



# HEALTH & SAFETY AND TECHNICAL COMMITTEE CHARTER

Dated July 15, 2024

**TABLE OF CONTENTS**

	<b>Page</b>
I. Purpose .....	2
II. Reporting.....	2
III. Composition of Committee .....	2
IV. Chair .....	3
V. Secretary .....	4
VI. Meetings .....	4
VII. Quorum and Voting.....	4
VIII. Meeting Agendas .....	4
IX. Records.....	5
X. Duties and Responsibilities.....	5
A. Oversight of Health & Safety matters .....	5
B. Oversight of Technical Matters .....	6
XI. Limitation on the oversight role of the HST committee .....	7
XII. Evaluation of the HST Committee .....	7
XIII. Resources and Authority .....	8
XIV. Review .....	8
XV. Effective Date .....	8

## I. PURPOSE

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The health & safety and technical committee (the “**HST Committee**”) is a committee of the board of directors (the “**Board**”) of G Mining Ventures Corp. (the “**Corporation**”). The purpose of the HST Committee is to assist the Board in its oversight responsibilities relating to occupational health and safety, loss prevention and operational security issues relating to the Corporation, including compliance with laws and regulations, notably by:

1. providing advice and recommendations to management on occupational health and safety, loss prevention issues and operational security; and
2. assisting the Board in its oversight of the Corporation’s (i) compliance with regulations and policies that provide for guidelines, procedures, processes and standards to follow in accomplishing the Corporation’s goals and objectives relating to occupational health and safety, loss prevention issues and operational security, and (ii) management of risks related thereto.

The HST Committee is also responsible for overseeing the Corporation’s:

1. material activities related to the Corporation’s development projects and exploration activities, and monitoring key legislation, regulations and government policies that may impact its business strategy and activities;
2. overall process relating to reporting on the quantity and quality of its mineral reserves and resources, including its process for identifying and managing technical risks (the latter in conjunction with the audit & risk committee of the Board (the “**Audit Committee**”));
3. process of preparing, drafting and reviewing any technical report prepared in accordance with *Regulation 43-101 respecting Standards of Disclosure for Mineral Projects* (a “**43-101 Technical Report**”), and for making recommendations in respect thereof to the Board; and
4. material activities related to new projects and project development.

The composition and meetings of the HST Committee are subject to the requirements set forth in the articles and by-laws of the Corporation, as well as in applicable laws and the rules of the exchange on which the securities of the Corporation are trading. The present charter is not intended to limit, enlarge or change in any way the responsibilities of the HST Committee as determined by such articles, by-laws, applicable laws and the exchange rules.

## II. REPORTING

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The HST Committee will report to the Board.

## III. COMPOSITION OF COMMITTEE

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The HST Committee shall consist of such number of directors, in no event to be less than three, as the Board may determine from time to time by resolution. A majority of the members of

the HST Committee shall meet the independence requirements within the meaning of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*, and under other applicable laws, rules and regulations and listing requirements as determined by the Board.

Each member of the HST Committee shall continue to be a member until the next annual meeting of the shareholders of the Corporation or until a successor is appointed, unless the member resigns, is removed or ceases to be a director of the Corporation. The Board may fill a vacancy that occurs in the HST Committee at any time.

#### IV. CHAIR

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The chair of the HST Committee (the “**Chair**”) shall be designated by the Board.

The Chair leads the HST Committee in all aspects of its work and is responsible to effectively manage the affairs of the HST Committee and ensure that it is properly organized and functions efficiently. In addition to the responsibilities set forth in the position description of the committee chair adopted by the Board, which may be amended from time to time, the Chair shall:

- A. provide leadership to enable the HST Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this charter and as otherwise may be appropriate;
- B. in consultation with the chair of the Board, the lead director of the Board (the “**Lead Director**”), and the chief executive officer of the Corporation (the “**CEO**”), as applicable, ensure that there is an effective relationship between management and the members of the HST Committee;
- C. chair meetings of the HST Committee;
- D. in consultation with the chair of the Board, the Lead Director, the CEO, the corporate secretary of the Corporation (the “**Corporate Secretary**”) and other executive officers, determine the frequency, dates and locations of meetings of the HST Committee;
- E. in consultation with management and any person(s) designated by the CEO as responsible for the Corporation’s health & safety and technical matters, review the annual work plan and the meeting agendas to ensure that all required business is brought before the HST Committee to enable it to efficiently carry out its duties and responsibilities;
- F. in consultation with the chair of the Board and the Lead Director, ensure that all items requiring the HST Committee’s approval are appropriately tabled;
- G. ensure the proper flow of information to the HST Committee and review, with the CEO, the Corporate Secretary and other executive officers, the adequacy and timing of materials in support of management’s proposals;

H. report to the Board on the matters reviewed by, and on any decisions or recommendations of, the HST Committee at the next meeting of the Board following any meeting of the HST Committee; and

I. carry out any special assignments or any functions as requested by the Board.

If the Chair is not present at a meeting of the HST Committee, the members of the HST Committee may designate an interim chair for the meeting by majority vote of the members present.

## **V. SECRETARY**

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Unless otherwise determined by resolution of the Board, the Corporate Secretary or his or her delegate shall act as secretary for all meetings and proceedings of the HST Committee, provided that if the Corporate Secretary is not present, the Chair may appoint a secretary for the meeting with the consent of the HST Committee members who are present.

## **VI. MEETINGS**

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The Chair, in consultation with the HST Committee members, shall determine the schedule and frequency of the HST Committee meetings, provided that the HST Committee will meet at least two times in each fiscal year. The HST Committee shall have the authority to convene additional meetings as circumstances require.

Proceedings and meetings of the HST Committee are governed by the provisions of the by-laws of the Corporation relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this charter and the other procedures adopted by the Board with respect to a committee's composition and organization.

All members of the HST Committee are expected to attend all meetings and review, in advance, the meeting materials.

## **VII. QUORUM AND VOTING**

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Unless otherwise determined from time to time by resolution of the Board, the quorum at any meeting of the HST Committee is a majority of members in office. For any meeting(s) at which the Chair is absent, the chair will be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by members of the HST Committee, except where only two members are present, in which case any question shall be decided unanimously.

## **VIII. MEETING AGENDAS**

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Agendas for meetings of the HST Committee shall be developed by the Chair in consultation with management and the Corporate Secretary and shall be circulated to HST Committee members as far in advance of each HST Committee meeting as is reasonable.

## **IX. RECORDS**

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The HST Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly to the Board on its activities and recommendations, as appropriate.

## **X. DUTIES AND RESPONSIBILITIES**

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In furtherance of its purpose, the HST Committee shall perform the functions customarily performed by health & safety and technical committees and any other functions assigned by the Board and shall assume the specific duties and responsibilities listed below. The enumerated responsibilities are not meant to restrict the HST Committee from examining any other matters related to its purpose.

### **A. OVERSIGHT OF HEALTH & SAFETY MATTERS**

The HST Committee shall:

1. review with management the Corporation's goals, policies and programs relative to occupational health and safety, loss prevention issues and operational security;
2. review with management the following items as they relate to occupational health and safety, loss prevention issues and operational security:
  - a. the Corporation's policies with respect to risk assessment and risk management;
  - b. the Corporation's major risk exposures;
  - c. the steps management has taken to monitor and control such exposures;
  - d. the effect of relevant regulatory initiatives and trends; and
  - e. all material claims, demands and legal proceedings against the Corporation, if any;
3. review with management, on a quarterly basis, the Corporation's record of performance on occupational health, safety, loss prevention and operational security matters, including innovation and benchmarking against peer performance, along with any proposed recommendations or actions based on the record of performance;
4. make inquiries of management and make recommendations to the Board concerning the Corporation's compliance with applicable laws, rules, regulations and with standards of corporate conduct relating to occupational health and safety, as the HST Committee determines appropriate;
5. review with management certain audit plans and any significant findings and management's response thereto related to occupational health and safety, loss prevention issues and operational security issues, as the HST Committee and the Audit Committee determine appropriate;

6. apprise the Board regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the Corporation's compliance with legal or regulatory requirements;
7. apprise the Audit Committee of significant changes in financial risk exposures or potential accruals for contingent liabilities or disclosure issues relating to occupational health and safety, loss prevention issues and operational security;
8. prepare reports or assessments from time to time, at the HST Committee's discretion, regarding the Corporation's or the HST Committee's activities relating to occupational health and safety, loss prevention issues and operational security;
9. provide oversight of the assessment of the Corporation's performance as it relates to occupational health and safety, loss prevention issues and operational security, to be presented in a public report, and engage independent experts or advisors, to the extent it is deemed necessary by the HST Committee in connection therewith, who have recognized expertise in these areas;
10. review public reporting relating to the Corporation's occupational health and safety, loss prevention issues and operational security;
11. review technology initiatives in connection with occupational health and safety, loss prevention issues and operational security, as the Board or the HST Committee deems appropriate; and
12. review, on an annual basis, the health & safety key performance indicators that will form part of the corporate objectives in respect of which the management team will be assessed, and make recommendations in respect thereof to the remuneration committee of the Board.

## **B. OVERSIGHT OF TECHNICAL MATTERS**

The HST Committee shall:

1. obtain from management regular reports on the key government legislation, regulations and policies that may have a material impact, from a technical standpoint, on the Corporation's activities in countries where it operates;
2. review the qualifications of the person that management has selected or appointed to be the internal qualified person (the "QP") to report on reserves and resources, and review the technical qualifications and the independence of any external independent reserves and resources auditor selected by management; determine whether there are any restrictions affecting the ability of either of the foregoing being able to provide an unqualified report and assist with resolving any differences between the QP, any external auditor and management, where appropriate;

3. review the scope of the Corporation's mineral reserves and resources assessments having regard for legal or regulatory matters, industry practice and procedures relating to the disclosure of information on mining activities; review the scope of any 43-101 Technical Report prepared by management;
4. consider and discuss with management, and independently with the QP and, if warranted, the external auditor, the material assumptions, operating parameters and methods used in establishing the mineral reserve and resources estimate;
5. review and recommend the annual reserves and resources disclosure to the Board for approval;
6. review material proposals for mining capital programs, including major assumptions;
7. review, as appropriate, the technical aspects of the Corporation's material exploration, development, construction and mining projects;
8. discuss with management any exploration, geological, mining, metallurgical or other technical issues of significant concern; and
9. consider and, if warranted, request post investment review relating to operational, technical, development and exploration matters in consultation with management; such reviews should be requested when a capital project is significantly outside of budget.

#### **XI. LIMITATION ON THE OVERSIGHT ROLE OF THE HST COMMITTEE**

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Nothing in this charter is intended, or may be construed, to impose on any member of the HST Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the HST Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information and the accuracy of the information provided to the Corporation by such persons or organizations.

#### **XII. EVALUATION OF THE HST COMMITTEE**

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The HST Committee shall, on an annual basis, evaluate and review with the Board its performance as a whole, as well as the performance of each individual member while taking into account: (i) in the case of the HST Committee as a whole, the present charter, and (ii) in the case of an individual member, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the HST Committee.



### **XIII. RESOURCES AND AUTHORITY**

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The HST Committee shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management. The HST Committee shall have the authority, without seeking approval of the Board or management, to set and pay the compensation for any such outside consultants, independent legal counsel and other advisors and experts employed by the HST Committee in connection with carrying out its duties.

The HST Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and shall have direct access to, and the authority to communicate directly with, counsel of the Corporation and other officers and employees of the Corporation.

### **XIV. REVIEW**

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The HST Committee will, from time to time, review and assess the adequacy of this charter and recommend to the Board any proposed changes for consideration. The Board may amend this charter, as required.

### **XV. EFFECTIVE DATE**

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This charter was adopted by the Board on July 15, 2024.