

TECHNICAL AND HSS COMMITTEE MANDATE

1. PURPOSE

1.1 The Board of Directors (the “**Board**” or “**Directors**” and each a “**Director**”) of Fireweed Metals Corp. (the “**Company**” or “**Fireweed**”) has established a Technical and Health, Safety, and Sustainability Committee (the “**Committee**”) to provide technical oversight of project activities to enhance project and investment certainty.

The function of the Committee is to assist the Board in fulfilling oversight responsibilities on project technical aspects including:

- Reviewing project development strategies and initiatives.
- Reviewing and monitoring performance and risks against Company objectives, policies, and industry standards.
- Reviewing disclosure regarding exploration, resources, reserves and studies on the Company’s properties.
- Liaising with other Committees (e.g., Audit, Sustainability, Corporate Governance and Nominations) on relevant matters affecting project execution and operation objectives.

Assist the Board 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.

2.3 From time to time, the Board may appoint up to a maximum of three external, non-voting, members to provide input to the Committee.

3. MEETINGS

- 3.1** The Committee will meet quarterly, or more frequently as required, at such times and places as determined by the Committee Chair.
- 3.2** Notice of meetings will be given at least 48 hours 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 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, to act as secretary.
- 3.5** A quorum shall be a majority of Members.
- 3.6** The Committee may invite other directors on the Board, management, and/or any third-party consultant to attend Committee meetings as appropriate 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 Members without management present.

4. DUTIES AND RESPONSIBILITIES

- 4.1** The Committee shall have oversight and provide guidance of the technical aspects of the following:
- Review and advise on operating practices, strategic plans, and budgets for exploration and project advancement.
 - Monitor operational activity reports and risks pertaining to exploration, project development, operational execution aspects, and otherwise assist the Board in fulfilling enterprise risk management oversight relating to matters within the Committee’s mandate.
 - Report and make recommendations to the Board on key technical and operating matters, including material proposals and contracts.
 - Review the effectiveness and compliance of the reporting of technical and operating matters.
 - Provide oversight on key assumptions and methodologies regarding project resource and reserve information, including technical aspects related to National Instrument (NI 43-101) standards and disclosures, and compliance with securities regulations.

- Advise the CEO, as requested, on specific merger and acquisition (“M&A”) opportunities or as directed by the Board.
- Management will consult with the Committee and review effectiveness of management’s choice of named Technical Advisors to the Company.

4.2 The Committee’s duties and responsibilities for the health, safety, and sustainability aspects of the Company are as follows:

- On an ongoing basis, 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 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 technical, 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.

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 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 provide input so such are properly presented and given the appropriate opportunity for discussion;
- Acting as liaison with the chair of the Board and CEO/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.

Original approval date: August 1, 2024

ANNUAL SCHEDULE - TECHNICAL & HSS COMMITTEE

Agenda Item	Q1	Q2	Q3	Q4
Technical & HSS Committee quarterly meeting	X	X	X	X
Annual review of Technical & HSS Committee Mandate				X
Review and advise on operating practices, strategic plans, and budgets for exploration and project advancement	X	X	X	X
Review risk management procedures and monitor key project and operational risks	X	X	X	X
Review the Committee's performance and composition	X			
Review quarterly/annual Sustainability Report	X	X	X	X
Confirm quarterly that property and environmental bonds are current and in order	X	X	X	X
Annual review of all HSS 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			