

Technical and Sustainability Committee

Charter

Purpose

The Technical and Sustainability Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of NiCAN Limited (“NiCAN”). The purpose of the Committee is to monitor and review the technical, community, environmental, health and safety policies, principles, practices and processes, corporate social responsibility practices, and monitor and review current and future regulatory issues relating to technical activities, sustainable development, environmental, health and safety, and corporate social responsibility matters.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Mandate.

Composition

The Committee shall be composed of two or more directors as designated by the Board from time to time. The members of the Committee and its chair shall be elected by the Board at the annual organizational meeting of the Board, and shall serve until: the next annual meeting of shareholders; they resign; their successors are duly appointed; or such member is removed from the Committee by the Board. If the Board fails to designate one member as the chair of the Committee (the “Chair”), the members of the Committee shall appoint the Chair from among its members.

Meetings

The Committee shall meet at least annually and otherwise at the discretion of the Chair or a majority of the members. The Committee shall ask the Chief Executive Officer to attend meetings other than in camera sessions of meetings and to provide information as necessary. The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties. In addition, the Committee may conduct selected site visits at NiCAN’s properties, as it determines necessary.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held at least once per year. The notice period may be waived by a quorum of the Committee.

Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee’s responsibilities shall include, but are not limited to:

- a. review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board;
- b. evaluate the functioning and effectiveness of the Committee and its members on an annual basis;
- c. review exploration programs, mine plans, etc. as appropriate;
- d. review mineral resources and reserves information for annual public disclosure prior to review by the Board;

- e. review and approve annual disclosure relating to NiCAN's sustainability, health, safety and environment, and corporate social responsibility policies and activities;
- f. review and monitor the sustainability, health, safety and environment policies and corporate social responsibility practices of NiCAN on behalf of the Board to ensure that NiCAN is in compliance with applicable laws and legislation;
- g. encourage, support, assist and counsel management through the Chief Executive Officer, as may be requested from time to time, in developing short and long-term policies and standards to ensure that the principles set out in the health, safety and environment policies are being adhered to and achieved;
- h. periodically review health, safety and environment response compliance issues and incidents to determine, on behalf of the Board, that NiCAN is taking all necessary action in respect of those matters and that NiCAN has been duly diligent in carrying out its responsibilities and activities in that regard;
- i. investigate, or cause to be investigated, any extraordinary negative health, safety and environment performance where appropriate;
- j. review results of operational, health, safety and environment audits and management's activities to maintain appropriate internal and external health, safety and environmental audits;
- k. identify the principle areas of health, safety and environment risks and impacts and ensure that sufficient resources are allocated to address these;
- l. record minutes of its meetings and report periodically to the Board on all matters and recommendations made by the Committee and at such other times as the Board may consider appropriate
- m. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board; and
- n. members of the committee may visit the site and provide the committee with an assessment, as required.

Approved by the Board on January 1, 2023.