



**CHARTER OF THE TECHNICAL, HEALTH, SAFETY,
ENVIRONMENTAL AND SUSTAINABILITY
COMMITTEE OF THE BOARD OF DIRECTORS**

As at April 20, 2026

1. PURPOSE

The overall purpose of the Technical, Health, Safety, Environmental and Sustainability Committee (the "**Committee**") of Clinch Resources Ltd. (the "**Corporation**") is to review and monitor:

- a) the technical aspects of the Corporation's business on behalf of the Board of Directors (the "**Board**");
- b) the activities of the Corporation as they relate to the health and safety of employees and consultants of the Corporation in the workplace;
- c) the environmental policies and activities of the Corporation on behalf of the Board;
- d) the goals, strategies, and commitments related to the sustainability of the Corporation's operations, including, but not limited to, climate risks and opportunities, human rights and human capital management, community and social impact, and diversity and inclusion; and
- e) other environmental, social, and governance matters as described herein that are not addressed by the Corporate Governance, Nominating and Compensation Committee of the Corporation.

2. COMPOSITION, PROCEDURES AND ORGANIZATION

- a) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders or until their successors are duly appointed.
- b) The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- c) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time, the majority of whom shall be "independent" (as defined under National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators). A Chair shall also be designated by the Board annually at the first meeting of the Board following the annual general meeting of shareholders or until the Chair's successor is duly appointed. The position description and responsibilities of the Chair are set out in Schedule "A" attached hereto.
- d) The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- e) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- f) The independent directors or non-management members of the Committee may meet at the end of each meeting without management and non-independent members present.

- g) The Committee shall meet at least semi-annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements.
- h) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone, video conference or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- i) The Committee shall have access to such officers and employees and to such information respecting the Corporation, and may engage independent consultants and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities; however, only doing so with the knowledge and approval of the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

a) Technical

- i) to review and monitor all technical activities of the Corporation on behalf of the Board as the Committee deems necessary;
- ii) to review any technical reports prepared for or on behalf of the Corporation; and
- iii) to report on a timely basis and at least annually to the Board on technical issues and on the advancement of the Corporation's properites.

b) Safety and Health

- i) to review and monitor the health and safety policies and activities of the Corporation on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Corporation's employees and consultants in the workplace and that established practices are applied;
- ii) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Corporation's policies related to the health and safety of its employees and consultants in the workplace are being adhered to and achieved;
- iii) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- iv) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Corporation.

c) Environmental Matters

- i) to review and monitor the environmental policies and activities of the Corporation on behalf of the Board;

- ii) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Code of Business Conduct and Ethics are being adhered to and achieved and that best practises are applied;
 - iii) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action reasonable in the circumstances to protect the environment and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
 - iv) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended in connection with (i) through (v) above; and
 - v) to report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Corporation for consideration and the manner of disposition.
- d) **Sustainability Matters**
- i) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Corporation in respect of meetings of the shareholders of the Corporation relating to sustainability;
 - ii) to oversee and advise the Board on the Corporation's goals, strategies, and commitments related to sustainability, including climate risks and opportunities, human rights and human capital management, community and social impact, and diversity and inclusion;
 - iii) to approve and oversee implementation of sustainability policies;
 - iv) to monitor the Corporation's performance related to its sustainability goals, strategies, and commitments;
 - v) to review and oversee the policies and procedures used to prepare sustainability related statements and disclosures, including, if applicable, preparation of the Corporation's annual sustainability report, and review such statements and disclosures before their publication;
 - vi) to oversee and advise the Board on the Corporation's sustainability related engagement efforts with shareholders and other key stakeholders, including, as applicable, proxy advisory firms, non-governmental organizations (NGOs), key ratings agencies and providers;
 - vii) to oversee and advise the Board on the Corporation's interactions with local communities, including consideration as to the capacity in which such community members may participate in the Corporation's operations;
 - viii) to ensure that local communities are engaged and informed from the earliest timeframe possible regarding the activities of the Corporation that could potentially impact such communities;
 - ix) to conduct impact evaluations of the proposed activities of the Corporation on Indigenous Peoples in consultation with Indigenous Peoples or their representatives and make necessary changes to avoid and minimize impacts and ensure appropriate restoration and/or compensation measures have been identified and included in the program design and financial analysis; and
 - x) to review and advise the Board on sustainability and related shareholder proposals.

SCHEDULE "A"

CLINCH RESOURCES LTD.

POSITION DESCRIPTION FOR THE CHAIR OF THE TECHNICAL, HEALTH, SAFETY, ENVIRONMENTAL AND SUSTAINABILITY COMMITTEE

1. GENERAL

The Chair of the Committee shall be the principal liaison between the Committee, the Board and where required, the senior management of the Corporation. The Chair of the Committee shall be primarily responsible for ensuring that the Committee fulfils its purpose, as described in the Charter of the Technical, Health, Safety, Environmental and Sustainability Committee.

2. DUTIES AND RESPONSIBILITIES

It shall be the duty of the Chair of the Committee to:

- a) ensure that members of the Committee regularly receive the information necessary for them to be able to meet their obligations as members of the Committee;
- b) ensure that meetings of the Committee are held as required and in any event not less than the number of meetings per year dictated by the Charter of the Technical, Health, Safety, Environmental and Sustainability Committee;
- c) be responsible:
 - i) for the preparation and dissemination of notices, agendas and meeting materials for all Committee meetings; and
 - ii) for chairing these meetings or designating the chair to another Committee member;
- d) to oversee the review, at least annually, by the Committee, the technical, environmental, sustainability and health and safety policies and activities of the Corporation, as applicable; and
- e) ensure that minutes are kept at each meeting of the Committee and that copies of all minutes are provided to all members of the Committee.

3. REPORTING

The Chair of the Committee shall report regularly to the Board on all matters within the authority and mandate of the Committee and at a minimum at each meeting of the Board.