



SUSTAINABILITY COMMITTEE CHARTER

The Sustainability Committee (the "Committee") appointed by the Board of Directors (the "**Board**") of NexMetals Mining Corp. (the "**Company**") has adopted this Sustainability Committee Charter. The Sustainability Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board for approval.

Meetings of the Committee are conducted when required and its operating duties are described below.

I. Purpose

The purpose of the Committee is to assist the Board with its duties and responsibilities in promoting and integrating sustainable practices within the organization, fostering a culture of environmental responsibility, social equity, and economic stewardship. The committee will drive initiatives and collaborate with stakeholders to develop and implement sustainable strategies, ensuring the organization's long-term viability and positive impact on the environment and society.

II. Composition

The membership of the Committee shall consist of no fewer than three Directors and may include, from time to time, such other members capable of assisting the Committee. Such members may be replaced, or new members added, at any time and from time to time by the Board.

The Board, upon recommendation of the Committee, will appoint the Chair of the Committee annually, to be selected from the members of the Committee. If, in any year, the Board does not make an appointment of the Chair, the incumbent Chair will continue in office until that Chair's successor is appointed.

III. Responsibilities

The Committee is responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Review, at least annually, the Company's objectives, strategies, policies and, if necessary, standards and practices with respect to sustainable development and environmental, social and governance ("ESG") matters, which includes, among other things, health, safety and environmental management, and make recommendations to the Board as may be appropriate;
- Review the systems and processes for identifying, assessing and managing ESG risks and opportunities across the Company's operations, including any related controls, measures or assurance on measurement, enquire as to whether such ESG risks are appropriately captured in the Company's risk profile, and report to the Board on material business risks within the Committee's scope, including health, safety, environmental, waste management and water security risks;
- Review the results of any audits or management reports on environmental, occupational health, and safety incidents with respect to the Company's employees, contractors, facilities and operations and review the results of and, where necessary, commission any



investigations or additional audits in respect of such incidents and the remedial actions proposed pursuant to the findings.

- Review with management and legal counsel, the Company's current or pending legal actions by or against the Company related to environmental, health, and safety laws and regulations, as well as the adequacy of the applicable management systems to manage these liabilities.
- Review and assess, on a regular basis, the performance of senior management in respect of environmental and health and safety compliance, monitoring and reporting.
- Require management to take steps to ensure that employees receive the training necessary to meet environmental, health, and safety standards set by laws and policies of the Company, and to further ensure that these standards and policies, including associated targets, are embedded in key performance indicators throughout the Company.
- Ensure that any director, officer or employee who has any concern or complaint regarding environmental, health and safety or any potential violations of law or regulatory provisions is, in accordance with the Company's Code of Conduct, permitted to and provided with procedures for confidential and anonymous submission to any member of the Committee or appropriate management personnel. The Committee shall establish procedures for the review and resolution of such complaints.
- Review, where appropriate, disclosures proposed to be made in relation to sustainable development and ESG matters and/or make recommendations regarding such disclosures and/or emerging disclosure standards;
- Review its own performance annually and provide a report thereon to the Board.
- Review the adequacy of, and reassess, this charter on a regular basis and submit any proposed revisions to the Board for consideration and approval.
- Inquire into any other matters referred to it by the Board.
- Discuss with the Senior Officers and the Board all relevant information with respect to the Committee's proceedings.

In discharging its duties, the Committee shall have full access to all of the Company's books, records, facilities, and personnel.

The Committee shall also have such other responsibilities as the Senior Officers or Board may assign to it from time to time.

IV. Authority

The Committee shall have the authority to investigate, evaluate and approve Sustainability information, disclosure, and compliance with all Sustainability policies of the Company. The Committee shall be granted unrestricted access to all relevant information and all employees are to co-operate as requested by the Committee.

Authority to Engage Outside Advisors

The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it.



V. Administrative and Procedures

Committee Members:

The committee members may be changed with proper approval from the Committee and the Board.

Removal and Vacancies

Any member of the Committee may be removed and replaced at any time by the Board and will automatically cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies in the Committee by appointment from among the members of the Board.

Position Description of the Chairman

The Chair of the Committee shall be appointed by Board annually. Specific duties of the Chair include:

- Approving the agendas for, scheduling, and chairing meetings of the Committee.
- Managing the affairs of the Committee.
- Monitoring whether the Committee is working effectively.
- Providing a link between the Committee and the Board.
- Monitoring whether the Committee is receiving timely information of appropriate quality before, during and after Committee meetings.

Assessment of the Chair

A performance evaluation of the Chair of the Committee will be carried out on an annual basis. The evaluation of the performance of the Chair will be initiated by the Chair of the Board in one-on-one discussions with each member of the Board. The Chair of the Board shall use, as a basis of such evaluation, the description of the role of the Chair set forth in this document, as well as such other evaluation criteria as the Chair of the Board or the directors interviewed may deem appropriate or useful. The Chair of the Board shall discuss the results and findings of the evaluation with the Chair personally. Following such discussion, the Chair of the Board shall release the results of the evaluation in the form of a report to the other directors.

Tenure

Subject to the paragraph above, each member of the Committee will hold office until the next annual meeting of shareholders of the Company after his or her appointment.

Notice of Meetings

- (a) The Chair of the Committee may call meetings of the Committee periodically and will do so at the request of any two Committee members.
- (b) The Committee will have the right to require the attendance of any member of management of the Company at meetings of the Committee.
- (c) The Committee will have the right to invite any person to attend meetings of the Committee.
- (d) Notice of the time and place of each meeting of the Committee will be given by the member calling the meeting to the other member by telephone, electronic mail or facsimile transmission not less than 48 hours before the time of the meeting, and,



subject to the requirements of applicable law, need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Committee may be held at any time without notice if all members have waived or are deemed to have waived notice of the meeting.

Quorum

A quorum at any Committee meeting shall be a majority of members of the Committee present in person or by conference call. No business shall be transacted at any Committee meeting unless the requisite quorum is present at the time of the transaction of such business.

Minutes of Meetings

The Committee will keep regular minutes of its proceedings and will report to the Board at each Board meeting. Minutes will be circulated to all Directors on a timely basis.

Remuneration

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

Approved by the Board of Directors of the Company on July 1, 2025.

