



CHARTER OF THE TECHNICAL COMMITTEE OF THE BOARD OF DIRECTORS

I. GENERAL

The primary function of the Technical Committee (the “**Committee**”) is to assist the Board of Directors in discharging its oversight responsibilities on technical matters relating to exploration; scoping and/or Preliminary Economic Assessments (“**PEA**”), Pre-Feasibility (“**PFS**”) and Feasibility (“**FS**”) studies; permitting of work; mineral title holdings; and acquisition of new opportunities.

II. COMPOSITION, MEETINGS AND AUTHORITY

The Committee will be comprised of at least three directors who are generally familiar with technical matters relating to exploration, technical studies (including PEA, PFS, FS and resource estimation work) and acquisition of new opportunities. The members of the Committee shall be elected by the Board of Directors. Its composition will include individuals with relevant technical experience commensurate with the status of the Company’s projects and the objectives of the Committee may change as the Company’s projects evolve. The Chair will be elected by the Board of Directors.

Meetings of the Committee shall be held from time to time, at least twice annually, as the Committee or the Chair of the Committee shall determine. The Committee may ask members of Management or others to attend meetings or to provide information as the Committee deems necessary.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee.

The Chair shall preside at all meetings of the Committee at which he or she is present and shall develop the agenda for each Committee meeting. The agenda for each meeting of the Committee shall be delivered to each member of the Committee within a reasonable period of time prior to any meeting of the Committee, together with such other materials as the Chair determines necessary.

The Chair shall appoint a secretary (the “**Secretary**”) who shall provide a written record of the events and decisions of all meetings in the form of minutes. The Secretary may be the Company’s Corporate Secretary or another person who does not have to be a member of the Committee or a director. The Secretary can be changed by a simple notice from the Chair. Minutes of the Committee shall be kept by the Company’s Corporate Secretary.

The Committee shall evaluate its own performance at least annually and make recommendations relating to its function to the Board of Directors.

The Committee is responsible for assisting management in the following areas for which management has primary responsibility:

- Reviewing and making recommendations on the technical aspects relating to exploration activities, PEA, PFS and FS, permitting of work, mineral title holdings and acquisition of new opportunities.
- Ensure that allocation of budgets and resources are appropriate to achieve the objectives within the approved time frames.
- Review important technical matters related to the Company and submit recommendations to the Board.
- Ensure that key technical outcomes from the exploration program, including their commercial implications, are communicated clearly to the Board.
- Ensure that programs of work are fit-for-purpose and are adding value to the opportunity.
- Ensure that technical checks-and-balances are in place to safeguard the integrity of exploration results reported to the market.
- Review resource and reserve estimates in respect of the Company's mineral properties and ensure there are appropriate policies and procedures in place regarding the disclosure of 43-101 resource and reserve information.
- Review all major technical studies that are to be released to the market.
- Review all proposals for the Company to acquire new opportunities.

While the Committee bears the responsibilities set out above, the Committee serves an oversight role and is not accountable for managing the Company's day-to-day technical activities.

Approved by the Board on March 25, 2021