



CHARTER OF THE TECHNICAL ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose of the Technical Advisory Committee

- 1.1. The Technical Advisory Committee is a committee of the Board of Directors (in aggregate, the **Board**; or individually **Director** or **Directors**) of Crystal Peak Minerals Inc. (the **Company**).
- 1.2. The primary functions of the Technical Advisory Committee (**Committee**) are to assist the Board in its oversight of technical, exploration, permitting, development, and related 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 the Company implements best-in-class property development and operating practices.

2. Composition

- 2.1. The Committee shall consist of at least five directors.
- 2.2. The Board shall appoint the chair of the Committee (the **Chair**) as well as the members of the Committee (the **Members**) after the annual general meeting of shareholders of the Company each year.
- 2.3. The Members shall be appointed to hold office until the next annual general meeting of shareholders of the Company, or 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 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 generally possess the technical and financial skills or experience relevant to the mandate of the Committee.

3. Meetings

- 3.1. The Committee shall meet once quarterly, or more frequently as circumstances require.
- 3.2. In order to properly constitute a meeting, not less than forty-eight (48) hours advance notice of each meeting shall be given to each Member before the time when the meeting is to be held. Notice may be given orally, by telephone, by facsimile, via email, or by electronic calendar invitation.
- 3.3. The notice of a meeting need not specify the purpose of, or the business to be transacted at, the meeting.
- 3.4. If all Members are present at a meeting and waive notice, or if those absent from the meeting waive notice either before or after a meeting, then that meeting shall be deemed properly constituted.
- 3.5. A Member who desires to waive notice after a meeting may review the draft meeting minutes prior to deciding to waive notice.
- 3.6. Members may attend meetings either in person or by teleconference. If Members attend via teleconference, the Chair will call roll to establish that a quorum of the Members is present in person or telephonically, and shall confirm that each Member is able to communicate simultaneously and instantaneously.
- 3.7. A quorum for the transaction of business at any meeting shall be a majority of the Members, or such greater number as the Committee shall by resolution determine.
- 3.8. Each Member shall have one vote. Decisions of the Committee shall be made by an affirmative vote of the majority.
- 3.9. Powers of the Committee may be exercised by a written resolution signed by all Members.



- 3.10. If present, the Chair will act as the chair of Committee meetings. If the Chair is not present, the Members may select one of their number to act as the chair of that meeting by majority vote of the quorum of Members present at that meeting.
- 3.11. The Chair shall have a deciding or casting vote in the case of an equality of votes. If the Members have designated a Committee chair for a meeting, that chair shall not have a deciding or casting vote in the case of an equality of votes
- 3.12. Upon request, and in advance of regular meetings of the Committee, management shall distribute to the Members, as well as to others, as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with all materials requested by the Committee and any appropriate briefing materials.
- 3.13. The Committee may invite management, 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 Committee, or to provide information as necessary.
- 3.14. The Committee may require management of the Company to produce information and reports regarding technical, exploration, permitting, development, and related activities that the Committee deems appropriate in order to fulfill its duties.

4. Duties and Responsibilities

- 4.1. The 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 Advisory 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) Annual Budget – Review and approve the annual operating and capital expenditure budgets and changes to such budgets.

5. Performance and Audit

- 5.1. As deemed appropriate by the Board, or at least annually during construction and production, the Technical Advisory Committee shall:
 - a) 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;
 - b) 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
 - c) Report to the Board on the sufficiency of resources available for carrying out the Company’s health, safety, environmental and social responsibility obligations.

6. Risk Management

- 6.1. As deemed appropriate by the Board, or at least annually:
 - a) Review the health, safety and environmental risks arising from the Company’s operations.
 - b) Review 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. If requested by the Board chair, the Chair will report to the Board on the Committee's activities since the last Board meeting. Upon request by the Board chair, the secretary for any meeting of the Committee will circulate the minutes for that meeting to the Board.

9. Access to Information

- 9.1. The Committee shall be granted unrestricted access to all corporate technical information as well as to all Directors, officers, employees, consultants, and contractors.
- 9.2. Following commercially reasonable guidelines, the Committee has the authority to retain, at the Company's expense, independent legal, technical, and other advisors as well as other consultants and experts to assist the Committee in fulfilling its duties and responsibilities.

10. Annual Review

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