BOARD CHARTER

1. PURPOSE

The Board of Directors (the "**Board**") of Fireweed Metals Corp, ("**Fireweed**" or the "**Company**") is responsible for the stewardship of the Company and to oversee the conduct of the business of the Company. In performing its function, the Board will act honestly and in good faith with a view to the best interests of the Company. In doing so, the Board's fundamental objectives are to enhance and preserve long-term shareholder value, oversee that the Company meets its obligations on an ongoing basis and that it operates in a reliable and safe manner. The Board will also consider the legitimate interests of its other stakeholders, such as employees and the communities and the environment in which it operates.

2. COMPOSITION

2.1 Each member of the Board (each a "**Director**" and "**Directors**" being all or some as the context requires) must meet the requirements of applicable corporate laws and securities laws, rules, regulations, and guidelines of all applicable securities regulatory authorities and stock exchanges on which the Company's securities are listed.

2.2 Directors are elected annually at the Company's annual meeting of shareholders. The Company shall strive to have a majority of directors be "independent" as defined by applicable securities laws and regulations. Additionally, the Company shall strive to have a chair of the Board (the "**Chair**") who qualifies as independent, and where the Chair is not independent, the Board may designate an independent director to act as "**Lead Director**".

3. MEETINGS

3.1 Meetings will be scheduled, on at least a quarterly basis, to facilitate the Board carrying out its responsibilities. Additional meetings will be held as considered necessary.

3.2 At least forty-eight (48) hours' notice of each meeting will be given to Directors, by telephone, or email, unless all Directors are present and waive notice, or if those absent waive notice before or after a meeting. Directors may attend meetings either in person or virtually.

3.3 The Corporate Secretary of the Company will be secretary (the "**Secretary**") of all meetings and will maintain minutes of all meetings and deliberations of the Board. In the absence of the Secretary at any meeting of the Board or committee of the Board (each a "**Committee**") the Board or the Committee as the case may be, shall appoint another person to act as secretary for the meeting who may, but need not, be a Director.

3.4 The quorum for meetings of the Board shall be a majority of Directors.

3.5 Each Director is expected to attend all meetings of the Board, unless adequate notification of absence is provided, and is expected to have reviewed all materials provided in connection with a meeting in advance of such meeting and be prepared to discuss such materials at the meeting. Management is expected to provide all necessary documents to the Board within a reasonable time in advance of the meeting to allow for Board review.

3.6 Independent Directors may meet, without members of management and non-independent Directors, at each Board meeting.

4. KEY DUTIES AND RESPONSIBILITIES

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself directly and indirectly through the Committees. The Board retains the responsibility for managing its own affairs including as set out below.

The Board oversees the conduct of the Company's business by delegating to the Chief Executive Officer of the Company (the "**CEO**"), and senior management the responsibility for day-to-day management of the Company. In overseeing the conduct of the business, the Board, through the CEO, shall set the standards of conduct for the organization.

In carrying out its responsibilities, the Board will consider the advice, recommendation and/or input of each relevant Committee.

The Board's principal duties and responsibilities fall into a number of categories and include the following:

4.1 Legal Requirements

a. The Board has the statutory duty to manage or supervise the management of the business and affairs of the Company.

b. A Director, when exercising the powers and performing the functions of a Director, has the statutory duty to:

(i) act honestly and in good faith with a view to the best interests of the Company;

(ii) exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances; and

(iii) act in accordance with applicable corporate law and the regulations thereto, as well as the Company's constating documents.

4.2 Independence and Overseeing Management

a. The Board has the responsibility to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management including the independence matters set out in "Composition" above.

b. The Board is responsible for approving the appointment of the CEO, monitoring and assessing the CEO's performance, and approving CEO compensation following a review of the recommendations of the Governance and Compensation Committee. The Board is also responsible for approving the appointment of all corporate officers, acting upon the advice of the CEO, and approving overall compensation thereof through the annual budget approval process. To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and other senior management and that the CEO and management create a culture of integrity throughout the Company.

c. The Board, from time to time, shall delegate to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits and material transactions outside the ordinary course of business shall be reviewed by and subject to the prior approval of the Board.

d. The Board is responsible for ensuring that succession planning for senior management is in place, including programs to appoint, train, develop, and monitor senior management.

4.3 Board Organization and Evaluation

a. The Board will respond to recommendations received from the Governance and Compensation but retains the responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair and/or Lead Director of the Board, candidates nominated for election to the Board, Committee and Committee chair appointments, Committee mandates or charters and Director compensation.

b. In connection with the nomination or appointment of individuals as directors, the Board is responsible for:

(i) considering what competencies and skills the Board, as a whole, should possess;

(ii) assessing what competencies and skills each existing Director possesses; and

(iii) considering the appropriate size of the Board, with a view to facilitating effective decision making.

c. The Board may delegate to its Committees certain matters it is responsible for, including the approval of compensation of the Board and management, the conduct of performance evaluations and oversight of internal controls systems, and health, safety and environmental policies, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

d. The Board will endeavor to conduct assessments of the Board, its Committees, and each individual Director annually regarding its or his or her effectiveness and contribution. All assessments should include:

(i) in the case of the Board or a Committee of the Board, its performance in light of the Board's or the Committee's mandate or charter; and

(ii) in the case of an individual director, the competencies and skills each individual director is expected to bring to the Board.

4.4 Strategic Planning and Risk Management

a. The Board is responsible for overseeing the Company's long-term goals and strategic planning process and assisting management, directly or through its Committees, in developing and approving the defined processes by which the Company proposes to achieve its goals, taking into account, among other things, the changing opportunities and risks of the Company's business.

b. The Board is responsible for reviewing and understanding the principal risks of the Company's business to achieve a proper balance between risks incurred and the potential opportunities, and to ensure management has put in place systems which effectively identify, monitor and manage those risks with a view to the long-term viability of the Company. The Board's oversight of risk includes assessing the environmental and social impacts and related risks of environmental, social and governance (ESG), and issues on the corporate strategy and operating model. The Committees shall assist the Board in fulfilling its risk oversight responsibilities in certain areas of risk, as outlined in each Committee's charter.

4.5 Monitoring of Financial Performance and Other Actions

a. The Board is responsible for approving the audited financial statements, interim financial statements and the notes, and management's discussion and analysis accompanying such financial statements.

b. The Board is responsible for reviewing and approving the Company's annual budget presented by management.

c. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Company's governing statute, including the payment of dividends, issuance, purchase, and redemptions of securities, acquisitions and dispositions of material capital assets, and material capital expenditures.

d. The Board is responsible for assessing the integrity of internal control over financial reporting and management information systems.

4.6 Policies, Procedures and Compliance

a. The Board has the responsibility to develop the Company's approach to corporate governance and to ensure the Company has a corporate policy framework that enables the Company to operate at all times within applicable laws, regulations and its ethical standards.

b. The Board has the responsibility to approve and monitor compliance with significant policies and procedures under which the Company operates.

c. The Board has the responsibility to have in place a code of conduct and ensure effective systems are in place such that all Directors, officers, and employees comply with the code.

4.7 Communications and Reporting

a. The Board is responsible for ensuring the Company has in place disclosure policies and programs to enable effective communication processes with shareholders and other stakeholders and with financial, regulatory, and other institutions.

b. The Board shall approve the content of the Company's major communications to shareholders and the investing public, including the interim and annual financial statements and management's discussion and analysis, the management information circular, and any annual information form or any prospectuses which may be filed by the Company.

c. The Board is responsible for overseeing the Company's financial reporting and disclosure obligations in accordance with applicable laws, including:

(i) overseeing the accurate reporting of the financial performance of the Company to shareholders, other security holders and regulators on a timely and regular basis, and in accordance with applicable laws;

(ii) overseeing that the financial results are reported fairly and in accordance with generally accepted accounting standards and applicable laws; and

(iii) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Company.

4.8 Orientation and Continuing Education

a. The Board is responsible for ensuring all Directors receive a comprehensive orientation program so that all Directors understand the nature and operations of the Company's business and the role of the Board and its Committees, as well as the contribution individual Directors are expected to make (including, in particular, the commitment of time and resources that the Company expects from its Directors).

b. The Board is responsible for ensuring all Directors receive continuing education opportunities to maintain or enhance their skills and abilities as Directors, as well as their knowledge and understanding of the Company's business.

c. It is expected that the Board will work with management in the discharge of the foregoing duties with respect to the nature and operations of the Company's business.

4.9 Conflicts of Interest

a. A Director shall disclose promptly any interest that Director may have in an existing or proposed contract or transaction of or with the Company or any of its subsidiaries.

b. The disclosures contemplated in paragraphs (a) and (b) above shall be immediate if the perception of a possible conflict of interest arises during a meeting of the Board or any Committee of the Board, or if the perception of a possible conflict arises at another time then the disclosure shall occur by email to the other Directors immediately upon realization of the conflicting situation and then confirmed at the first Board and/or Committee meeting after the Director becomes aware of the potential conflict of interest that is attended by the conflicted Director.

c. Prompt public dissemination must be made of any material interests held by Directors in existing or proposed contracts or transactions of or with the Company or any of its subsidiaries. A majority of disinterested Directors must consider the scope and nature of the disclosure to be publicly disseminated.

d. A Director with a conflict of interest or who may be perceived as being in a conflict of interest with respect to the Company (or any of its subsidiaries) shall abstain from discussion and voting by the Board or any Committee of the Board on any motion to recommend or approve the subject matter of such conflict unless the matter relates primarily to the Director's remuneration or benefits or as otherwise permitted by applicable law or regulation. If the conflict of interest is obvious and direct, the Director shall withdraw while the item is being considered.

e. Without limiting the generality of "conflict of interest", it shall be deemed a conflict of interest if a Director, a Director's relative, a member of the Director's household in which any relative or member of the household is involved, has a direct or indirect financial interest in, or obligation to, or is a party to a proposed or existing contract or transaction with, the Company.

f. Directors shall maintain the confidentiality of all information and records obtained as a result of acting as a Director.

5. BOARD CHAIR

5.1 Appointment of the Chair

The Chair shall be appointed annually by the Board and shall have such skills and abilities appropriate to act as Chair. Where a vacancy occurs at any time in the position of the Chair, it shall be filled by the Board. The Board may remove and replace the Chair at any time.

The chair of each Committee shall be appointed annually by the Board. The position of a Committee chair, when vacant, shall be filled by the Board. The Board may remove and replace a Committee chair at any time. The duties of a Committee chair shall be as set forth in the Committee's charter or as otherwise determined by the Board.

5.2 Duties

The Chair, with the assistance of the Lead Director (if one is appointed), is accountable to the Board and is, with the assistance of the Lead Director (if one is appointed) responsible for the management, development, and effective performance of the Board. In particular, the Chair (or Lead Director) shall:

a. oversee the functioning of the Board including that it functions independently of management;

b. promote ethical and responsible decision making, appropriate oversight of management, and best practices in corporate governance;

c. make sure the Board has the opportunity to meet without members of management present regularly and on an as-needed basis;

d. determine, in consultation with the Board and management, the agenda, the time and places of the meetings of the Board, and of the annual meeting of shareholders;

e. facilitate the flow of information to and from the Board and coordinate with management matters to be considered by the Board so that they are properly presented and given the appropriate opportunity for discussion;

f. provide advice, counsel, and mentorship to other Directors, the CEO, and other management;

g. preside as chair of each meeting of the Board and as chair of each meeting of the shareholders of the Company, unless not present; in the absence of the Chair at any meeting, the Board will appoint another Director or Executive to act as Chair;

h. communicate with all Directors to coordinate their input, encourage their accountability, and provide for the effectiveness of the Board and its Committees as well as to keep Directors up to date on all major developments concerning the Company;

i. be available for consultation and direct communication with the Company's shareholders as appropriate, and in addition, review to determine, where appropriate, if the Board is adequately represented at official functions and meetings with major shareholder groups, other stakeholders, financial analysts, media, and the investment community;

j. together with the chair of the Committee responsible for Board and Director evaluation (if any), provide feedback to Directors regarding their performance;

k. performing such other duties as the Board may delegate to the Chair from time to time; and

l. take such other steps as are reasonably required for the Board to function effectively and meet its obligations and responsibilities.

Original approval date: April 25, 2023

Revision approval date: November 12, 2026

Approved by: Board of Directors

ANNUAL SCHEDULE – BOARD OF DIRECTORS

Agenda Item	Q1	Q2	Q3	Q4
Board of Directors				
Approve YE financials, MD&A and YE news release	X			
Approve Q1 financial statements, MD&A and Q1 news release		X		
Approve Q2 financial statements, MD&A and Q2 news release			X	
Approve Q3 financial statements, MD&A and Q3 news release				X
Review performance of Board	X			
Approve Annual Information Form (AIF) as applicable	X			
Approve Information Circular and other proxy solicitation materials		X		
Review procedures for monitoring and managing business risks	X	X	X	X
Set/confirm dates for regular board meetings and AGM	X	X	X	X
Review and approve strategy and long-term plan	X			
Approve auditor and set fee				X
Independent directors meet in the absence of management	X	X	X	X
Review and approve next year's operating budget and plan for next two years				X
Review and approve Board Charter				X
Review and approve by-laws, mandates, and policies				X
Review Board and Committee performance evaluations	X			
Approve Director compensation	X			
Review Board composition, expertise, and succession plan	X			
Review performance of key operating personnel and operating teams	X	X	X	X
Review recommendations from Committees	X	X	X	X