



CHARTER OF THE TECHNICAL ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose of the Technical Committee

- 1.1. The Technical Committee is a committee of the Board of Directors (the "Board") of Crystal Peak Minerals (the "Company").
- 1.2. The primary function of the Technical Committee is to assist the Board in fulfilling its technical, exploration, permitting, development, and related oversight responsibilities with respect to:
 - a) Reviewing technical matters relating to exploration, development, permitting, resources and reserves on mineral properties, as well as other technical and operational aspects of mining activities;
 - b) Reviewing material technical commercial arrangements regarding EPC, EPCM, and related engineering and construction activities;
 - c) Reviewing operating and production plans for proposed and existing operating mines;
 - d) Approving the annual project operating and capital expenditure budgets and changes to such budgets;
 - e) Reviewing due diligence in the development, implementation, and monitoring of systems and programs for the management and compliance within applicable law related to health, safety, environment, and social responsibility; and
 - f) Ensuring that Crystal Peak Minerals implements best-in-class property development and operating practices.

2. Composition

- 2.1. The Technical Committee will consist of at least five directors.
- 2.2. The Board shall appoint the members ("Members") of the Technical Committee.



- 2.3. All Members must generally possess the skills or experience relevant to the mandate of the Technical Committee and shall have a general familiarity with mining, safety, environmental, and social responsibility.
- 2.4. The Members will be appointed to hold office until their successors are duly appointed.
- 2.5. The Board may remove a Member at any time and may fill any vacancy occurring on the Technical Committee.
- 2.6. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director of the Company.

3. Meetings

- 3.1. The Technical 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 Technical Committee will be a majority of the Members, or such greater number as the Technical 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 Technical Committee may be exercised by a written resolution signed by all Members.
- 3.7. If present, the Technical Committee Chair will act as the Chair of meetings of the Technical 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 Technical 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 Technical Committee Chair by majority vote of the full membership of the Technical Committee, the Chair shall not have a deciding or casting vote in the case of an equality of votes.
- 3.10. The Technical Committee may invite any persons it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Technical Committee.
- 3.11. The Technical Committee may require management of the Company to produce information and reports regarding technical, exploration, permitting, development, and related activities that the Technical Committee deems appropriate in order to fulfill its duties.
- 3.12. In advance of regular meetings of the Technical Committee, management shall distribute to the Members; and to others, as deemed appropriate by the Technical Committee Chair; an agenda of matters to be addressed at the meeting together with all materials requested by the Technical Committee, as well as any appropriate briefing materials.

4. Duties and Responsibilities

- 4.1. The Technical Committee will have the following duties and responsibilities:
 - a) Technical Activities – Review technical aspects of the Company’s exploration, development, permitting, construction, and mining programs; and, in the Technical Committee’s discretion, make recommendations to management and to the Board for consideration.
 - b) Construction Agreements – Review material commercial proposals for EPC, EPCM, and other contractual arrangements for the exploration and development of mineral resource properties and, in the Technical Committee’s discretion, make recommendations to the Board for consideration.
 - c) Mine Exploration and Development Programs – Review material proposals for mine exploration and development programs and, in the Technical Committee’s discretion, make recommendations to the Board for its consideration.
 - d) Mining Operations – Review material operating and production plans, together with operating reports, for all proposed and existing operating



mines and, in the Technical Committee's discretion, make recommendations to the Board for consideration. In addition, the Technical Committee will review operating and production plans for proposed and existing operating mines.

- e) Resources and Reserves – Review all resource and reserve estimates for the Company's mineral resource properties; review management's procedures for the disclosure of resource and reserve information; and review compliance of such disclosure with regulatory and listing requirements.
- f) Policy Review – At least annually, review the adequacy of the Company's safety, environment, and social responsibility policies and, in the Technical Committee's discretion, recommend to the Board any changes that are necessary to keep pace with health, safety, environmental, and social responsibility trends, or with developments in the international mining industry.
- g) Policy Compliance – As deemed appropriate by the Board, or at least annually during construction and production, the Technical Committee shall:
 - i) monitor the Company's programs and procedures related to safety, environment, and social responsibility to ensure compliance with applicable laws and regulations, and management's assessment of the impact of proposed or enacted laws and regulations;
 - ii) Review management's assessment of the impact of proposed or enacted laws, regulations, international treaties, and voluntary codes and initiatives related to safety, environment, and social responsibility; and
 - iii) Report to the Board on the sufficiency of resources available for carrying out the Company's health, safety, environmental and social responsibility obligations.

5. Performance and Audit

- 5.1. As deemed appropriate by the Board, and at least annually during construction and production, the Technical Committee shall review an annual health, safety,



environment and social responsibility performance report together with any other reports the Technical Committee deems appropriate.

6. Risk Management

- 6.1. Regularly review the health, safety and environmental risks arising from the Company's operations, the procedures and management plans designed to manage and mitigate such risks, and management's reports on those matters.

7. Investigations

- 7.1. Direct and supervise the investigation into any matter brought to its attention within the scope of its duties.

8. Reporting

- 8.1. The Chairman will report to the Board at each Board meeting on the Technical Committee's activities since the last Board meeting. On request, the Secretary will circulate the minutes of each meeting of the Technical Committee to the members of the Board.

9. Access to Information and Reporting

- 9.1. The Technical Committee will be granted unrestricted access to all information regarding the Company. All directors, officers, employees, consultants, and contractors will be directed to cooperate with Members.
- 9.2. The Technical Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Technical Committee in fulfilling its duties and responsibilities.

10. Annual Review of Charter

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