

# SUSTAINABILITY COMMITTEE MANDATE

## 1. PURPOSE

1.1 The purpose of the Sustainability Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**” or “**Directors**” and each a “**Director**”) of Fireweed Metals Corp. (the “**Company**” or “**Fireweed**”) in fulfilling its oversight of the Company’s approach and policies on sustainability matters including environmental compliance and management, community involvement, promoting a respectful and inclusive work environment, healthy and safe operations, climate change, water security, heritage and land access, and sustainability performance. In fulfilling its duties, the Committee shall be guided by the Company’s environmental, social, and corporate governance approach that integrates the interests of Indigenous peoples (“**ESGI**”) with the objective of enhancing project and investment certainty.

## 2. COMPOSITION AND MEMBERSHIP

2.1 The Board, at its organizational meeting held in conjunction with each annual general meeting of shareholders, will appoint from the Company’s directors the members of the Committee (“**Members**” and each a “**Member**”) and a Committee chair (the “**Committee Chair**”) for the ensuing year. The Board may remove or replace a Member at any time and may fill any vacancy occurring on the Committee.

2.2 The Committee shall consist of at least three Members, where a majority of Members and at least one Member should qualify as “independent” as defined by applicable securities laws and regulations. It is expected that the Chief Executive Officer (the “**CEO**”) will be a Member. All Members should have skills and experience relevant to the mandate of the Committee.

## 3. MEETINGS

3.1 The Committee shall meet quarterly, or more frequently as required, at such times as determined by the Committee Chair.

3.2 Notice of meetings will be given at least 48 hours’ notice in advance of each meeting orally, by telephone, or 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 in person or by telephone or other telecommunication device that permits all persons participating to communicate with each other.

3.4 The Corporate Secretary of the Company will be designated the secretary of all meetings (the “**Secretary**”) and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member.

3.5 A quorum shall be a majority of Members.

- 3.6** The Committee may invite other Directors, management, and/or any third-party consultant to attend Committee meetings, to provide additional information or opinions. Expenses related to engaging external resources will be paid by the Company in accordance with Section 5.1 below.
- 3.7** All regular meetings shall include an in-camera session of independent directors without management present.

#### **4. DUTIES AND RESPONSIBILITIES**

**4.1** The duties and responsibilities of the Committee are as follows:

- Review the Company's policies relating to sustainability matters for approval by the Board.
- Review and assess internal quarterly and external sustainability reports including policy implementation, compliance, and effectiveness of documentation.
- Monitor through regular review of management reports the effectiveness of the Company's sustainability performance against Company objectives and regulatory requirements.
- Review, in conjunction with other Committees (as applicable), and review and make recommendations to the Board regarding key sustainability risks and the effectiveness of the Company's management systems and controls to mitigate these risks and monitor the allocation of resources towards sustainability related work.
- Review and make recommendations to the Board on compliance with legal and regulatory requirements and any commitments the Company has made related to sustainability with a focus on continuous improvement.
- Oversee Company efforts to monitor trends and review current and emerging legislation and regulation, Indigenous Peoples, stakeholder and societal expectations, and industry good practices on sustainability, and evaluate potential impacts on the Company and all stakeholders with a view to ensuring that the Company's sustainability policies meet or exceed regulatory or governance requirements.
- Provide oversight on the Company's health and safety programs, with the objective of mitigating risks and continuous improvement.
- Annually review in conjunction with other Committees (as applicable), the Company's third-party liability insurance for adequacy of coverage.

## **5. ACCESS TO INFORMATION AND AUTHORITY**

**5.1** The Committee will be granted unrestricted access to all relevant information regarding the Company, and all directors, officers, employees, consultants, and contractors will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial, and other advisors, consultants, and experts, to assist the Committee in fulfilling its duties and responsibilities.

## **6. REVIEW OF MANDATE**

**6.1** The Committee will annually review and assess the adequacy of this Mandate and recommend any proposed changes to the Board for consideration and approval.

## **7. ACCOUNTABILITY AND TRANSPARENCY**

**7.1** The Committee Chair has responsibility to report to the Board with respect to the significant activities of the Committee and any recommendations of the Committee, and to ensuring that the minutes of Committee meetings accurately report its activities.

## **8. RESPONSIBILITIES OF THE COMMITTEE CHAIR**

**8.1** The Committee Chair is responsible for the management and effective performance of the Committee. To that end, the Committee Chair's responsibilities include:

- providing leadership to the Committee and overseeing the functioning of the Committee;
- presiding over both in-person and virtual meetings of the Committee, unless not present;
- establishing the frequency of the Meetings in consultation with the chair of the Board, Secretary, and senior management, and reviewing and providing input on meeting agendas;
- facilitating the flow of information to and from the Committee including coordinating with management matters to be considered by the Committee, and providing input so such are properly presented and given the appropriate opportunity for discussion;
- acting as liaison with the chair of the Board and CEO and management as applicable and communicating with all members of the Committee to coordinate their input;
- fostering an environment in which Members may ask questions and express their viewpoints and that encourages accountability of Members;
- leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate;
- working collaboratively with chairs of other committees of the Board in areas of overlap;
- performing such other duties as may be delegated to the Committee Chair by the Committee or the Board from time to time; and

- taking such other steps as are reasonably required for the Committee to carry out its mandate.

## **9. REMUNERATION**

The Members shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Original approval date: April 25, 2023

Approved by: Board of Directors

## ANNUAL SCHEDULE - SUSTAINABILITY COMMITTEE

Sustainability Committee Tasks	Q1	Q2	Q3	Q4
Sustainability Committee quarterly meeting	X	X	X	X
Review quarterly / annual Sustainability Report	X	X	X	X
Annual review of Sustainability Committee Mandate				X
Annual review of all Sustainability policies			X	
Report on Committee activities to the Board, and to shareholders in the Company's annual report	X	X	X	X
Review the Committee's performance and composition	X			