



CHARTER OF THE SAFETY, SUSTAINABILITY AND TECHNICAL COMMITTEE

The board of directors (the “**Board**”) of NexMetals Mining Corp. (the “**Company**”) has established a Safety, Sustainability and Technical, Committee (the “**Committee**”) whose membership, authority and responsibilities shall be as set out in this Charter, as it may be amended from time to time by the Board.

I. PURPOSE

The Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities relating to both:

- the Company’s commitment to maintain healthy and safe workplaces, environmentally sound and responsible resource development, good community relations and the protection of human rights; and
- the Company’s exploration, project development, and mining activities and the public disclosure of technical information concerning the Company’s material properties, as required by applicable securities laws.

II. COMPOSITION

Following each annual meeting of shareholders of the Company, the Board shall appoint no fewer than three directors to the Committee (the “**Members**”), all of whom shall be "independent" within the meaning of applicable rules of securities regulatory authorities and stock exchanges and shall appoint one (or more) of the Members to chair (or co-chair) the Committee.

Generally, a director is considered to be “independent” if he or she has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgment.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience to contribute to the carrying out of the Committee’s responsibilities.

Members shall serve until the next annual meeting of shareholders of the Company or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board and may fill any vacancy in the Committee by appointment from among the directors of the Company.

III. MEETINGS

The Committee shall meet as frequently as is necessary to carry out its responsibilities, but at least four times annually. The Committee may ask members of management or others to attend meetings or to provide information as necessary.

The quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chair of the Committee shall determine upon 48 hours' notice to each Member. The notice period may be waived by a quorum of the Committee. The Committee will record minutes of its meetings.

Each meeting will include an *in camera* session of the Committee without members of management present.

The Committee will, when reasonably feasible, hold at least one meeting each year at one of the Company's property assets in order to become more familiar with the nature of the Company's operations and to conduct, as the Committee deems appropriate, ad hoc inspections and report to the Board on such site visit.

IV. RESPONSIBILITIES, DUTIES & POWERS

Health and Safety. To assist the Board in fulfilling its oversight responsibilities relating to the Company's commitment to a healthy and safe work environment, the Committee shall:

- oversee the development and implementation of the Company's strategies, policies and programs with respect to health and safety matters and monitor the Company's performance against such strategies, policies and programs;
- review, from time to time, the Company's health and safety policies and programs in the context of emerging trends, benchmarks, legal, and operational considerations and make such recommendations on changes the Committee considers appropriate to the Board for approval;
- review the Company's compliance with its health and safety policies and programs and with health and safety legislation applicable to the Company, monitor the correction of any deficiencies and report to the Board on the status of such matters;
- in cooperation with management, assess the availability of the health and safety skills within the Company, or available to the Company, and advise the Board on whether training or other means are necessary or desirable to supplement the skill base of the Company;
- investigate any significant health or safety-related incidents to assess whether existing procedures were effective and determine whether the Company is taking appropriate actions;
- review any material claims, demands, and/or legal proceedings against the Company that arise from health and safety matters and report to the Board on the same;
- review the potential effect that any proposed new exploration, development, operating, or business activity may have on the Company's health and safety obligations and goals;
- review the results of any health or safety-related audit and report to the Board on such results along with any recommendations being made by the Committee; and
- review such other occupational health and safety matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

Environment & Sustainability. To assist the Board in fulfilling its oversight responsibilities relating to the Company's commitment to the environment and sustainable development, the Committee shall:

- oversee the development and implementation of the Company's strategies, policies and programs with respect to environmental matters and sustainable development and monitor the Company's performance against such strategies, policies and programs;

- monitor management assessments of environmental risks, training requirements and regulatory awareness;
- review, from time to time, the Company's environmental and sustainability policies and programs in the context of emerging trends, benchmarks, legal, and operational considerations and make such recommendations on changes the Committee considers appropriate benchmarks, legal, and operational considerations and make such recommendations on changes the Committee considers appropriate to the Board for approval;
- review the Company's compliance with its environmental and sustainability policies and programs and with environmental legislation applicable to the Company, monitor the correction of any deficiencies and report to the Board on the status of such matters;
- keep abreast of environmental and sustainability-related trends and emerging issues and review their impact on the Company as well as the Company's impact on the environment and the community in which it operates
- in cooperation with management, assess the availability of the environmental and sustainability skills within the Company, or available to the Company, and advise the Board on whether training or other means are necessary or desirable to supplement the skill base of the Company;
- investigate any significant environmental or sustainability -related incidents to assess whether existing procedures were effective and determine whether the Company is taking appropriate actions;
- review any material claims, demands, and/or legal proceedings against the Company that arise from environmental or sustainability matters and report to the Board on the same;
- review the potential effect that any proposed new exploration, development, operating, or business activity may have on the Company's environmental or sustainability obligations and goals;
- review the results of any environmental or sustainability-related audit and report to the Board on such results along with any recommendations being made by the Committee; and
- review such other environmental or sustainability matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

Technical. To assist the Board in fulfilling its oversight responsibilities relating to the Company's exploration, project development, and mining activities and the public disclosure of its reserves and resources, the Committee shall:

- oversee the Company's goals, policies and programs relating to technical matters;
- provide technical oversight in connection with the Company's day-to-day exploration, development and operational activities;
- review the mid-to-long-term technical risks and opportunities associated with the Company's business and ensure that the Board is made aware of these risks and/or opportunities;
- discuss with management, and report to the Board as appropriate, any exploration, geological, mining, metallurgical and other technical issues of significance that may require the attention of the Board;

- in cooperation with management, assess the availability of the technical skills within the Company, or available to the Company, and advise the Board on whether training or other means are necessary or desirable to supplement the skill base of the Company;
- review the technical and budget matters associated with projects, acquisitions, and/or dispositions with respect to their potential impact on the Company, and report to the Board on its findings;
- review National Instrument 43-101 technical reports prepared for the Company and news releases announcing technical results and report to the Board on such review prior to such technical reports and news releases being approved by the Board;
- review the technical development and review of major active projects of the Company;
- consult with management, as requested from time to time, on corporate development initiatives; and
- review such other technical matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

Corporate Goals and Objectives - The Committee is responsible for reviewing proposed health and safety, environmental, sustainability, and technical-related goals and objectives for inclusion in the Company's compensation programs; making recommendations to the Compensation Committee on such goals and objectives; and monitoring performance against such goals and objectives throughout the year.

Risk Management - The Committee shall assist the Board in fulfilling its risk oversight responsibilities by reviewing the Company's policies, systems and programs relating to safety, environmental, sustainability and technical matters with a view to identifying significant risks and ensuring that appropriate strategies are in place to manage such risks.

Committee Evaluation - The Committee shall review, at least annually, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary and shall any recommended amendments to this Charter to the Board for approval.

Reporting to the Board - The Committee Chair (or Co-Chairs) shall report regularly to the Board on Committee activities, findings and recommendations.

Access to Management & Information - The Committee will have full and free access to officers and employees of the Company and the Company's books and records.

Advisors - The Committee may engage and compensate any outside advisor that it determines to be necessary from time to time to carry out its responsibilities.

V. GENERAL

Notwithstanding the foregoing, and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Company's compliance with applicable laws or regulations.

The Committee is a committee of the Board and it is not and shall not be deemed to be an agent of the Company's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability of Committee members to securityholders of the Company or any other liability whatsoever.

Approved by the Board of Directors of the Company on April 9, 2026.