Please modify the review process for draft reports to include review by Parks Canada, and consideration of comments from Parks Canada by the panel.

The process for activities by the ITRP is fluid and may change in the short and long-term. Defining a precise process may be unhelpful and overly restrictive to the efficient operation of the Panel. If a process or schedule is required, it should not form part of the TOR, but may be a supplemental document.

Agreed

Parks Canada: Audrey Steedman

6.0 Reporting and Engagement Process - reporting

6.0 indicates that "panel will provide draft reports to CZN for review" and 5.0 that "draft reports... will be treated as confidential." There should be transparency with the draft review, and additionally, Parks Canada input on the draft report should be sought.

ToR revised to remove "draft" with "preliminary". Preliminary and final reports are to be submitted to CanZinc. A comment table (similar to this) will be prepared to document what revisions were made between the preliminary and final report versions.

The ToR amended to state that a preliminary report and final report, as a minimum will be submitted to CanZinc. Other interim reports or memoranda may also be prepared.

Parks Canada: Audrey Steedman

Panel procedure

The full process from start of panel activities to the submission of the panel's final report and final design documents to regulators is not clearly laid out in the TOR.

ToR revised to remove "draft" with "preliminary". Preliminary and final reports are to be submitted to CanZinc. A comment table (similar to this) will be prepared to document what revisions were made between the preliminary and final report versions.

The process for activities by the ITRP is fluid and may change in the short and long-term. Defining a precise process may be unhelpful and overly restrictive to the efficient operation of the Panel. If a process or schedule is required, it should not form part of the TOR, but may be a supplemental document.

Agreed

Parks Canada: Audrey Steedman

Documentation for final versions

Measure 5-1 part 4 (iii) identifies that the panel will "review CZN's response and justification for any recommendation the developer does not wish to follow". We recommend that this response be in the form of a table describing how each of the Panel's recommendations was met, where in the final version the recommendation was addressed, and rationale for any decisions that deviate from the Panel's recommendations.

1. The TOR for Phase 1 should specify that a winter road specific risk assessment will be completed and provided to regulators and the panel. The Phase 1 risk assessment should take into consideration that Phase 1 is the first step in the construction of an all-season road.
2. Can CZN clarify when the winter road risk assessment will be provided to regulators and the panel.
3. Existing risk assessment from the EA (Risk Assessment Technical Report submitted by Oboni Riskope, PR document # 324) should be added to the Phase 1 TOR considerations.
4. The updated risk assessment referred to Appendix C, commitment #241, should be added to the Phase 2 TOR.

Action by CanZinc. Not for the ITRP ToR, except the Panel expects to review risk assessments.

Parks Canada: Audrey Steedman

Schedule A (1)(b)(ii) – updated risk assessment

Indicates that the "updated risk assessment (Appendix C, commitment #241)" will be considered by the panel "to the extent necessary." Commitment #241 reads "CZN will provide an updated risk assessment as part of detailed designs" (REA Appendix C). In discussions with Parks Canada, CZN indicated that they considered this to mean an update which will be part of the Phase 2 detailed design process. CZN agreed with Parks Canada that an updated winter road specific risk assessment was also needed for panel consideration as part of the Phase 1 design process. CZN provided a project schedule that included a Phase 1 risk assessment (response to IR #2 from technical session). In addition to a Phase 1 (winter road) risk assessment, the panel should also consider the existing risk assessment from the EA (Risk Assessment Technical Report submitted by Oboni Riskope, PR document # 324).

Can CZN clarify if commitment #137 has been fulfilled by CZN. In their UPD submission, Appendix 2-1 Updated Commitments Table, CZN indicated that for commitment #137, "current terrain stability assessment is outlined in the Mapping Summary Report and risk matrix outlined in Section 7.2.2 of the Prairie Creek Geotechnical Evaluation and DAR." It is unclear if the documents have been updated to fulfill commitment #137.

Can CZN clarify if these documents, particularly the winter road risk assessment, updated risk assessment, and terrain stability assessment reports will be reviewed for adequacy by the Panel.

CanZinc to address. Not for the ITRP ToR.

Parks Canada: Audrey Steedman

Schedule A (1)(b)(ii) – terrain stability assessment reports

This section indicates that the "terrain stability assessment reports (Appendix C, commitment #137) and any additional mitigation required to address instability" will be considered by the panel. It is not clear if commitment #137 has been fulfilled by CZN. In their UPD submission, Appendix 2-1 Updated Commitments Table, CZN indicated that for commitment #137, "current terrain stability assessment is outlined in the Mapping Summary Report and risk matrix outlined in Section 7.2.2 of the Prairie Creek Geotechnical Evaluation and DAR." It is unclear if the documents have been updated to fulfill commitment #137.

Can CZN clarify if these documents, particularly the winter road risk assessment, updated risk assessment, and terrain stability assessment reports will be reviewed for adequacy by the Panel.

CanZinc to address. Not for the ITRP ToR.

Parks Canada: Audrey Steedman

Panel considerations

Measure 5-1 part 5 lists other panel considerations including new or updated documents that will be the result of CZN commitments, including risk assessment and terrain stability assessment.

Additional technical reports and documents to be considered by the ITRP are addressed in the last paragraph of Section 3.0. CanZinc would be responsible for requesting the Panel to review such documents.
<table>
<thead>
<tr>
<th>ID</th>
<th>Reviewer</th>
<th>Topic</th>
<th>Comment</th>
<th>Recommendation</th>
<th>ITRP comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>12</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1)(b)(iv) and (v)</td>
<td>These items identify commitments (#119, 129, 156, 232) that have not been completed and generally pertain to Phase 2.</td>
<td>Can CZN explain what they plan to provide to the panel with regards to these commitments, and when.</td>
<td>Can Zinc to clarify</td>
</tr>
<tr>
<td>13</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1)(b)(viii) – relevant management plans and</td>
<td>Item (viii) identifies that relevant management plans and proposed mitigations will be considered by the panel. The TOR should specifically identify which plans will be considered by the panel.</td>
<td>Please modify (viii) to list specific management plans and proposed mitigations that will be considered by the panel.</td>
<td>Can Zinc to provide list of documents to the Panel for inclusion in ToR.</td>
</tr>
<tr>
<td>14</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1) – additional considerations</td>
<td>Parks Canada proposes the following additions to Phase 1 considerations: 1) Review of winter road cross sections and alignment 2) Overall correlation/conflict with the ASR alignment 3) Review of reclamation needs/liability 4) Review of communications and related installation needs (ex. repeater sites)</td>
<td>See comment.</td>
<td>Can Zinc, Parks Canada and the MVLWB to consider if this is appropriate and within the mandate of the ITRP.</td>
</tr>
<tr>
<td>15</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Phase 1 panel activities - Measure 5-1 part 4 (ii)</td>
<td>Measure 5-1 part 4 (ii) indicates that the panel will “provide advice and recommendations for improving road design… considering construction, operations and maintenance, closure and reclamation, and temporary closure.” CZN has included this wording within section 2 of the TOR, specifically for Phase 2. We note that these considerations are also key for Phase 1.</td>
<td>Modify the Phase 1 TOR to refer to Measure 5-1 part 4 (ii).</td>
<td>Can Zinc to advise if this is within the mandate of the ITRP.</td>
</tr>
<tr>
<td>16</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1)(c)</td>
<td>This section indicates that the panel will “engage with CanZinc and stakeholders to confirm the Panel’s interpretation of ‘appropriate standard’ and ‘highly protective’ as used in Measure 5-1. Parks Canada notes that engagement should also include regulators.</td>
<td>1) Modify 1(c) to include regulators. 2) Can CZN clarify when they anticipate this engagement will take place, and the proposed format/process.</td>
<td>This clause is removed from ToR. It is covered in a previous clause.</td>
</tr>
<tr>
<td>17</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Document submissions to panel</td>
<td>The draft TOR does not clearly outline what documents the panel will be provided with for their review and comments with respect to the typical and non-typical WAR sections.</td>
<td>Can CZN please clarify in the TOR what documents, associated with specific structures, will be provided to the panel, consistent with the draft LUP and WL.</td>
<td>Can Zinc, Parks Canada and the MVLWB to work collaboratively develop the list of documents to be provided to the Panel.</td>
</tr>
<tr>
<td>18</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (2) - Phase 2 TOR</td>
<td>CZN has indicated that only the Phase 1 TOR is being developed at this time, however some elements of a Phase 2 TOR have been provided in Schedule A. Parks Canada understands that the panel will provide input on the appropriate scope of the TOR at this time. Parks Canada notes that the items under (2) for Phase 2 are incomplete, and depending on panel input on the TOR, should be fully developed and/or moved into a separate schedule. For example, Schedule A, 1 (b) items (i) through (ix) also need to be considered by the panel for Phase 2, in addition to Phase 1.</td>
<td>Depending on panel input on the TOR, items relevant to specific phases be fully developed. Items that are not for regulator review and approval could be moved into a separate schedule.</td>
<td>Can Zinc to clarify if ToR applies beyond Phase 1.</td>
</tr>
<tr>
<td>19</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Review of road operations, performance and monitoring</td>
<td>During WAR and ASR road operations, performance and monitoring should be considered in the Panel’s review. Information from year 1 of WAR operation could help inform year 2 and 3.</td>
<td>We propose that the panel review CZN’s annual Water License report and annual Land Use Permit report, and provide a summary report to Parks Canada/LWB/CZN identifying any significant findings relevant to the Panel’s mandate.</td>
<td>Agreed</td>
</tr>
<tr>
<td>20</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Panel workplan / schedule</td>
<td>The draft TOR does not include a workplan / schedule with approximate dates for panel activities. Parks Canada would like to be advised of the proposed schedule.</td>
<td>Whether within the TOR or as a separate document, please provide a workplan/schedule for panel activities.</td>
<td>See comment above regarding schedule and process.</td>
</tr>
<tr>
<td>21</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Public review period</td>
<td>Parks will require consultation with communities and stakeholders when reviewing and providing comments on documents developed by the panel. In those instances, we would require a public review period.</td>
<td>This may need to be reflected in scheduling / workplans associated with panel activities.</td>
<td>Understood. However, the Panel should not be held to unreasonable delivery timelines to allow for public review and consultations and meet the desired construction schedule.</td>
</tr>
<tr>
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<tr>
<td>22</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Posting of correspondence and documents on the public registry</td>
<td>For transparency, all correspondence between CZN and the Panel, as well as between regulators and the Panel should be posted to the registry. This includes emails, memos, meeting notes, and report submissions.</td>
<td>Please modify the TOR to indicate that all correspondence between CZN and the Panel will be submitted to the LWB to post to the registry, and that all regulator-Panel correspondence will be posted as well.</td>
<td>Only correspondence of a technically substantive nature should be considered for the public registry. Emails that contain tentative, discussive, speculative or non-technical content should not be considered for the public registry. Project emails with Parks Canada or the MVLWB or between Parks Canada and the MVLWB would not be posted on the public registry unless of a substantive technical nature.</td>
</tr>
<tr>
<td>23</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Requests from Parks Canada and other parties</td>
<td>We suggest that it may be useful to have a process outlined in the TOR for the panel to review other documents and make recommendations, based on a request from Parks Canada or another party.</td>
<td>See comment</td>
<td>This is addressed in the last paragraph of Section 3.0</td>
</tr>
</tbody>
</table>
Attachment 2
1.0 Introduction and Background

In its Report of Environmental Assessment and Reasons for Decision (EA1415-01) regarding Canadian Zinc Corp.’s (CanZinc) Prairie Creek All Season Road Project, the Mackenzie Valley Environmental Impact Review Board (the Review Board) required the formation of an Independent Technical Review Panel (the Panel), funded by CanZinc, to “evaluate and approve the final road design”. The project consists of the design, construction and operation of an all season road (ASR).

The ASR will be 170 km long, extending from the Nahanni Butte Access Road to the Prairie Creek Mine, crossing through the Nahanni National Park Reserve (NNPR). The project is located in the Deh Cho region of the Northwest Territories.

For the purposes of the Panel’s involvement, the overall ASR project comprises three phases:

- Phase 1: design, construction and operation of a winter access road (WAR) in 2019/2020, intended to allow completion of the remaining investigations for the design of the ASR and to facilitate transport of supplies to the Prairie Creek Mine.
- Phase 2: construction of the ASR, starting in early 2020.
- Phase 3: operation of the ASR during the life of the mine.

To manage the timely preparation, review and approval burden for development plans, CanZinc have proposed that the designs and management plans may be developed and approved for each phase sequentially. These approvals are the responsibility of the Mackenzie Valley Land and Water Board (the Water Board) and Parks Canada.

Relative to the role of the Panel, this document presents the general terms of reference (TOR) for the Panel, and a specific scope-of-work for Phase 1, along with provisional scopes-of-work for the remaining phases (Schedule A, attached).
2.0 Context

The Review Board published EA1415-01 in September 2017. It is evident from this report that fundamental and significant differing opinions were presented to the Review Board by CanZinc and either stakeholders (i.e. Parks Canada, Deh Cho First Nation and others) or the Review Board’s consultants on issues related to risk associated with the design, construction and operation of the ASR. These risks appeared to centre around the environment and human safety.

Given the divergent views, the Review Board mandated the creation of the Panel under Measure 5-1 in EA1415-01.

3.0 Mandate and Scope

As directed by the Review Board in EA1415-01:

- The mandate of the Panel “will be to provide independent expert advice and recommendations on the design and construction of the road to minimize: traffic-related accidents, road failure or malfunctions, and any resulting significant adverse impacts on human safety or the environment”.

- The Panel will also “ensure that the road is designed and constructed to an appropriate standard that is highly protective of people and the environment, including consideration of:
  a) the number and type of mine and non-mine related vehicles expected to use the road;
  b) two-way traffic;
  c) human safety and minimizing traffic related accidents;
  d) permafrost degradation and impacts on water quality; and,
  e) appropriate road design criteria, including but not limited to:
      • watercourse crossings, including the Liard River ice bridge;
      • right-of-way clearing width;
      • road alignment, grades, subgrade width, and road widening at curves;
      • cut and fill slopes, cut and fill slope angles, slope stability; and
      • number of, physical size of, and distance between vehicle pullouts.”

The Panel will engage with CanZinc, Parks Canada and the Board to define “appropriate standard” and “highly protective”.

For the purposes of the TOR, “approve” as stated in Measure 5-1, Part 1 of EA1415-01, shall be defined as “the expression of an opinion by the Panel that the plans and designs of the WAR and ASR meet appropriate standards to minimize traffic related accidents, road failure or malfunctions, and related significant adverse impacts on human safety or the environment”.
Liability for the overall design of the WAR and ASR remains with the responsible design professionals.

To complete its mandate, the Panel will consider information, design documents, reports and data that it considers relevant. This could include, but not be limited to, information from EA1415-01, information gathered as a result of CanZinc commitments, and the requirements and outcomes of Review Board measures. The Panel must be supplied with all information they deem necessary to complete their mandate and scope.

4.0 Guiding Principles

The following principles shall guide the Panel’s work:

i. The Panel shall remain impartial to the Project, being neither an advocate nor opposed to it.

ii. The Panel shall be independent of CanZinc, the regulators and Indigenous groups, including consultants engaged by any party to the project, and shall provide their recommendations impartially based solely on their expertise and experience.

iii. The Panel will work together collaboratively and in a respectful manner, with a willingness to listen and understand all perspectives/opinions and relevant issues.

iv. The Panel will be transparent, with all review and assessments based only on sound scientific and engineering principles, and with due consideration of traditional knowledge provided through the review process and consultations.

v. The Panel recognizes that some design and construction activities of the WAR and ASR may be time sensitive; and some of the Panel’s tasks may be on the project schedule’s critical path. The Panel shall endeavor to meet all reasonable timelines, however this is also dependent on information and requests by the Panel being provided or addressed in a timely manner.

vi. Panel decisions will generally be based on consensus among members. Where consensus cannot be reached, the majority view on a recommendation as well as the minority views of dissenting members may be presented.

vii. The Panel will work in an efficient manner to complete its mandate in a timely and cost-effective manner.

5.0 Panel Structure/Governance/Operations

5.1 Membership

The Panel shall comprise the following members:

i. Robert (Bob) Johnson, B.Sc., P.Eng. (AB/NT/NU)

ii. James (Jim) Oswell, Ph.D., P.Eng. (AB/NT/NU)

iii. Timothy (Tim) Smith, P.Geo, EngL, P.Geol (AB), LEG (WA), CPESC

These members have been nominated by CanZinc and approved by the Water Board and Parks Canada.

The chair of the panel will be Dr. Jim Oswell, with Tim Smith to act as vice-chair, if needed.

5.2 Meetings

Meetings are to be scheduled by the Panel, in consultation with CanZinc.

For all decisions, a quorum of three is required for the Panel.

Minutes may be prepared by the Panel members (or administrative staff within the Panel member’s organizations) where and when necessary to document important actions, decisions and opinions.

5.3 Selection of Replacement or Additional Members

In the event a Panel member is unable to continue, the remaining members shall identify and nominate a replacement to be approved by CanZinc, the Water Board and Parks Canada. The replacement shall have a similar experience and skills set to the Panel member they are replacing. Replacement members will be hired by CanZinc.

In the event the Panel recommends additional members be added to address specific gaps in the technical expertise, the Panel shall identify and nominate a person(s) to be approved by CanZinc, the Water Board and Parks Canada. Additional members will be hired by CanZinc.

Where administrative support including clerical, auto-CAD, GIS or other services are needed by the Panel, these may be engaged within the individual offices of the Panel members and billed to CanZinc at agreed upon rates.

5.4 Panel Member Responsibilities

Each member will:

i. Become familiar with materials provided for review and comment;

ii. Participate in Panel reviews, discussions, deliberations and in the development of recommendations and the final report;

iii. Provide advice and recommendations to be included in the reports and memorandums issued by the Panel;

iv. Attend and participate in meetings, both in person or through conference call or similar technology, as necessary;

v. Work in an efficient and time-effective manner to complete the tasks and scope of work before the Panel;

vi. Hold all Panel deliberations and internal discussions in strict confidence.
5.5 Conflict of Interest

Panel members will declare in writing to CanZinc any conflict of interest that may exist or may be seen to exist. Such conflicts may include, but not be limited to:

i. Financial interests in CanZinc;
ii. Immediate family members who work for CanZinc or its consultants, the Water Board, Parks Canada, or other significant stakeholders for this Project, or;
iii. Immediate family members belonging to, or affiliated with, a First Nation or other significant stakeholder associated with this Project.

Where such a conflict may be present, CanZinc will address the conflict in consultation with the Water Board and Parks Canada.

5.6 Confidentiality

The Panel recognizes that some information provided by CanZinc or other parties may be confidential. Each member will hold such information received in strict confidence for the duration of the project and thereafter, except for an Order to the contrary by a Court. Requests for release of confidential information shall be directed through the owner of the information.

The Panel recognizes that all reports and memoranda prepared by the Panel may be made public, unless prior agreement for confidentiality is invoked.

The Panel’s internal discussions will be confidential and must not be shared with any non-Panel members. Draft reports, or sections thereof, will also be treated as confidential.

6.0 Reporting and Engagement Process

The Panel will report to CanZinc on its activities. The primary point of contact in CanZinc will be David Harpley, VP, Environment and Permitting Affairs.

The Panel will provide a preliminary report for each phase to CanZinc for review. The Panel will then consider comments, suggestions and changes, before submitting a final report for each phase.

Interim reports or memoranda may be prepared by the Panel (and submitted to CanZinc) to address a specific issue independent of the preliminary and final reports.

CanZinc will be responsible to engage with the Water Board and Parks Canada on the Panel’s activities.

CanZinc will provide Panel final reports to the Water Board and Parks Canada as specified in Measure 5-1 of EA1415-01.
The Panel may communicate directly with third parties, including the Review Board, Water Board, Parks Canada and others. CanZinc will be copied on all written communications, and will be advised by email of verbal communications.

Panel members will use their personal/corporate email address for correspondence related to this review. Reports and memoranda prepared by the Panel will carry “Independent Technical Review Panel" letterhead in the upper left corner of each page, as follows:

“Independent Technical Review Panel
Prairie Creek All Season Road Project”

The attached Schedule A presents the current work plan for the Panel. It is considered a dynamic work plan and scope; some tasks may be amended and additional ones added during the Project.

End of Terms of Reference
Schedule A

General Scope of Work

The Panel will complete the following activities:

(1) Prior to the construction of the ASR:
   a. Prepare and submit the Panel’s terms of reference.
   b. Review and provide comments on the following:
      i. The updated risk assessment (Appendix C, commitment #241);
      ii. Terrain stability assessment reports (Appendix C, commitment #137) and any additional mitigation required to address instability;
      iii. Avalanche related information (Appendix C, commitment #114; Suggestion 5-1);
      iv. Individual detailed borrow site plans and designs (Appendix C, commitment #119);
      v. Geotechnical, geophysical, permafrost, and hydrological investigations (Appendix C, commitments #129, #156, #232, #235; Measure 12-1; Measure 8-1);
      vi. The Traffic Control Mitigation and Management Plan (Measure 5-2);
      vii. Communications plans for road travel
      viii. Relevant management plans and proposed mitigations;
      ix. Extreme weather events;
      x. Climate change; and,
      xi. Karst features.

(2) During detailed design of the ASR:
   a. Assess the appropriate standard for the ASR and levels of acceptable risk.
   b. Review existing and updated information, work plans, and detailed design documents, including, but not necessarily limited to terrain stability assessments undertaken for the proposed cut and fill slopes, and the CanZinc’s detailed interpretation of the permafrost conditions along the ASR route on completion of geotechnical site investigation work; and,
   c. Provide recommendations for the design to meet the agreed upon standard defined by the Panel, considering construction, operation, maintenance, closure and reclamation.

(3) Following detailed design of the ASR:
   a. Review the detailed road design;
   b. Provide a preliminary report to CanZinc on the Panel’s review including additional or outstanding recommendations
   c. Review CanZinc’s response and justification for any recommendations CanZinc does not wish to adopt;
   d. Prepare and submit a final report to CanZinc that includes the Panel’s findings and conclusions on the final road design.
(4) During construction:
   a. Work with CanZinc and the Board to determine the frequency and nature of the Panel’s activities during construction (at a minimum, the Panel will be consulted and have the opportunity to revise its final report if any material changes to design are made following submission of the Panel’s final report).
   b. Site visits will be determined by the Panel, in consultation with CanZinc, the Board and Parks Canada.

(5) Operations:
   a. Assess and comment on the operational plans for the ASR, including but not limited to traffic planning and logistics, journey management, road maintenance and repairs, and emergency response planning.

Phase 1 Scope of Work

For the WAR, the Panel will generally consider the relevant scope items listed in Section 3.0 (a) – (e) of the TOR. In addition, the Panel will consider the following specific items:

   a. Typical and non-typical WAR sections, including profile and alignment, and how they relate to the ASR alignment.
   b. Review of previous risk assessments and an updated risk assessment for the WAR.
   c. Management plans that relate to WAR construction, operation and maintenance.
Attachment 3
<table>
<thead>
<tr>
<th>Water Body</th>
<th>Km</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>From</td>
</tr>
<tr>
<td>Prairie</td>
<td>0.95</td>
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<tr>
<td></td>
<td>1.7</td>
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<tr>
<td></td>
<td>3.2</td>
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<td></td>
<td>5.65</td>
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<tr>
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<tr>
<td></td>
<td>7.5</td>
</tr>
<tr>
<td>Funeral</td>
<td>12.6</td>
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<td></td>
<td>15.15</td>
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<tr>
<td>Sundog</td>
<td>17.1</td>
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<td>Polje</td>
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<td>53</td>
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<td>Tetcela</td>
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<td></td>
<td>121.6</td>
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<tr>
<td>Lake</td>
<td>138.05</td>
</tr>
</tbody>
</table>

* Based on preliminary road design and estimated to the nearest 50 m
Attachment 4
Dear Chief Eugene,

Re: ADKFN’s Letter of September 6, 2019
Prairie Creek Mine All Season Road

We refer to the above noted letter that ADKFN submitted to the Mackenzie Valley Land and Water Board, and to our subsequent meeting on September 17, 2019.

NorZinc (NZC) wishes to reiterate our thanks for meeting with us to discuss the concerns of the First Nation. This letter is intended to document our verbal discussion with respect to two particular items: the proposed Phase 1 winter road and potential for impacts on heritage resources; and, the incorporation of ADKFN’s traditional knowledge (TK) in planning for the Phase 2 all season road (ASR) development.

ADKFN described the extent of their traditional territory, and advised that ADKFN ‘overlapping’ territory encroaches on the first few kilometres of the proposed ASR alignment from the Nahanni Butte access road. ADKFN’s concerns with respect to winter road construction over those few kilometres are:

1. information on any muskeg that might be disturbed;
2. that construction occur in a manner that minimizes risks to archaeological or sensitive sites; and,
3. that tree clearing minimizes disturbance to landforms.

We can confirm that winter road construction within the noted few kilometres you refer to as ADKFN overlapping territory will not disturb muskeg. It is preferable to locate the ASR on firm ground, which is typically ground with mature trees rather than muskeg. In addition, winter road construction seeks to minimize disturbance to the ground, and this includes cutting trees at their base and leaving stumps intact, rather than clearing that could disturb landforms. Therefore, the proposed construction will minimize risks to archaeological or sensitive sites, should they be present. We trust this addresses ADKFN’s concerns with the winter road.

With respect to the incorporation of ADKFN’s TK knowledge in the Phase 2 ASR development, as we noted, an exercise is already underway to accumulate and incorporate additional TK into plans for Phase 2. The Company is amenable to further engaging with ADKFN to agree a
suitable process for acquiring and including ADKFN’s TK in this exercise, and addressing any remaining heritage resource protection concerns ADKFN may have.

Sincerely,

NorZinc

David P. Harpley
VP, Environment and Permitting Affairs
October 6, 2019

Mackenzie Valley Land and Water Board
P.O Box 2130 4922 - 48th Street
7th Floor YK Centre Mall
Yellowknife, NT. X1A 2P6

VIA MVLWB Online Review System
BY ELECTRONIC COPY ONLY

Re:  Canadian Zinc Corporation - Prairie Creek All Season Road (ASR) - Independent Technical Review Panel Terms of Reference (MV2014F0013; MV2014L8-0006; MV2019L8-0002; PC2014F0013; and PC2014L8-0006)

Background Context
On September 6, 2019, Acho Dene Koe First Nation (ADKFN) submitted comments to the Mackenzie Valley Land and Water Board (MVLWB) with respect to the Land Use Permit and Water Licenses for the All-Season Road (ASR).

As a brief summary, our letter noted that a portion of the ASR is proposed to pass through our traditional territory. With respect to the portion of the ASR within our territory, we set out various concerns related to the potential risks to archaeological sites, the need to protect areas based on our traditional and ecological knowledge and risks the ASR poses to our asserted Aboriginal and Treaty-protect rights. Our letter included suggested mitigation measures.

In this same letter, we advised that developments, such as the ASR, have the potential to cause serious adverse impacts and infringements of our asserted Aboriginal and Treaty-protect rights. For example, increased road access opportunities and vehicle traffic through our Traditional Territory, as well as on-going transportation and hauling to and from the proposed Mine presents a serious and on-going risk to our land, our water, our members and our Treaty-right to hunt, fish and harvest for the life of the project. The transportation route, which would be established by connecting the ASR to the Liard Highway, would enable mine materials, which may include hazardous substances, to be transported through the heart of our Traditional Territory, from the southern tip in BC to the edge of our territory that includes a portion of the ASR.

In our letter of September 6, 2019, we stated that we had previously provided support to NorZinc Ltd. (NorZinc), if proper engagement and economic opportunities, including contracting opportunities, were made available to us. To date, no meaningful form of accommodation has been put in place to address the serious and likely infringements we would be exposed to by the on-going transportation of mine materials through our territory. Appropriate forms of accommodation are necessary prior to the Project receiving a final approval.

Since submitting this letter, ADKFN and NorZinc have had the opportunity to meet. In a positive step forward, NorZinc indicated that it wished to take steps to address our concerns. Whether or how that can be achieved is yet to be determined.
A recent development related to contracting opportunities, however, has created new and increased concerns with respect to a fair, reasonable or objective treatment of ADKFN’s interests. This situation instills deeper apprehensions for us towards the proposed mine, which belies the importance of a fair and reasonable decision-making process at all levels. We are noting this situation, as our comments with respect to the Terms of Reference (the “TOR”) for the Independent Technical Review Panel (the “Panel”) are made in this context.

**ADKFN’s Views on the Terms of Reference for the Independent Technical Review Panel (Panel)**

**Guiding Principles**
Guiding principles related to the Panel’s impartiality and independence, as set out in Section 4(i) and 4(ii), are integral to the successful functioning and development of recommendations by the Panel. We emphasize the importance of the Panel’s impartiality and independence.

Section 3.0 states that the Panel will “ensure that the road is designed and constructed to an appropriate standard that is highly protective of people and the environment...”. As part of road design and construction, the TOR should be revised to ensure that Panel considers traditional and ecological knowledge as part of road design and construction. This change should ensure that the recommended road design is required to minimize or mitigate potential risks to culturally or ecologically sensitive areas and is highly protective of the environment and heritage sites.

These proposed considerations should not pose an undue concern to the proponent. Measure 10-1 of the Report of Environmental Assessment and Reasons for Decision (EA14-01) requires the developer to engage with potentially affected Aboriginal groups about ways to avoid impacts of the Project, including impacts on heritage resources.

Section 4(iii) notes that the Panel will work collaboratively and respectfully, “with a willingness to listen and understand all perspectives/opinions and relevant issues”. Section 4(iv) states that the Panel will be transparent, with all review and assessments based only on sound scientific and engineering principles, “and with due consideration of traditional knowledge provided through the review process and consultations”.

Section 3.0 states that the Panel will consider information, design documents, reports and data that it considers relevant. This section of the TOR should be revised to ensure the Panel is able to receive information related to traditional and ecological knowledge that is provided in a reasonable format that is appropriate to an affected First Nation. Affected First Nations should have an appropriate level of flexibility in providing information, including through oral means.

The TOR should clarify how traditional knowledge will be used, or what “weight” or importance it will be assigned. This modification to the TOR should assist in ensuring that Panel will give “due consideration” to traditional knowledge. Additionally, the TOR should require the Panel to request information on, and take into account, the resources made available by the proponent for affected Aboriginal groups in order to determine whether the affected Aboriginal groups were provided with a reasonable opportunity to provide traditional knowledge through the review process and consultations.

Section 4(v) states that the Panel will endeavor to meet all reasonable timelines, subject to information being provided in a timely manner. In establishing reasonable timelines and requests for information from affected Aboriginal groups, the Panel should consider the available resources provided to the affected Aboriginal groups to engage and provide such information.
Section 5.3 sets out the Panel Member Responsibilities, which includes attending and participating in meetings, both in person or through conference calls or similar technology, as necessary (s. 5.3(iv)). The TOR should state that Panel Members are empowered to travel and attend meetings in affected First Nation’s communities, as appropriate, to receive information in a format that is suitable to the First Nation’s community.

Section 5.5 relates to confidentiality and states that all documentation will be made public “unless prior agreement for confidentiality is invoked”. The TOR should clarify what process will be used for reaching a prior agreement for confidentiality. Additionally, where confidentiality is invoked, the Panel should acknowledge, in an appropriate format, what information is not disclosed.

Section 6.0 sets out the reporting and engagement process and states that the Panel will provide draft reports to NorZinc for review. Additionally, the TOR should be revised to require the Panel to provide affected Aboriginal groups with at least one version of the draft report, with enough time to review and comment on, prior to the Panel submitting the final report.

Schedule A of the Terms of Reference sets out the Panel’s activities with respect to the detailed design of the ASR. Schedule A should include, as part of the detailed design for the ASR, the review of information provided by affected Aboriginal groups related to ecologically and culturally sensitive areas. Without reviewing this information, it is not clear how the Panel will be able to provide due consideration of the traditional knowledge provided through the review process and consultations (Guiding Principle, s. 4(iv)), or ensure the road design is “highly protective of people and the environment” (Mandate and Scope, s. 3).

We appreciate the opportunity to set out our suggested changes to the Panel’s Terms of Reference.

If there are any questions or further communications regarding this letter, we would ask that those communications be directed to our Lands Office and in specifically Julie Swinscoe, Lands Manager at julie@landmarkrm.com.

Thank you

Yours truly,

ACHO DENE KOE FIRST NATION
Signed on behalf of Chief Eugene (Gene) Hope

____________________________
Boyd Clark
Advisor (Acting Band Manager)

Cc. Chief Eugene Hope and Council
Julie Swinscoe, Manager of Lands, (Consultant), Landmark Resources Management
Hana Boye, Legal, Donovan & Company
Barney Dohm, President & CEO, ADK Holdings Limited
October 17, 2019

Julian Morse
Regulatory Officer
Mackenzie Valley Land and Water Board
7th Floor, 4922 48th St.
PO Box 2130
Yellowknife, NT
X1A 2P6

Jonathan Tsetso
Nahanni National Park Reserve
Parks Canada
PO Box 348
Fort Simpson NT
X0E 0N0

Dear Mr. Morse and Mr. Tsetso:

Re: Independent Technical Review Panel, Terms of Reference
   Prairie Creek Mine All Season Road
   MV/PC2014F0013, MV/PC2014L8-0006

Canadian Zinc Corporation (CZN) previously provided to you draft terms of reference (TOR) for the Independent Technical Review Panel (the Panel). The Panel was the author of the draft. This letter is to provide the Panel’s responses to comments on the draft TOR made by regulators on the On-line Review System (ORS), and to provide the Panel’s subsequent revised TOR. CZN’s responses to ORS comments have been made on-line. Also provided with this letter are details requested by the Board in comment MV13, and a response to the letter from Acho Dene Koe (ADK).

Panel Responses and Revised TOR

The Panel’s responses to comments on the draft TOR made by regulators on the ORS are provided in Attachment 1. The Panel’s revised TOR is provided in Attachment 2.

Details relating to MV13

In comment MV13, the Board requested a detailed list of those portions of the road, by km mark, that are within 100 m of the ordinary high watermark (OHW) of water bodies. A table is provided in Attachment 3 with these details.

Response to ADK Oct 6 Letter

Introduction

Before we respond to ADK’s letter dated October 6, 2019 we feel it is appropriate to provide relevant context that preceded the letter.
In their letter dated September 6, 2019 ADK indicated that the Band had previously provided support to NorZinc Ltd. (NorZinc), assuming proper engagement and economic opportunities, including contracting opportunities, are made available. CZN concurs with this. Through the period of EA0809-002 from 2014-2018, and in the previous stages of the process to issue permits for the all season road (ASR), ADK have been generally supportive of the project, and CZN has continued to engage with the Band frequently, as noted in their September 6 letter.

ADK’s September 6 letter, submitted in response to the issue of draft ASR permits, indicated a departure from previous letters and correspondence in that concerns were raised regarding infringement on their traditional territory, the potential for impacts on heritage resources, and a desire to provide traditional and ecological knowledge for CZN to incorporate into project plans.

Subsequent to ADK’s letter of September 6, CZN sought to meet with ADK to discuss their concerns, which the Company did on September 17. At the meeting, CZN reiterated that the Company is committed to ensuring that ADK will significantly benefit from the Prairie Creek project. We also explained that the Company had undertaken a review of the first phase of the ASR with local Indigenous Groups in the previous month, the Phase 1 winter road, with the groups providing Dene Knowledge (DK) and comments on draft Phase 1 management and monitoring plans. We further explained that CZN had agreed to contract consultants to acquire additional DK, with the intention of considering this at a later date for the more significant Phase 2 ASR development. CZN indicated that ADK could be part of that process.

ADK explained that they were concerned about heritage resource protection in connection with their traditional territory which, in their view, extends to the first few kilometres of the ASR south of the Liard River. CZN explained that archaeological investigations had been undertaken of the whole ASR alignment, most recently in the first 2 weeks of September, and no concerns were noted south of the Liard River. Further, the winter road development would not disturb the ground surface over the few kilometres in question.

As a result of the September 17 meeting, CZN documented the Company’s understanding of the outcomes of the meeting in September 30 letter to ADK. A copy of this letter is provided in Attachment 4.

Regarding ADK’s letter dated October 6, our responses are provided below as they relate to CZN’s responsibilities.

Accommodation and Engagement

ADK are seeking fair, reasonable or objective treatment of ADKFN’s interests. As noted above, CZN has committed to doing this. The Company has scheduled meetings with ADK in November and December with the intent of discussing suitable accommodation. We will also be prepared to discuss the activities of the Panel, and relay any information or guidance ADK may wish to provide.

Panel Impartiality and Independence

The Panel wrote the TOR, and is composed of professionals bound by a code of ethics. Impartiality and independence is assured.
Panel consideration of Traditional and Ecological Knowledge

The Panel will do this based on the incorporation of DK into project designs and management and monitoring plans. This incorporation has already been done for Phase 1 plans. A further DK incorporation process prior to the Phase 2 ASR development is described above, which ADK has been invited to join. Measure 5-1 of the Report of Environmental Assessment for EA1415-01 (REA) envisages the Panel engaging with CZN to ensure that the road is designed and constructed to an appropriate standard that is highly protective of people and the environment.

Impacts on Heritage Resources

We have described above interactions with Indigenous Groups regarding project plans. Archaeological fieldwork was conducted in 2018 and 2019 to survey for heritage resources, and Indigenous assistants participated in both surveys. A further survey will be required prior to Phase 2. CZN is amenable to incorporating additional DK and further discussing and resolving ADK’s concerns. This approach is also consistent with Measure 10-1 of the REA.

Reporting

Measure 5-1 of the REA describes the Panel providing a preliminary report to CZN with recommendations. CZN would then indicate if there are any recommendations they do not think are appropriate, and seek to resolve them with the Panel. The Panel would then provide CZN with a final report which would be submitted to regulators. The Panel has also indicated that they are willing to tabulate any differences between their preliminary and final reports, and a rationale for them.

Ecologically and Culturally Sensitive Areas

The DK studies and further archaeological investigation will further research the potential for ecologically and culturally sensitive areas. Any need for modifications to the road design and construction plans would then be considered at that point. The Panel would review any such modifications.

CZN’s remains committed to engaging with ADK and addressing any and all concerns with respect to the ASR development.

Sincerely,
NorZinc Ltd.

David P. Harpley
VP, Environment and Permitting Affairs
Attachment 1
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<th>ITRP comments</th>
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<tr>
<td>1</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 3.0 - Approval of Designs</td>
<td>As mentioned in the Terms of Reference, Measure 5-1 indicates that the Panel would “evaluate and approve the final road design”. In the Terms of Reference (pg 2 of 7), CZN has stated “Notwithstanding the wording in Measure 5-1 Part 1: Introduction, the Panel will not “approve” designs, plans or related documents; the role of the Panel is to provide independent review and comment.” During the review of CZN’s post EA information package, the Review Board submitted a letter indicating that “a change to measure requires a process led by the Review Board, with a recommendation to and a decision from final decision makers”.</td>
<td>Board staff recommend CZN clarify if it is intending to change Measure 5-1, since CZN is indicating the opposite of what the Measure states. If so, follow the Review Board’s letter for the process to change a measure. If not, Board staff recommend CZN remove the statement that “the Panel will not “approve” design, plans or related documents.”</td>
<td>The ToR has been revised to define “approve” in terms used by Measure 5-1.</td>
</tr>
<tr>
<td>2</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 5.5 - Confidentiality</td>
<td>As per the Board’s Rules of Procedure Rule 59 states “Any Party seeking to protect confidential, proprietary or sensitive information in a Proceeding must submit a Request for Ruling under Rule 22 to have such information protected.” Rule 22 states “Any issue raised by a Party in the course of a Proceeding that requires a Ruling from the Board shall be addressed by way of a written Request for Ruling”. Rule 23 outlines what needs to be included in the Request for Ruling.</td>
<td>Board staff recommend CZN elaborate on how it intends to meet Measure 5-1, Part 4 to submit all the Panel’s reports to Parks Canada and the Board and if CZN intends to seek a Request for Ruling for all the submissions that CZN deem to be confidential.</td>
<td>The ToR has been amended to clarify confidentiality and that any requests for release of confidential information should be made to the owners of the that information.</td>
</tr>
<tr>
<td>3</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 5.5 - Court or Quasi-Judicial authority</td>
<td>Section 5.5 of the Terms of Reference indicates that documents prepared by the Panel could be confidential, including all reports, memoranda, documents and communications. Board staff note that Measure 5-1, Part 4 requires CZN to provide the Panel’s reports to Parks Canada and the Board, which would be posted on the Public Registry. Is CZN intending to submit a Request for Ruling under Rules 22 and 59 for each of those documents that CZN deem to be confidential?</td>
<td>Board staff recommend CZN define Quasi-Judicial authority.</td>
<td>Deleted reference to quasi-judicial. Orders for release of information must come from a Court.</td>
</tr>
<tr>
<td>4</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 5.2 - Selection of Replacement or Additional Member</td>
<td>The Terms of Reference indicates that if a Panel is unable to continue, the remaining members would recommend a replacement to be approved by CZN, the Board, and Parks. What would the qualifications of the replacement be?</td>
<td>Board staff recommend CZN clarify what the qualifications of the new member would be.</td>
<td>ToR revised to clarify qualifications of replacement members of the ITRP.</td>
</tr>
<tr>
<td>5</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 5.1 - Membership</td>
<td>The terms of reference indicates that the Chair of the Panel will be Dr. Jim Oswell, with Tim Smith to act as Vice-Chair, if needed. Will meeting minutes and decisions be recorded for each meeting? If so, who will be taking the minutes?</td>
<td>Board staff recommend CZN comment on the how the meeting minutes and decisions made by the Panel will be recorded.</td>
<td>New subsection added to Section 5 providing details on meetings.</td>
</tr>
<tr>
<td>6</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 5.3 - Panel Member Responsibilities Item iv.</td>
<td>Item iv. Attend and participate in meetings, both in person or through conference call or similar technology, as necessary. If not all members can attend a particular meeting, what constitutes quorum for the Panel’s meetings?</td>
<td>Board staff recommend CZN clarify the quorum of the Panel’s meetings.</td>
<td>Quorum at Panel’s meetings is three, as referenced in new subsection (5.2 Meetings).</td>
</tr>
<tr>
<td>7</td>
<td>MVLWB: Jacqueline Ho</td>
<td>Section 5.3 - Panel Member Responsibilities Item vi.</td>
<td>Item vi. Hold all Panel deliberations and internal discussions in strict confidence. What is the purpose of this item? What are the implications of this requirement on the Panel submitting the Preliminary Report on the Panel’s Findings? Board staff note that Measure 5-1 Part 4 states that CZN will provide the Panel’s reports to Parks Canada and the Board.</td>
<td>Board staff recommend CZN elaborating on the purpose of the Panel keeping its deliberations confidential and how it will affect the Panel’s report submissions.</td>
<td>It is expected that the Panel may hear or receive conflicting comments and recommendations on the ASR designs from Parks Canada, the MVLWB, FN or other stakeholders. Alternatively, the Panel members may hold opposing or conflicting opinions on some issues. The Panel will need to consider these conflicts and will maintain confidentiality on all discussions and internal debates except to the extent necessary to prepare a majority or a dissenting opinion.</td>
</tr>
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</table>
Agreed During the review of the Draft Licence and Permit Conditions, CZN commented that it could not meet the 100-m Parallel Watercourse Setback. The Terms of Reference states "CanZinc have proposed, and regulators and affected stakeholders have agreed, that the designs and management plans may be developed and approved for each phase sequentially." Board staff note that the Board has not decided on the Permit and Licence yet, and therefore, this statement is premature until the Board decides on the Permit and Licence and the Panel reviews the Terms of Reference.

Schedule A - item 4 - During Construction

Will the Panel conduct site visits and make recommendations to CZN on mitigating impacts on human safety and the environment?

Board staff recommend CZN consult the Panel to determine if site visits during construction will be required.

Schedule A - item 4 - During Operation

Will the Panel conduct site visits to inspect the performance of the road in order to provide recommendations to CZN on mitigating impacts on human safety and the environment?

Board staff recommend CZN consult the Panel to determine if site visits during operations will be required.

Schedule A - item 4 - Closure

The Terms of Reference does not include any mandate during Closure. Board staff recommend CZN consult the Panel to determine what the mandate should be during Closure.

ITRP comments

Need clarity on "structures". The ToR has provisions for the ITRP to retain outside experts (such as bridge engineers), if necessary.

CanZinc to clarify if the TOR for the Panel includes Closure.

During the review of the Draft Licence and Permit Conditions, CZN commented that it could not meet the 100-m Parallel Watercourse Setback condition to provide sufficient operational flexibility. Board staff require this information to revise the Parallel Watercourse Setback condition to provide sufficient operational flexibility.

Board staff recommend CZN clarify if the Panel will be reviewing the sections of the road that are within 100 m of the ordinary high watermark and where the detailed list of those portions of the road in km mark will be provided.

Section 3.0 - Mandate and Scope

It is not clear from the Terms of Reference exactly what structures the Panel will be reviewing.

Board staff recommend CZN consult the Panel to determine what structures the Panel believes it should be reviewing to fulfill its mandate.

1.0 Introduction and Background

This section indicates that "CanZinc have proposed, and regulators and affected stakeholders have agreed, that the designs and management plans may be developed and approved for each phase sequentially." The process for design development will in part be dictated by the panel TOR, based on the panel's input, which has not yet been approved by regulators.

Please take out "and regulators and affected stakeholders have agreed".

Agreed

Phase 1 is described as "development and operation of a winter access road in 2019/2020." Use of the term "development" is not clear and not consistent with the draft water license or land use permit.

Please replace "development" with "construction," or otherwise define development.

Agreed

Transparency is a guiding principle for the panel's work identified in 4.0. Information provided to the panel should be on the public registry, therefore it is unclear why the panel would be provided with information that is confidential for legal or commercial reasons. 5.5 also identifies that the panel can invoke confidentiality when preparing reports, memoranda, documents and communications, which does not maintain transparency.

We recommend deleting this section (5.5).

See previous similar comments.

Parks Canada: Audrey Steedman

Canada: Audrey Steedman

6.0 Reporting and Engagement Process – engagement

Indicates that “CZN will be responsible to engage with the LWB and PC on the Panel’s activities,” however no details are provided on the form of this engagement, process, timing, etc.

Provide further detail on activities that will be engaged on and the mechanism of engagement with the LWB and PC throughout the panel’s activities.

To be defined by CanZinc, Park Canada and the MVLWB.
The process for activities by the ITRP is fluid and may change in the short and long-term. Defining a precise process may be unhelpful and overly restrictive to the efficient operation of the Panel. If a process or schedule is required, it should not form part of the TOR, but may be a supplemental document.

We recommend that this response be in the form of a table describing how each of the Panel’s recommendations was met, where in the final version the recommendation was addressed, and rationale for any decisions that deviate from the Panel’s recommendations.

The ToR amended to state that a preliminary report and final report, as a minimum will be submitted to CanZinc. Other interim reports or memoranda may also be prepared.

ToR revised to remove "draft" with "preliminary". Preliminary and final reports are to be submitted to CanZinc. A comment table (similar to this) will be prepared to document what revisions were made between the preliminary and final report versions.

The process for activities by the ITRP is fluid and may change in the short and long-term. Defining a precise process may be unhelpful and overly restrictive to the efficient operation of the Panel. If a process or schedule is required, it should not form part of the TOR, but may be a supplemental document.

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<tbody>
<tr>
<td>12</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1)(b)(iv) and (v)</td>
<td>These items identify commitments (#119, 129, 156, 232) that have not been completed and generally pertain to Phase 2.</td>
<td>Can CZN explain what they plan to provide to the panel with regards to these commitments, and when.</td>
<td>Can Zinc to clarify inclusion in ToR.</td>
</tr>
<tr>
<td>13</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1)(b)(viii) – relevant management plans and</td>
<td>Item (viii) identifies that relevant management plans and proposed mitigations will be considered by the panel. The TOR should specifically identify which plans will be considered by the panel.</td>
<td>Please modify (viii) to list specific management plans and proposed mitigations that will be considered by the panel.</td>
<td>Can Zinc to provide list of documents to the Panel for inclusion in ToR.</td>
</tr>
<tr>
<td>14</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1) – additional considerations Parks Canada proposes the following additions to Phase 1 considerations:1) Review of winter road cross sections and alignment 2) Overall correlation / conflict with the ASR alignment 3) Review of reclamation needs/liability 4) Review of communications and related installation needs (ex. repeater sites)</td>
<td></td>
<td>See comment.</td>
<td>Can Zinc, Parks Canada and the MVLWB to consider if this is appropriate and within the mandate of the ITRP.</td>
</tr>
<tr>
<td>15</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Phase 1 panel activities-Measure 5-1 part 4 (ii)</td>
<td>Measure 5-1 part 4 (ii) indicates that the panel will “provide advice and recommendations for improving road design… considering construction, operations and maintenance, closure and reclamation, and temporary closure.” CZN has included this wording within section 2 of the TOR, specifically for Phase 2. We note that these considerations are also key for Phase 1.</td>
<td>Modify the Phase 1 TOR to refer to Measure 5-1 part 4 (ii).</td>
<td>Can Zinc to advise if this is within the mandate of the ITRP.</td>
</tr>
<tr>
<td>16</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (1)(c)</td>
<td>This section indicates that the panel will “engage with CanZinc and stakeholders to confirm the Panel’s interpretation of “appropriate standard” and “highly protective” as used in Measure 5-1. Parks Canada notes that engagement should also include regulators.</td>
<td>1) Modify (1c) to include regulators. 2) Can CZN clarify when they anticipate this engagement will take place, and the proposed format/process.</td>
<td>This clause is removed from ToR. It is covered in a previous clause.</td>
</tr>
<tr>
<td>17</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Document submissions to panel</td>
<td>The draft TOR does not clearly outline what documents the panel will be provided with for their review and comments.</td>
<td>Can CZN please clarify in the TOR what documents, associated with specific structures, will be provided to the panel, consistent with the draft LUP and WL.</td>
<td>Can Zinc, Parks Canada and the MVLWB to work collaboratively develop the list of documents to be provided to the Panel.</td>
</tr>
<tr>
<td>18</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Schedule A (2) - Phase 2 TOR</td>
<td>CZN has indicated that only the Phase 1 TOR is being developed at this time, however some elements of a Phase 2 TOR have been provided in Schedule A. Parks Canada understands that the panel will provide input on the appropriate scope of the TOR at this time. Parks Canada notes that the items under (2) for Phase 2 are incomplete, and depending on panel input on the TOR, should be fully developed and/or moved into a separate schedule. For example, Schedule A, 1 (b) items (i) through (iv) also need to be considered by the panel for Phase 2, in addition to Phase 1.</td>
<td>Depending on panel input on the TOR, items relevant to specific phases be fully developed. Items that are not for regulator review and approval could be moved into a separate schedule.</td>
<td>Can Zinc to clarify if ToR applies beyond Phase 1.</td>
</tr>
<tr>
<td>19</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Review of road operations, performance and monitoring</td>
<td>During WAR and ASR road operations, performance and monitoring should be considered in the Panel’s review. Information from year 1 of WAR operation could help inform year 2 and 3.</td>
<td>We propose that the panel review CZN’s annual Water License report and annual Land Use Permit report, and provide a summary report to Parks Canada/LWB/CZN identifying any significant findings relevant to the Panel’s mandate.</td>
<td>Agreed. This may need to be reflected in scheduling / workplans associated with panel activities.</td>
</tr>
<tr>
<td>20</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Panel workplan / schedule</td>
<td>The draft TOR does not include a workplan / schedule with approximate dates for panel activities. Parks Canada would like to be advised of the proposed schedule.</td>
<td>Whether within the TOR or as a separate document, please provide a workplan/schedule for panel activities.</td>
<td>See comment above regarding schedule and process.</td>
</tr>
<tr>
<td>21</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Public review period</td>
<td>Parks will require consultation with communities and stakeholders when reviewing and providing comments on documents developed by the panel. In those instances, we would require a public review period.</td>
<td>This may need to be reflected in scheduling / workplans associated with panel activities.</td>
<td>Understood. However, the Panel should not be held to unreasonable delivery timelines to allow for public review and consultations and meet the desired construction schedule.</td>
</tr>
<tr>
<td>ID</td>
<td>Reviewer</td>
<td>Topic</td>
<td>Comment</td>
<td>Recommendation</td>
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<tr>
<td>22</td>
<td>Parks Canada: Audrey Steedman</td>
<td>Posting of correspondence and documents on the public registry</td>
<td>For transparency, all correspondence between CZN and the Panel, as well as between regulators and the Panel should be posted to the registry. This includes emails, memos, meeting notes, and report submissions.</td>
<td>Please modify the TOR to indicate that all correspondence between CZN and the Panel will be submitted to the LWB to post to the registry, and that all regulator-Panel correspondence will be posted as well.</td>
<td></td>
</tr>
</tbody>
</table>

| 23 | Parks Canada: Audrey Steedman | Requests from Parks Canada and other parties | We suggest that it may be useful to have a process outlined in the TOR for the panel to review other documents and make recommendations, based on a request from Parks Canada or another party. | See comment |

**ITRP comments**

Only correspondence of a technically substantive nature should be considered for the public registry. Emails that contain tentative, discussive, speculative or non-technical content should not be considered for the public registry. Project emails with Parks Canada or the MVLWB or between Parks Canada and the MVLWB would not be posted on the public registry unless of a substantive technical nature. This is addressed in the last paragraph of Section 3.0.
Attachment 2
INDEPENDENT TECHNICAL REVIEW PANEL
TERMS OF REFERENCE
Canadian Zinc Corp.
Prairie Creek All Season Road Project
(Dated October 15, 2019)

1.0 Introduction and Background

In its Report of Environmental Assessment and Reasons for Decision (EA1415-01) regarding Canadian Zinc Corp.’s (CanZinc) Prairie Creek All Season Road Project, the Mackenzie Valley Environmental Impact Review Board (the Review Board) required the formation of an Independent Technical Review Panel (the Panel), funded by CanZinc, to “evaluate and approve the final road design”. The project consists of the design, construction and operation of an all season road (ASR).

The ASR will be 170 km long, extending from the Nahanni Butte Access Road to the Prairie Creek Mine, crossing through the Nahanni National Park Reserve (NNPR). The project is located in the Deh Cho region of the Northwest Territories.

For the purposes of the Panel’s involvement, the overall ASR project comprises three phases:

- Phase 1: design, construction and operation of a winter access road (WAR) in 2019/2020, intended to allow completion of the remaining investigations for the design of the ASR and to facilitate transport of supplies to the Prairie Creek Mine.
- Phase 2: construction of the ASR, starting in early 2020.
- Phase 3: operation of the ASR during the life of the mine.

To manage the timely preparation, review and approval burden for development plans, CanZinc have proposed that the designs and management plans may be developed and approved for each phase sequentially. These approvals are the responsibility of the Mackenzie Valley Land and Water Board (the Water Board) and Parks Canada.

Relative to the role of the Panel, this document presents the general terms of reference (TOR) for the Panel, and a specific scope-of-work for Phase 1, along with provisional scopes-of-work for the remaining phases (Schedule A, attached).
2.0  Context

The Review Board published EA1415-01 in September 2017. It is evident from this report that fundamental and significant differing opinions were presented to the Review Board by CanZinc and either stakeholders (i.e. Parks Canada, Deh Cho First Nation and others) or the Review Board’s consultants on issues related to risk associated with the design, construction and operation of the ASR. These risks appeared to centre around the environment and human safety.

Given the divergent views, the Review Board mandated the creation of the Panel under Measure 5-1 in EA1415-01.

3.0  Mandate and Scope

As directed by the Review Board in EA1415-01:

- The mandate of the Panel “will be to provide independent expert advice and recommendations on the design and construction of the road to minimize: traffic-related accidents, road failure or malfunctions, and any resulting significant adverse impacts on human safety or the environment”.

- The Panel will also “ensure that the road is designed and constructed to an appropriate standard that is highly protective of people and the environment, including consideration of:
  
  a) the number and type of mine and non-mine related vehicles expected to use the road;
  b) two-way traffic;
  c) human safety and minimizing traffic related accidents;
  d) permafrost degradation and impacts on water quality; and,
  e) appropriate road design criteria, including but not limited to:
     - watercourse crossings, including the Liard River ice bridge;
     - right-of-way clearing width;
     - road alignment, grades, subgrade width, and road widening at curves;
     - cut and fill slopes, cut and fill slope angles, slope stability; and
     - number of, physical size of, and distance between vehicle pullouts.”

The Panel will engage with CanZinc, Parks Canada and the Board to define “appropriate standard” and “highly protective”.

For the purposes of the TOR, “approve” as stated in Measure 5-1, Part 1 of EA1415-01, shall be defined as “the expression of an opinion by the Panel that the plans and designs of the WAR and ASR meet appropriate standards to minimize traffic related accidents, road failure or malfunctions, and related significant adverse impacts on human safety or the environment”.
Liability for the overall design of the WAR and ASR remains with the responsible design professionals.

To complete its mandate, the Panel will consider information, design documents, reports and data that it considers relevant. This could include, but not be limited to, information from EA1415-01, information gathered as a result of CanZinc commitments, and the requirements and outcomes of Review Board measures. The Panel must be supplied with all information they deem necessary to complete their mandate and scope.

4.0 Guiding Principles

The following principles shall guide the Panel’s work:

i. The Panel shall remain impartial to the Project, being neither an advocate nor opposed to it.

ii. The Panel shall be independent of CanZinc, the regulators and Indigenous groups, including consultants engaged by any party to the project, and shall provide their recommendations impartially based solely on their expertise and experience.

iii. The Panel will work together collaboratively and in a respectful manner, with a willingness to listen and understand all perspectives/opinions and relevant issues.

iv. The Panel will be transparent, with all review and assessments based only on sound scientific and engineering principles, and with due consideration of traditional knowledge provided through the review process and consultations.

v. The Panel recognizes that some design and construction activities of the WAR and ASR may be time sensitive; and some of the Panel’s tasks may be on the project schedule’s critical path. The Panel shall endeavor to meet all reasonable timelines, however this is also dependent on information and requests by the Panel being provided or addressed in a timely manner.

vi. Panel decisions will generally be based on consensus among members. Where consensus cannot be reached, the majority view on a recommendation as well as the minority views of dissenting members may be presented.

vii. The Panel will work in an efficient manner to complete its mandate in a timely and cost-effective manner.

5.0 Panel Structure/Governance/Operations

5.1 Membership

The Panel shall comprise the following members:

i. Robert (Bob) Johnson, B.Sc., P.Eng. (AB/NT/NU)
ii. James (Jim) Oswell, Ph.D., P.Eng. (AB/NT/NU)
iii. Timothy (Tim) Smith, P.Geo, EngL, P.Geol (AB), LEG (WA), CPESC
These members have been nominated by CanZinc and approved by the Water Board and Parks Canada.

The chair of the panel will be Dr. Jim Oswell, with Tim Smith to act as vice-chair, if needed.

5.2 Meetings

Meetings are to be scheduled by the Panel, in consultation with CanZinc.

For all decisions, a quorum of three is required for the Panel.

Minutes may be prepared by the Panel members (or administrative staff within the Panel member’s organizations) where and when necessary to document important actions, decisions and opinions.

5.3 Selection of Replacement or Additional Members

In the event a Panel member is unable to continue, the remaining members shall identify and nominate a replacement to be approved by CanZinc, the Water Board and Parks Canada. The replacement shall have a similar experience and skills set to the Panel member they are replacing. Replacement members will be hired by CanZinc.

In the event the Panel recommends additional members be added to address specific gaps in the technical expertise, the Panel shall identify and nominate a person(s) to be approved by CanZinc, the Water Board and Parks Canada. Additional members will be hired by CanZinc.

Where administrative support including clerical, auto-CAD, GIS or other services are needed by the Panel, these may be engaged within the individual offices of the Panel members and billed to CanZinc at agreed upon rates.

5.4 Panel Member Responsibilities

Each member will:

i. Become familiar with materials provided for review and comment;
ii. Participate in Panel reviews, discussions, deliberations and in the development of recommendations and the final report;
iii. Provide advice and recommendations to be included in the reports and memorandums issued by the Panel;
iv. Attend and participate in meetings, both in person or through conference call or similar technology, as necessary;
v. Work in an efficient and time-effective manner to complete the tasks and scope of work before the Panel.
vi. Hold all Panel deliberations and internal discussions in strict confidence.
5.5 Conflict of Interest

Panel members will declare in writing to CanZinc any conflict of interest that may exist or may be seen to exist. Such conflicts may include, but not be limited to:

i. Financial interests in CanZinc;
ii. Immediate family members who work for CanZinc or its consultants, the Water Board, Parks Canada, or other significant stakeholders for this Project, or;
iii. Immediate family members belonging to, or affiliated with, a First Nation or other significant stakeholder associated with this Project.

Where such a conflict may be present, CanZinc will address the conflict in consultation with the Water Board and Parks Canada.

5.6 Confidentiality

The Panel recognizes that some information provided by CanZinc or other parties may be confidential. Each member will hold such information received in strict confidence for the duration of the project and thereafter, except for an Order to the contrary by a Court. Requests for release of confidential information shall be directed through the owner of the information.

The Panel recognizes that all reports and memoranda prepared by the Panel may be made public, unless prior agreement for confidentiality is invoked.

The Panel’s internal discussions will be confidential and must not be shared with any non-Panel members. Draft reports, or sections thereof, will also be treated as confidential.

6.0 Reporting and Engagement Process

The Panel will report to CanZinc on its activities. The primary point of contact in CanZinc will be David Harpley, VP, Environment and Permitting Affairs.

The Panel will provide a preliminary report for each phase to CanZinc for review. The Panel will then consider comments, suggestions and changes, before submitting a final report for each phase.

Interim reports or memoranda may be prepared by the Panel (and submitted to CanZinc) to address a specific issue independent of the preliminary and final reports.

CanZinc will be responsible to engage with the Water Board and Parks Canada on the Panel’s activities.

CanZinc will provide Panel final reports to the Water Board and Parks Canada as specified in Measure 5-1 of EA1415-01.
The Panel may communicate directly with third parties, including the Review Board, Water Board, Parks Canada and others. CanZinc will be copied on all written communications, and will be advised by email of verbal communications.

Panel members will use their personal/corporate email address for correspondence related to this review. Reports and memoranda prepared by the Panel will carry “Independent Technical Review Panel” letterhead in the upper left corner of each page, as follows:

“Independent Technical Review Panel
Prairie Creek All Season Road Project”

The attached Schedule A presents the current work plan for the Panel. It is considered a dynamic work plan and scope; some tasks may be amended and additional ones added during the Project.

End of Terms of Reference
Schedule A

General Scope of Work

The Panel will complete the following activities:

(1) Prior to the construction of the ASR:
   a. Prepare and submit the Panel’s terms of reference.
   b. Review and provide comments on the following:
      i. The updated risk assessment (Appendix C, commitment #241);
      ii. Terrain stability assessment reports (Appendix C, commitment #137) and any additional mitigation required to address instability;
      iii. Avalanche related information (Appendix C, commitment #114; Suggestion 5-1);
      iv. Individual detailed borrow site plans and designs (Appendix C, commitment #119);
      v. Geotechnical, geophysical, permafrost, and hydrological investigations (Appendix C, commitments #129, #156, #232, #235; Measure 12-1; Measure 8-1);
      vi. The Traffic Control Mitigation and Management Plan (Measure 5-2);
      vii. Communications plans for road travel
      viii. Relevant management plans and proposed mitigations;
      ix. Extreme weather events;
      x. Climate change; and,
      xi. Karst features.

(2) During detailed design of the ASR:
   a. Assess the appropriate standard for the ASR and levels of acceptable risk.
   b. Review existing and updated information, work plans, and detailed design documents, including, but not necessarily limited to terrain stability assessments undertaken for the proposed cut and fill slopes, and the CanZinc’s detailed interpretation of the permafrost conditions along the ASR route on completion of geotechnical site investigation work; and,
   c. Provide recommendations for the design to meet the agreed upon standard defined by the Panel, considering construction, operation, maintenance, closure and reclamation.

(3) Following detailed design of the ASR:
   a. Review the detailed road design;
   b. Provide a preliminary report to CanZinc on the Panel’s review including additional or outstanding recommendations
   c. Review CanZinc’s response and justification for any recommendations CanZinc does not wish to adopt;
   d. Prepare and submit a final report to CanZinc that includes the Panel’s findings and conclusions on the final road design.
(4) During construction:
   a. Work with CanZinc and the Board to determine the frequency and nature of the Panel’s activities during construction (at a minimum, the Panel will be consulted and have the opportunity to revise its final report if any material changes to design are made following submission of the Panel’s final report).
   b. Site visits will be determined by the Panel, in consultation with CanZinc, the Board and Parks Canada.

(5) Operations:
   a. Assess and comment on the operational plans for the the ASR, including but not limited to traffic planning and logistics, journey management, road maintenance and repairs, and emergency response planning.

Phase 1 Scope of Work

For the WAR, the Panel will generally consider the relevant scope items listed in Section 3.0 (a) – (e) of the TOR. In addition, the Panel will consider the following specific items:

   a. Typical and non-typical WAR sections, including profile and alignment, and how they relate to the ASR alignment.
   b. Review of previous risk assessments and an updated risk assessment for the WAR.
   c. Management plans that relate to WAR construction, operation and maintenance.
Attachment 3
## Road Sections within 100 m of Water Body*

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<th>Water Body</th>
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<tr>
<td></td>
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<td>Lake</td>
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* Based on preliminary road design and estimated to the nearest 50 m
Attachment 4
September 30, 2019

Chief Eugene Hope
Acho Dene Koe First Nation
General Delivery
Fort Liard, NT X0G 0A0

Dear Chief Eugene,

Re:  ADKFN’s Letter of September 6, 2019
Prairie Creek Mine All Season Road

We refer to the above noted letter that ADKFN submitted to the Mackenzie Valley Land and Water Board, and to our subsequent meeting on September 17, 2019.

NorZinc (NZC) wishes to reiterate our thanks for meeting with us to discuss the concerns of the First Nation. This letter is intended to document our verbal discussion with respect to two particular items: the proposed Phase 1 winter road and potential for impacts on heritage resources; and, the incorporation of ADKFN’s traditional knowledge (TK) in planning for the Phase 2 all season road (ASR) development.

ADKFN described the extent of their traditional territory, and advised that ADKFN ‘overlapping’ territory encroaches on the first few kilometres of the proposed ASR alignment from the Nahanni Butte access road. ADKFN’s concerns with respect to winter road construction over those few kilometres are:

1. information on any muskeg that might be disturbed;
2. that construction occur in a manner that minimizes risks to archaeological or sensitive sites; and,
3. that tree clearing minimizes disturbance to landforms.

We can confirm that winter road construction within the noted few kilometres you refer to as ADKFN overlapping territory will not disturb muskeg. It is preferable to locate the ASR on firm ground, which is typically ground with mature trees rather than muskeg. In addition, winter road construction seeks to minimize disturbance to the ground, and this includes cutting trees at their base and leaving stumps intact, rather than clearing that could disturb landforms. Therefore, the proposed construction will minimize risks to archaeological or sensitive sites, should they be present. We trust this addresses ADKFN’s concerns with the winter road.

With respect to the incorporation of ADKFN’s TK knowledge in the Phase 2 ASR development, as we noted, an exercise is already underway to accumulate and incorporate additional TK into plans for Phase 2. The Company is amenable to further engaging with ADKFN to agree a
suitable process for acquiring and including ADKFN’s TK in this exercise, and addressing any remaining heritage resource protection concerns ADKFN may have.

Sincerely,

NorZinc

David P. Harpley
VP, Environment and Permitting Affairs