

Title:	Technical, Safety and Sustainability Committee Charter		
Prepared by:	Technical, Safety and Sustainability Committee	Date last reviewed:	March 24, 2020
Approved by:	Board of Directors	Date approved:	March 24, 2020

1. PURPOSE

The Technical, Safety and Sustainability Committee (the "**Committee**") of Karora Resources Inc. (the "**Corporation**") has been established by the Board of Directors of the Company (the "**Board**") and is appointed by the Board to assist the Corporation and the Board in fulfilling their respective obligations relating to technical, health and safety, environmental and social matters concerning the Corporation.

2. COMPOSITION

2.1 Members

The Committee shall consist of as many members as the Board shall determine, but in any event, not fewer than three (3) members. The Board shall appoint the members of the Committee annually. 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

The Committee members shall have adequate and sufficient experience with mineral exploration mine development and operations, including disclosure of mineral exploration results, health, safety, environmental and sustainability practices and legislation for the mineral sector. At least one member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees*.

2.3 Chair

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall be an independent non-executive member of the Board.

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 Corporation. The Board may fill vacancies on the Committee by election 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. If, and whenever, vacancies shall exist on the Committee, the remaining

members may exercise all its powers so long as a quorum remains or a Reduced Quorum (defined below) is present in respect of a specific Committee meeting.

3. OPERATIONS

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 independently, with only members of the Committee, following every meeting of the Committee, or more frequently, if 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. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, then, at the discretion of the members then present, the quorum for the adjourned meeting shall consist of the members then present (a "**Reduced Quorum**").

3.4 Notice

Committee meetings shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members which shall not be less than twenty-four (24) hours. The notice period may be waived by all members of the Committee. The Chair or the Chief Executive Officer shall be entitled to request that 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 Corporation 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

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. Except in exceptional circumstances, draft minutes of each meeting of the Committee shall be circulated to the Committee for review within 14 days following the date of each such meeting.

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 an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose. 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 prepare and deliver the report to the Board. The Committee's report by the Chair may be a verbal report delivered to the Board at a duly called Board meeting.

3.9 Assessment of Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

4. AUTHORITY

4.1 The Committee has the authority to:

- 4.1.1 engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
- 4.1.2 determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
- 4.1.3 conduct any investigation considered appropriate by the Committee;
- 4.1.4 request any officer or other employee of, or outside counsel for, the Corporation, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and

4.1.5 report detailing observations made relating to any of those matters under the authority of the Committee which may result from a visit to Company projects.

5. CHAIR

5.1 The Chair should:

5.1.1 provide leadership to the Committee and oversee the functioning of the Committee;

5.1.2 chair meetings of the Committee (unless not present), including in-camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;

5.1.3 ensure that the Committee meets at least four times per financial year of the Corporation, and otherwise as is considered advisable;

5.1.4 in consultation with the Chairman of the Board, the Lead Director of the Board (the "**Lead Director**"), if any, and the members of the Committee, establish dates for holding meetings of the Committee;

5.1.5 set the agenda for each meeting of the Committee with input from other members of the Committee, the Chairman of the Board, the Lead Director, if any, and any other appropriate individuals;

5.1.6 ensure that Committee materials are available to any director upon request;

5.1.7 act as a liaison, and maintain communication, with the Chairman of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;

5.1.8 report annually to the Board on the role, mandate, and effectiveness of the Committee, in respect of contributing to the objectives of the Board and the Corporation;

5.1.9 assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;

5.1.10 foster ethical and responsible decision making by the Committee;

5.1.11 together with the Corporate Governance Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;

5.1.12 ensure appropriate information is requested from the officers of the Corporation and is provided to the Committee to enable it to function effectively and comply with this mandate;

5.1.13 ensure that appropriate resources and expertise are available to the Committee;

- 5.1.14 ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with applicable laws;
- 5.1.15 facilitate effective communication between the members of the Committee and the officers of the Corporation;
- 5.1.16 attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee; and
- 5.1.17 perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

6. RESPONSIBILITIES

The Committee is responsible for the following:

6.1 Technical

- 6.1.1 Reviewing and approving the Corporation's mandates and policies relating to all technical matters;
- 6.1.2 Providing technical oversight in connection with the Corporation's exploration, development and operational activities;
- 6.1.3 Reviewing with management the mid to long-term technical risks and opportunities associated with its business and ensuring that the Board is made aware of these risks and/or opportunities;
- 6.1.4 Discussing with management, and reporting to the Board as appropriate, any exploration, geological, mining, metallurgical and other technical issues of significance that may require the attention of the Board;
- 6.1.5 In cooperation with management, assessing the availability of the technical skills within the Corporation, or available to the Corporation, and advising the Board on whether training or other means are necessary or desirable to supplement the skill base of the Corporation;
- 6.1.6 Reviewing the technical and budget issues associated with projects, acquisitions and/or dispositions with respect to their potential impacts on the Corporation, and reporting such to the Board;
- 6.1.7 Reviewing the annual operating report of management and the Corporation's performance against the annual operating and strategic plan of the Corporation and reporting to the Board thereon;

- 6.1.8 Reviewing technical reports prepared for the Corporation under National Instrument 43-101 on properties material to the Corporation and news releases announcing technical results relating to one or more properties material to the Corporation;
- 6.1.9 Reviewing with management the technical development and review of major active projects of the Corporation; and
- 6.1.10 Consulting with management, as requested from time to time, on corporate development initiatives.

6.2 Health and Safety

- 6.2.1 Overseeing the Corporation's mandates and policies relating to all health and safety matters;
- 6.2.2 Ensuring that the Corporation provides training opportunities, instruction and equipment to its employees and promotes regulatory awareness to enable work in a manner that is safe for the workers and their colleagues;
- 6.2.3 Reviewing from time to time, and recommending to the Board for approval changes in or additions to the occupational health and safety policies, standards, accountabilities and programs of the Corporation in the context of competitive, legal and operational considerations;
- 6.2.4 Reviewing reports on the nature and extent of the compliance or any non-compliance of the Corporation with the occupational health and safety policies, standards, accountabilities and programs of the Corporation and occupational health and safety legislation applicable to the Corporation, monitoring the correction of any deficiencies and reporting to the Board on the status of such matters; and
- 6.2.5 Reviewing such other occupational health and safety matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

6.3 Social and Sustainability

- 6.3.1 Review management reports on sustainability, environmental and social matters, including local community engagement activities, including the Company's record of performance on social and environmental matters, along with any proposed actions based on the record of performance.
- 6.3.2 Review with management the Company's goals, policies and programs relative to sustainability issues.
- 6.3.3 Review the results of any sustainability and environmental audits.
- 6.3.4 Make inquiries of management concerning the Company's compliance with its goals, policies, and programs and with applicable laws, rules, regulations and standards of

corporate conduct, and make recommendations to the Board of Directors as the Committee determines appropriate.

6.3.5 Confirm that management has in place compliance procedures that:

- (a) allow the Company to respond to social and environmental violations and incidents in a timely and effective manner;
- (b) allow the Committee and the Board of Directors to receive adequate notification of such violations and incidents and
- (c) promote accountability, the avoidance of incidents and violations and improvements in the future.

6.3.6 Review with management the following items as they relate to social, sustainability and environmental matters:

- (a) the Company's policies with respect to risk assessment and risk management;
- (b) the steps management has taken to monitor and control environmental risk exposures; and
- (c) the effect of relevant regulatory initiatives and trends.

6.3.7 Advise the Board of Directors regularly of significant developments in the course of performing the above duties, including reviewing with the full Board of Directors any issues that arise with respect to the Company's compliance with legal or regulatory requirements.

6.4 Other Responsibilities

6.4.1 The members of the Committee should make periodic site visits, as considered appropriate, in order to become familiar with the nature of the operations of the Corporation, and to review relevant objectives, procedures and performance with respect to technical, health, safety, environmental and social matters. A minimum of one annual meeting of the Committee shall be held at one (or more) of the Corporation's property assets. Individual members of the Committee or any members of the Board who visit the Corporation sites may conduct ad hoc inspections and provide reports to the Committee for consideration.

6.4.2 The Committee should review and assess the adequacy of this mandate from time to time, at least once annually, and submit any proposed amendments to the Board for consideration.

6.4.3 The Committee should perform any other activities consistent with this mandate and applicable laws as the Committee or the Board considers advisable.