



TECHINICAL AND SUSTAINABILITY COMMITTEE CHARTER

PURPOSE AND MANDATE

The Corporation's core values include a commitment to the protection of life, health and the environment for present and future generations while undertaking best practices in its mining operations.

The main purpose of the Technical and Sustainability Committee (the "**Committee**") is to review, monitor and make recommendations to the Board of Directors (the "**Board**") in respect of the technical, health and safety, environmental, community, business conduct, risk management and human rights policies and activities of the Corporation in order to verify that such policies and activities reflect, and are in accordance with, their respective Charters as set out below.

Additionally, the Committee will assist the Board in carrying out its responsibilities with respect to overseeing the operating activities of the Corporation, from a technical and scheduling perspective. The Committee is also responsible for Board oversight of production forecasts, budgets, life of mine plans, reserves and resources and Management's proposed public disclosure of said technical nature.

The Committee may review or investigate any activities of the Corporation relating to technical, health and safety, environmental, community, business conduct and human rights and will have unrestricted access to any officers and employees of the Corporation, independent consultants and advisors at reasonable costs, and such information and resources as the Committee considers necessary in order to perform its duties and responsibilities.

ENVIRONMENTAL CHARTER

The Committee's responsibilities with respect to environmental matters shall include:

- 1) Reviewing and making recommendations, as appropriate, in regard to the Corporation's environmental management program, including corporate environmental policies and procedures;
- 2) Reviewing and making recommendations, as appropriate, in regard to environmental compliance issues, if any;
- 3) Satisfying itself that management of the Corporation monitors trends and reviews current and emerging issues in the environmental field, and evaluates their impact on the Corporation;
- 4) Reviewing incident reports to:



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- a) Assess whether environmental management procedures were effective in such incidents, and to make recommendations for improvement, where appropriate; and
- b) Determine if such incidents are of significance to report to the Board; and
- c) Reviewing the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities.

In all cases, the Committee will make recommendations, where appropriate, to the management of the Corporation and/or to the Board.

HEALTH & SAFETY CHARTER

The Corporation is committed to the overall health and safety of its stakeholders and in particular, its employees and their families. The Corporation believes that a safe and healthy workplace is a moral imperative reflecting the Corporation's respect for the individual. The Corporation is committed to the protection of the environment through the responsible stewardship of its properties. Protection of the environment is essential to the health of the communities and resources upon which the Corporation relies, and is beneficial to the Corporation and its stakeholders.

The Committee's responsibilities with respect to safety and health matters shall include:

- 1) Reviewing and making recommendations, as appropriate, in regard to the Corporation's safety and health program, including corporate occupational health and safety policies and procedures;
- 2) Reviewing and making recommendations, as appropriate, in regard to safety and health compliance issues, if any;
- 3) Satisfying itself that management of the Corporation monitors trends and reviews current and emerging issues in the safety and health field and evaluates the impact on the Corporation; and
- 4) Reviewing the Corporation's safety and health performance to:
 - a) Assess the effectiveness of safety and health program and to make recommendations for improvement, where appropriate; and
 - b) Determine if any safety and health issues that may be identified as a result of such review are of significance to report to the Board.

In all cases, the Committee will make recommendations, where appropriate, to the management of the Corporation and/or to the Board.



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The Committee's responsibilities with respect to technical matters shall include:

1) Operation Oversight

- a) In carrying out its responsibility to assist the Board in overseeing the exploration, development, and operational activities of the Corporation, from a technical, financial and scheduling perspective, the Committee will meet regularly with management, in person or by telephone, and will review, monitor and report to the Board on:
 - i) The continuing construction, development and operations of the portfolio of operations, including the fulfillment of ongoing human resource needs;
 - ii) The construction, development and operating plans, as proposed and revised from time to time, and the implementation of such plan;
 - iii) The mine operations;
 - iv) Any risks associated with any of the foregoing and originating appropriate risk,
 - v) Any re-statements of reserves and resources in conjunction with the filing of revised NI-43-101 Technical Reports;
 - vi) Management strategies for consideration by the Board; and
 - vii) Any other matter deemed important by the Committee,

All with dual purposes of providing proper oversight by the Board of, and providing support, guidance and assistance to management on behalf of the Board in respect of, the continuing development and operations of all the Corporation's assets.

2) Enterprise Risk Management

The Committee shall assist the Board in fulfilling its oversight responsibilities relating to the Corporation's enterprise risk management program by identifying and monitoring technical-related risks and recommending strategies to mitigate against such risks.

3) Reporting to Board

The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibility.



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4) Work Plan

The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis.

5) Review Mandate and Performance

The Committee will review and assess its own performance and the adequacy of this Mandate at least once a year and report the results of such review and assessment to the Corporate Governance and Nominating Committee along with any proposals for approval.

Reserves and Resources

The Committee is jointly responsible with Management for setting design criteria, metal prices, reporting timelines, reconciliations, compliance with laws and regulations (including Canadian National Instruments, SEC Guidelines and other regulatory standards), and completeness of reporting of reserves and resources. The Committee's primary purpose is to assist the President and Chief Executive Officer and the Chief Financial Officer in their oversight of the integrity of the Corporation's reported mineral reserves and resources, and apprising the Board of Directors and Audit Committee of significant developments.

6) Responsibilities

- a) The Committee is responsible to approve design criteria and metal price assumptions for the calculation of reserves and resources;
- b) The Committee is responsible for overseeing the integrity of the mineral reserve and resource estimation process and that public disclosures adequately represent the Corporation's mineral reserve and resource position;
- c) The Committee is responsible for understanding the Corporation's internal control structure over the mineral reserve and resource determination process and areas that represent high risk for material misstatement of the mineral reserves and resources;
- d) Qualified Person(s) shall have direct and unrestricted access to the Committee;
- e) The Committee will review the adequacy of the Corporation's internal controls over the mineral reserve and resource estimation process including the risks of fraud in reporting reserves and resources;
- f) The Committee will review with the Qualified Person (and/or lead coordinator for QPs) major mineral reserves and resources risk exposures and the steps management has taken to monitor and control such exposures;



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- g) The Committee will review with the Qualified Person (and/or lead coordinator for QPs) the reporting principles and practices applied by the Corporation in preparing its mineral reserves and resources including:

Major issues as to the adequacy of the Corporation's internal controls over reserve and resource determination and any special steps taken in light of material control deficiencies;

Analyses prepared by the Qualified Person setting forth significant mineral reserve and resource reporting issues, estimates and judgments made in connection with the preparation of the mineral reserve and resource public disclosure document, including analyses of the effects of alternative methods of calculating reserves;

- h) Prior to the release of any reserve and/or resource information, discuss with the Qualified Person (and/or lead coordinator for QPs) any significant adjustments, management judgments and estimates made since the last mineral reserve and/or resource estimate.

7) Other

The Committee shall perform any other activities consistent with this Charter and applicable law, as the Committee or the Board determines necessary or appropriate.

SOCIAL RESPONSIBILITY AND HUMAN RIGHTS CHARTER

The Committee's responsibilities with respect to social responsibility and human rights matters will include:

- 1) Recommending actions for developing social policies, programs, procedures and activities in communities where the Corporation conducts its business to ensure that the principles set out in such policies are being adhered to and achieved and to integrate such activities with, and participate in, local communities as good corporate citizens;
- 2) Receiving reports from management on the social responsibility programs, including significant sustainable development, community relations and security policies and procedures;
- 3) Recommending actions to ensure meaningful and transparent engagement and communications with all stakeholders and seek to build truest and mutually beneficial relationships with the communities that are impacted by the Corporation's activities.



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- 4) Receiving reports from management that the Corporation consistently supports education, skill development and a culture of continuous improvement in its workforce, and provides sustainable skills which will yield a positive lasting legacy in the local communities long after the mine has ceased operations;
- 5) Satisfying itself that management of the Corporation monitors trends and reviews current and emerging issues in the corporate social responsibility field and evaluates the impact on the Corporation; and
- 6) Receiving reports from management on the Corporation's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.
- 7) Ensuring that the all business activities of the Corporation comply with all applicable laws and regulations;
- 8) Integrating corporate social responsibility considerations within the corporate decision making process while upholding the economic, social and environmental commitments of the Corporation;
- 9) Ensuring that all contractors, suppliers and agents apply business practices that are consistent with the Corporation's policies;
- 10) Satisfying itself that the Corporation upholds fundamental human rights and respect cultures, diversity, customs and values in dealing with employees and all other stakeholders who are affected by its activities.

In all cases, the Committee will make recommendations, where appropriate, to the management of the Corporation and/or to the Board.

SPECIFIC DUTIES

In the course of its work and responsibilities, the Committee is expected to do the following:

- 1) Review, formulate and revise with management the Corporation's goals, policies and programs relative to technical, environmental, community, health and safety issues.
- 2) Make inquiries and recommendations to the Board in respect of the Corporation's compliance with applicable technical, environmental and occupational health and safety laws, regulations, and internal operating procedures and standards.
- 3) Review with management the Corporation's risk assessment, risk exposure and risk management in respect of technical, environmental, community, health and safety matters.



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- 4) Review with management the Corporation's record of performance on technical, environmental, health and safety matters, along with any proposed actions based on such record.
- 5) Inform the Audit Committee of the Board in respect of significant changes in financial risk or potential disclosure issues related to technical, environmental, community, health and safety matters.
- 6) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.
- 7) Report to the Board with respect to the significant activities of the Committee and any recommendations of the Committee.
- 8) Review and reassess the adequacy of this Charter on a regular basis and submit any proposed revisions to the Board for consideration and approval.
- 9) Receive reports from management on the Corporation's human rights performance.

PROCEDURES AND ORGANIZATION

- 1) The Committee shall consist of at least three Board members.
- 2) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the Committee Chair and members of the Committee for the ensuing year. It is desirable that at least one member of the previous Committee be carried over to any newly constituted Committee. Any member may be removed from the Committee or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a Director.
- 3) The Corporate Secretary of the Corporation shall be the secretary of the Committee, unless otherwise determined by the Committee.
- 4) In the absence of the Chair or Secretary at any meeting of the Committee, the members present at the meeting shall appoint one of their members to act as Chair of the Committee meeting and shall designate any Director, officer or employee of the Corporation to act as Secretary.
- 5) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.



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- 6) The Committee shall have access to such officers and employees of the Corporation, independent consultants and advisors at reasonable costs, and to such information and records of the Corporation as it considers necessary or advisable in order to perform its duties and responsibilities.
- 7) Meetings of the Committee shall be conducted as follows:
 - a) The Committee shall meet at least two times annually at such times and at such locations as may be requested by the Chair of the Committee. Notice of meetings shall be given to each member not less than 48 hours before the time of the meeting. However, meetings of the Committee may be held without formal notice if all of the members are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting;
 - b) Notice of meeting may be given verbally or by letter, facsimile, email or telephone and need not be accompanied by an agenda or any other material. The notice shall specify the purpose of the meeting; and
 - c) Management representatives shall be invited to attend as determined by the Committee.
- 8) The Committee shall report to the Board at its next regular meeting all such information and action it has taken since the previous report.
- 9) The Chair shall call and convene a meeting of the Committee at the request of the Chief Executive Officer or of the Chairman of the Board.
- 10) Any matter to be voted upon shall be decided by a majority of the votes cast on the question.

LIMITATIONS ON COMMITTEE'S DUTIES

- 1) In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care of diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law.
- 2) The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's security holders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to security holders of the Corporation or any other liability whatsoever.



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Original Approval Date: February 18 2021

Approved by: Board of Directors