



CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose of the Finance Committee

- 1.1. The Finance Committee is a committee of the Board of Directors (the "Board") of Crystal Peak Minerals Inc. (the "Company").
- 1.2. The primary function of the Finance Committee is to assist the Board in the oversight of the Company's capital structure, strategic financial planning, fundraising, investments, and other financial matters.

2. Composition

- 2.1. The Finance Committee shall consist of at least five directors.
- 2.2. The Board shall appoint the members of the Finance Committee ("Members").
- 2.3. The Members will be appointed to hold office until their successors are duly appointed.
- 2.4. The Board may remove a Member at any time and may fill any vacancy occurring on the Finance Committee.
- 2.5. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director.
- 2.6. All Members must possess the skills or experience relevant to the mandate of the Finance Committee and shall have a general familiarity with strategic financial planning, investments, corporate fundraising, and debt and equity instruments.

3. Meetings

- 3.1. The Finance Committee shall meet once quarterly, or more frequently as circumstances require.
- 3.2. Twenty-four (24) hours advance notice of each meeting will be given to each Member either orally, by telephone, by facsimile, or via email, unless all Members are present and waive notice; or if those absent waive notice before or after a meeting.



- 3.3. Members may attend meetings either in person or by conference call.
- 3.4. A quorum for the transaction of business at any meeting of the Finance Committee will be a majority of the Members, or such greater number as the Finance Committee shall by resolution determine.
- 3.5. Each Member shall have one vote. Decisions of the Compensation Committee shall be made by an affirmative vote of the majority.
- 3.6. Powers of the Finance Committee may be exercised by a written resolution signed by all Members.
- 3.7. If present, the Finance Committee Chair will act as the Chair of meetings of the Finance Committee. If the Chair is not present, then the Members present may select one of their number to act as Chair of the meeting.
- 3.8. If the Board has selected the Chair of the Finance Committee, the Chair shall have a deciding or casting vote in the case of an equality of votes.
- 3.9. If the Members have designated the Finance Committee Chair by majority vote of the full membership of the Finance Committee, the Chair shall not have a deciding or casting vote in the case of an equality of votes.
- 3.10. The Finance Committee may invite management, external financial consultants, or any persons it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Finance Committee, or to provide information as necessary.
- 3.11. In advance of regular meetings of the Finance Committee, management shall distribute to the Members; and to others, as deemed appropriate by the Finance Committee Chair; an agenda of matters to be addressed at the meeting together with all materials requested by the Finance Committee as well as any appropriate briefing materials.

4. Responsibilities and Duties

- 4.1. The responsibilities of the Committee include reviewing and, where appropriate, making recommendations to the Board with respect to:



- a) The Company's strategic financial planning; capital structure, including potential issuances of debt and equity securities and instruments; credit agreements and material changes thereto; and short-term investments.
- b) Strategic policy plans and transactions including mergers, acquisitions, and divestitures as well as joint ventures and other equity investments.
- c) Customer financing activities and funding plans of the Company and its subsidiaries.
- d) Significant financial exposures and contingent liabilities of the Company, including the use of derivatives and other risk management techniques.
- e) Major insurance programs.
- f) Employee benefit plan trust investment policies, administration, and performance; and
- g) Investor profiles and related investor relations programs.

5. Reporting

- 5.1. The Chairman will report to the Board on the Finance Committee's activities since the last Board meeting. Upon request, the Secretary will circulate the minutes of each meeting of the Finance Committee to the members of the Board.

6. Access to Information and Reporting

- 6.1. The Finance Committee will be granted unrestricted access to all corporate financial information as well as to all directors, officers, employees, consultants, and contractors. The Finance Committee has the authority to retain, at the Company's expense, independent legal, financial, and other advisors as well as other consultants and experts to assist the Finance Committee in fulfilling its duties and responsibilities.

7. Annual Review

- 7.1. The Finance Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for consideration.