



ANGEL WING
M E T A L S I N C

**HEALTH, SAFETY AND
ENVIRONMENTAL COMMITTEE
CHARTER**

**ANGEL WING METALS INC.
(the “Corporation”)**

HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE CHARTER

Purpose

The Health, Safety and Environmental Committee (the “**HSE Committee**”) is established by the Board of Directors (the “Board”) of the Corporation. Its role is to establish a governance and reporting framework in respect of safety, environment, and community and stakeholder relations.. It will also regularly assess and review the progress of work programs and make recommendations on any Project (as defined below) matters for the Board’s consideration with the aim of:

- ensure all exploration and development programs align with the Corporation’s development strategy, budget and applicable schedule;
- align any future Project, with the Corporation’s business principles and processes; and
- providing guidance to the Board on safety, environmental, , permitting, and community/stakeholder engagement aspects of any future Project.

Committee Members

The Board will be responsible for appointing qualified representatives to the HSE Committee. Upon formation and on an annual basis, the Board shall review and approve the existence and composition of the HSE Committee.

The HSE Committee shall have at least three members.

The HSE Committee may appoint such advisors to the Committee as the Chairman may deem prudent and invite such guests to attend Committee meetings as may be prudent. In addition, each Committee member shall be entitled to bring one guest to any meeting.

Meetings

The HSE Committee shall, unless the HSE Committee determines a shorter interval, meet once each quarter. The HSE Committee Chairman shall determine the most suitable physical or online location for the next meeting at the conclusion of each meeting.

Notice

The Chairman of the HSE Committee shall provide adequate and reasonable notice of the meeting date and time to all members of the HSE Committee prior to each meeting. An agenda and information materials will also be circulated by the Chairman not less than 48 hours prior to each meeting.

Minutes & Reporting to the Board

The HSE Committee shall maintain minutes or other records of meetings and activities of the HSE Committee in sufficient detail to convey the substance of all discussions held.

Attendance of Non-Members

With the consent of the Chairman, the HSE Committee may invite any officers or employees of the Corporation, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out responsibilities. For greater certainty, any individuals who are not members of the HSE Committee and that attend the HSE Committee meetings shall do so solely in the capacity of observers and shall not have the capacity to make recommendations on behalf of the HSE Committee.

Functioning of HSE Committee

The HSE Committee shall have reasonable access to Corporation personnel and documents and the resources necessary to carry out its responsibilities.

Quorum

Quorum for meetings of the HSE Committee shall be at least two nominees from the Corporation.

Resolutions of HSE Committee

Resolutions of a meeting of the HSE Committee shall be adopted on the basis of mutual consensus. In case of failing which resolutions shall be adopted on the basis of a simple majority of at least more than half of the number of legally cast votes in the meeting by members. All resolutions of the HSE Committee shall be in the form of recommendations to the Board.

The HSE Committee may also adopt valid resolutions without convening a meeting provided that all of the members of the HSE Committee have been informed in writing regarding the relevant proposals and all members of the HSE Committee have given their approval to the proposals being submitted as evidenced by their signed written approval. All written resolutions of the HSE Committee shall be in the form of recommendations to the Board.

Duties and Responsibilities

The HSE Committee will assess and review safety, environmental, permitting, and community/stakeholder aspects related to the development of the companies Projects. The role of the HSE Committee is to identify Project risks and opportunities and make recommendations on these matters for the Board's consideration. The HSE Committee will be flexible and adapt to changing requirements as Projects progress through key milestones including feasibility completion, and permitting. The HSE Committee will make recommendations on matters including, but not limited to:

- monitor performance against target cost, schedule, technical and HSE and project controls through formal quarterly reviews or more regularly at the discretion of the committee;
- the permitting plans and progress in respect of material permits, including any material communication received from government or permitting agencies in respect of key permits and approvals;
- overall HSE performance including system implementation and review of material incidents (high potential risk incidents, lost time injuries and reportable environmental incidents);
- stakeholder management and progress against key elements of the stakeholder plan;
- the execution plan including contracting strategy, detailed permitting register, controls/reporting, critical path, control budget and use of contingency; and
- the staffing plan, cognizant of the operational phase of any pending project.

No Rights Created

This Charter is a statement of broad policies and its intended as a component of the flexible governance framework within which the HSE Committee makes recommendations to the Board. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's Articles, it is not intended to establish any legally binding obligations on the Corporation's board of directors or otherwise.

Currency of this Charter

This Charter was last approved by the Board on November 25, 2022.