

ARIZONA SONORAN COPPER COMPANY INC.

TECHNICAL AND SUSTAINABILITY COMMITTEE CHARTER

Adopted by the Board of Directors on June 21, 2021.

1. PURPOSE

The overall purpose of the Technical & Sustainability Committee (“**Committee**”) of Arizona Sonoran Copper Company Inc. (the “**Company**”) is to assist the Board of Directors of the Company (the “**Board**”) in fulfilling its oversight responsibilities with respect to: (i) technical matters relating to the Company’s exploration, development and mining activities;(ii) procedures for the preparation and disclosure of resource and reserve information(iii) exploration, development, and operating and production plans and budgets for proposed and existing operation of the Company; (iv) policies and practices regarding health, safety, environment and sustainability matters; (v) policies and practices regarding corporate social responsibility matters and compliance with the Company’s ESG strategy; and (iii) the Company’s public disclosure relating to health, safety, environment, social responsibility and sustainability matters.

2. COMPOSITION

2.1 Members

The Committee shall consist of not fewer than three and not more than five Members, who are directors of the Company. The Board shall appoint the members of the Committee annually, at the Board’s first meeting held following the annual general meeting of shareholders of the Company, to hold office for the ensuing year until their successor is appointed, or until they resign, cease to be a director or are removed or replaced by the Board. The Board may modify the membership of, or fill vacancies in the Committee by appointment from among the members of the Board.

2.2 Qualifications

All Members will have familiarity with matters within the scope of the Committee’s purpose, including a working knowledge of the mining industry. At least one member of the Committee should have extensive relevant background in the mining industry.

2.3 Chair

Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

2.4 Removal and Replacement

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Company. The Board may fill vacancies by appointment from among the Board. If, and whenever, a vacancy shall exist

on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

3. MEETINGS AND PROCEDURES

3.1 Meetings

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four (4) times per year.

3.2 Independent Meetings

The Committee members may meet in-camera, independently and with only members of the Committee in attendance, following most meetings of the Committee, or as necessary.

3.3 Quorum

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

3.4 Notice

Committee meetings shall be held from time to time and at such place as any member of the Committee shall determine with not be less than twenty-four (24) hours advanced notice. The notice period may be waived by all members of the Committee. Any member of the Committee call a meeting.

3.5 Participation

Members may participate in a meeting of the Committee in person or by means of telephone, web conference or other communication equipment. The Committee may invite such other directors, officers and employees of the Company and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

3.6 Agenda and Minutes

The Chair of the Committee, with the assistance of the Corporate Secretary, shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review. The Committee will keep minutes of its meetings which shall be available for review by the Board.

3.7 Voting

Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by written resolution signed by all of the members of the Committee and any such action shall be as effective as if it had been decided by a majority of the votes cast at a Committee meeting. In case of an equality of votes, the matter will be referred to the Board for decision.

3.8 Report to Board

The Committee shall report regularly to the entire Board. The Chair of the Committee shall report any decisions or significant matters to the Board at a duly called Board meeting.

3.9 Site Visits

The Committee members will endeavor to visit the Company's key property or properties annually as practicable, to meet local management and receive a review of operations.

3.10 Assessment of Charter and the Committee

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee and the Board shall assess the effectiveness of the Committee annually, with respect to this Charter and best practices.

4. ROLE AND RESPONSIBILITIES OF THE CHAIR

4.1 The Chair should:

- 4.1.1 provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- 4.1.2 chair meetings of the Committee and make periodic reports to the Board, as requested, on technical, operational, and health and safety matters relating to the Company;
- 4.1.3 ensure that the Committee meets on a regular basis and at least four times per year;
- 4.1.4 establish the agenda for each meeting of the Committee, with input from other Committee members and any other parties as applicable;
- 4.1.5 act as liaison and maintain communication with the Board to optimize and co-ordinate input from Board members, and to optimize the effectiveness of the Committee;
- 4.1.6 report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole;

- 4.1.7 ensure that the members of the Committee understand and discharge their duties and obligations;
- 4.1.8 foster ethical and responsible decision making by the Committee and its individual members;
- 4.1.9 together with Governance and Nominating Committee, oversee the structure, composition, membership, and activities delegated to the Committee from time to time;
- 4.1.10 ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently, and pre-approve work to be done for the Committee by consultants; and
- 4.1.11 facilitate effective communication between members of the Committee, management, and the Board.

5. DUTIES, POWERS AND RESPONSIBILITIES

5.1 Technical Duties and Responsibilities

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

- 5.1.1 review the assumptions and methodology underpinning the Company's mineral reserve and resource estimates and to recommend to the Board for approval any new, updated or annual statements of mineral reserves and resources;
- 5.1.2 review any draft technical reports, including the processes used to prepare such reports and to recommend to the Board for approval any technical report proposed to be filed by the Company;
- 5.1.3 review annual exploration, development and operating and production plans, together with reports, for proposed and existing material properties, and in the Committee's discretion, make recommendations to the Board for consideration;
- 5.1.4 review, monitor, and advise technical and operational matters on behalf of the Board (but not in replacement of the Board's jurisdiction to review and approve such matters), which include:
 - (a) guidance,
 - (b) the life of mine plan for each operating mine,
 - (c) periodic operations reports,

- (d) significant proposed and in-process capital expenditures on development activities, expansions, and other large capital projects,
- (e) closure plan for each operating mine and advanced development project, and
- (f) exploration, geological, mining, metallurgical and other technical issues of significant concern;

5.2 Health, Safety & Environmental Responsibilities

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

- 5.2.1 review, discuss activities as required in connection with the Company's Environmental, Sustainability and Governance Framework (the "**ESG Strategy**");
- 5.2.2 review and discuss with management the safety, health, environment and sustainability policies of the Company and, where appropriate, recommend revisions to those policies to the Board;
- 5.2.3 receive and review updates from management regarding the safety, health, environment and sustainability performance of the Company on behalf of the Board, to ensure that management is taking appropriate measures to comply with relevant laws and regulations concerning the Company's safety, health, environment and sustainability policies;
- 5.2.4 review and report to the Board on the results of any material safety, health, environment or sustainability incident at any of the Company's operations;
- 5.2.5 review and report to the Board on the results of any health, safety, environment and sustainability audits performed at any of the Company's operations;
- 5.2.6 review management's response to all health, safety, environment and sustainability audits and material incidents;
- 5.2.7 investigate, or cause to be investigated, material negative safety, health, environment or sustainability performance;
- 5.2.8 periodically review and report to the Board on the sufficiency of the resources available for carrying out the Company's health, safety, environment and sustainability responsibilities and obligations;
- 5.2.9 periodically review and report to the Board on the safety, health, environment and sustainability risks associated with the Company's operations, and the procedures and plans designed to manage and mitigate those risks;

- 5.2.10 periodically review management's assessment of trends and the impact of proposed laws, regulations and voluntary codes or initiatives affecting health, safety, environment and sustainability matters; and
- 5.2.11 periodically review management's plans and actions with respect to sustainable development and support for communities within the area of the Company's operations.

5.3 Corporate Social Responsibilities

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

- 5.3.1 ensuring management develops, adopts and implements social policies, programs, procedures and activities in communities where the Company conducts its business that are consistent with industry best practice and are aligned with the Company's ESG Strategy;
- 5.3.2 receiving reports from management on the Company's corporate social responsibility programs, including significant sustainable development, community relations and security policies and procedures;
- 5.3.3 satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the corporate social responsibility field and evaluates the impact on the Company; and
- 5.3.4 receiving reports from management on the Company's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.

5.4 Human Resources

- 5.4.1 The Committee's responsibilities with respect to Human Resources shall include overseeing the implementation of the Company's recruitment and retention objectives and corporate culture strategies. The Committee shall, where appropriate, report and make recommendations to the Board for approval.

5.5 General Matters

- 5.5.1 The Committee shall review the proposed disclosure in the Company's Annual Information Form that relates to all health, safety, environment, social responsibility and sustainability matters, and make recommendations to the Board for approval thereof;
- 5.5.2 Evaluate the function and performance of the Committee on an annual basis; and

- 5.5.3 Ensure that an appropriate risk management process exists to identify, assess and manage technical, operational, and health and safety risks; and

6. AUTHORITY

6.1 Access to Information

The Committee will be granted unrestricted access to all information required to undertake its responsibilities and all directors, officers and employees will be directed to cooperate as requested by members of the Committee.

6.2 Advisors

The Committee has the authority to retain and terminate, and to set and pay the compensation of independent experts and advisers if it considers this appropriate to assist the Committee in fulfilling its duties.

6.3 Delegation

The Committee has the power to delegate its authority and duties to a subcommittee or individual members of the Committee, as it deems appropriate.