

## **NEVADA COPPER CORP.**

### **HEALTH, SAFETY, ENVIRONMENTAL AND TECHNICAL COMMITTEE CHARTER**

#### **1. PURPOSE OF THE POLICY**

- 1.1 The board of directors (the “Board”) of Nevada Copper Corp. (the “Company”) has established the Health, Safety, Environment and Technical Committee (the “Committee”) to assist the Board in fulfilling its responsibilities and to:
- (a) review and approve of environmental policies and monitor activities of the Company as they relate to environmental matters;
  - (b) review and monitor the activities of the Company as they relate to the health and safety of employees of the Company in the workplace;
  - (c) oversee technical matters relating to exploration, development, permitting, construction and operation of the Company’s mining activities;
  - (d) review and approve resource and reserve estimates on the Company’s mineral resource properties;
  - (e) review and approve material technical commercial arrangements regarding construction and development activities; and
  - (f) review and approve operating and production plans for proposed and existing operating mines.

#### **2. COMPOSITION, PROCEDURES AND ORGANIZATION**

- 2.1 The Committee shall be comprised of at least 3 directors of which at least 2 directors will have technical experience in mine development or geological or engineering expertise. Each Committee member should be familiar with the Company’s Corporate Governance practices.
- 2.2 The Board, at its annual organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee (the “Members”). The Members shall serve on the Committee until they resign, cease to be a director, or are removed or replaced by the Board.
- 2.3 The Board shall designate one of the Members as Chair of the Committee (the “Chair”), provided that if the Board has not designated a Chair, then the Committee members may elect one of the members as Chair.
- 2.4 The Members shall appoint, from among their number, a secretary of the Committee (the “Secretary”).

#### **3. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee shall be as follows:

### 3.1 **Employees' Health and Safety**

- (a) to review and monitor the health and safety policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Company's employees in the workplace;
- (b) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Company's policies related to the health and safety of its employees in the workplace are being adhered to and achieved;
- (c) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- (d) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company; and
- (e) to develop a calendar of activities to be undertaken by the Committee for each ensuing year related to employees' health and safety and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders.

### 3.2 **Environmental Matters**

- (a) to review and monitor the environmental policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with applicable environmental laws and legislation;
- (b) to discuss with management and the independent engineers the quality and acceptability of the Company's environmental and safety policies;
- (c) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Company's Environmental Policy Statement are being adhered to and achieved;
- (d) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- (e) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- (f) to report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Company for consideration and the manner of disposition; and
- (g) to develop a calendar of activities to be undertaken by the Committee for each ensuing year related to environmental matters and to submit the calendar in the

appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders.

### **3.3 Technical Activities**

- (a) to review the technical aspects of the Company's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- (b) to review all resource and reserve estimates for the Company's mineral resource properties, management's procedures for the disclosure of resource and reserve information and the compliance of such disclosure with regulatory requirements;
- (c) to review major commercial arrangements for construction and development activities planned for the development of mineral resource properties and, in the Committee's discretion, make recommendations to the Board for consideration;
- (d) to review all material proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration; and
- (e) to review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Committee's discretion, make recommendations to the Board for consideration.

## **4. Authority**

- 4.1 The Committee is authorized to carry out its responsibilities as set out in this Charter, and to make recommendations to the Board arising therefrom.
- 4.2 The Committee is authorized to invite officers and employees of the Company and outsiders with relevant experience and expertise, to attend or participate in its meetings and proceedings, if it considers this appropriate.
- 4.3 The Company shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

## **5. Meetings and Proceedings**

- 5.1 The Committee shall meet as frequently as required, but not less than twice each year and preferably each quarter.
- 5.2 Any Member may call a meeting of the Committee.
- 5.3 The agenda of each meeting of the Committee will include input from the directors, officers and employees of the Company as appropriate. Meetings will include presentations by management, or professional advisers and consultants when appropriate, and allow sufficient time to permit a full and open discussion of agenda items.

- 5.4 Unless waived by all Members, a notice of each meeting of the Committee confirming the date, time, place, and agenda of the meeting, together with any supporting materials, shall be forwarded to each Member at least three days before the date of the meeting.
- 5.5 The quorum for each meeting of the Committee is a majority of the Members. The Chair of the Committee shall chair each meeting of the Committee. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.
- 5.6 The Chair of the Committee or his delegate shall report to the Board following each meeting of the Committee.
- 5.7 The Secretary or his delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Company after preliminary approval thereof by the Chair of the Committee.
- 5.8 An individual who is not a Member may be invited to attend a meeting of the Committee for all or part of the meeting.
- 5.9 The Committee shall meet regularly alone to facilitate full communication.

## **6. Annual Review**

The Committee and the Board shall annually review this Charter and update it as required.

## **7. Responsibilities of Chair**

- 7.1 The Chair of the Committee shall provide leadership to the Committee to enhance the Committee's effectiveness and ensure adherence to this Charter.
- 7.2 The Chair of the Committee is responsible for managing the Committee, including:
- (a) chairing all meetings of the Committee in a manner that promotes meaningful discussion;
  - (b) preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
  - (c) adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings; and
  - (d) ensuring meetings are appropriate in terms of frequency, length and content.

Adopted and effective July 12, 2018