



PHOENIX METALS CORP.

TECHNICAL, SAFETY AND ESG COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Technical, Safety and ESG (“**Environmental, Social and Governance**”) Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Phoenix Metals Corp. (“**Phoenix**”).

1.0 PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- due diligence in the development, implementation and monitoring of systems and programs for management, and compliance with applicable law related to health, safety and ESG;
- monitoring safety and ESG performance, with a focus on risks and matters that may materially impact the Company’s business, financial performance or shareholder interests;
- monitoring compliance with applicable laws related to safety, ESG;
- provide oversight and support of the Company’s technical planning, work and reporting process;
- assist the Board to properly and fully discharge its responsibilities; and
- provide an avenue of enhanced communication between the Board, the members of the Committee (the “**Members**”), internal technical personnel and external independent qualified persons.

2.0 COMPOSITION AND MEMBERSHIP

- (a) The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Phoenix or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Board will appoint one of the Members to act as the chairman of the Committee (the “**Chairman**”). The Committee Chair will provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee; chairs meetings of the Committee, unless not present, including in camera sessions, and reports to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee when timing and scheduling permits. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other Members of the Committee to preside at that meeting. The secretary of Phoenix (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting,

the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.

- (c) Every Member must be a director of the Company. The Committee will consist of at least three directors, the majority of whom will meet the criteria for independence established by applicable laws and any rules of the stock exchanges upon which Phoenix's securities are listed, including section 1.4 of National Instrument 52-110 - *Audit Committees*. In addition, each of the independent directors will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.
- (d) All Committee Members will have a general familiarity with technical, safety and ESG matters.
- (e) A majority of members must be technically literate. For the purposes of this Charter, an individual is technically literate if he or she has the ability to read and understand a NI 43-101 technical report that presents the breadth and level of complexity of technical issues that are generally found in TSX listed mining companies;
- (f) All Members shall devote sufficient time and resources and have adequate mining industry experience to perform the functions required of the Committee by this Charter.
- (g) The Committee may delegate any or all of its functions to any of its Members or any subset thereof, or other persons, from time to time as it sees fit.

3.0 MEETINGS

- (a) The Chair or any two Members may call a meeting of the Committee. Meetings of the Committee will be held at such times and places as the Chairman may determine, in consultation with other Members and /or management but in any event not less than once annually. Together they shall determine the schedule and frequency of the Committee meetings, including on-site meetings, if possible or required. Notice of the time and place of every meeting shall be given to each Member, the Chairperson of the Board and the Chief Executive Officer of the Company at least 48 hours prior to the time fixed for such meeting; this will be given to each required person either orally, by telephone, by facsimile or by email, unless all persons required to receive notice are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by any virtual method.
- (b) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee, the Members in attendance may select one of their Members to act as chairman of the meeting.
- (c) A majority of the Committee shall constitute a *quorum*. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (e) The Committee Chair shall appoint a *Secretary* to the Committee who need not be a director or officer of the Company;
- (f) *Minutes of meetings* of the Committee shall be recorded and maintained by the Secretary to the Committee and shall be subsequently presented to the Committee for review and approval.
- (g) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials.
- (h) The Committee may invite such directors, executive officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee. The Committee may require officers and employees of Phoenix to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.
- (i) A resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

4.0 DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee as they relate to the following matters are as follows:

4.1 *Safety and ESG Matters*

- (a) no less than annually review the adequacy of Phoenix's policies related to safety and ESG matters and, in the Committee's discretion, recommend any changes to the Board for consideration, where such changes are necessary to keep pace with health, safety, ESG trends or developments in the international mining industry;
- (b) annually report to the Board on the sufficiency of resources available for carrying out Phoenix's health, safety and ESG obligations;
- (c) no less than annually monitor the compliance of Phoenix's programs related to safety and ESG to ensure Phoenix complies with applicable laws and regulations;
- (d) no less than annually review management's assessment of the impact of proposed or enacted laws, regulations, international treaties and voluntary codes and initiatives related to safety and ESG;
- (e) if applicable, regularly review the health, safety and ESG risks arising from Phoenix's operations, the procedures and management plans designed to manage and mitigate such risks, and management's reports on those matters;

- (f) promptly review reports prepared by management with respect to any extraordinary event or condition involving significant environmental damage, significant risk to public health or safety, major public controversy, material liability, or potential therefore, and consider the recommendations of management in the reports, assess proposed action plans, report to the Board and, where appropriate, make recommendations to the Board;
- (g) if any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of Phoenix's response to such situations, make recommendations to the Board where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved;

4.2 *Technical and Development Matters*

- (a) technical decisions relating to the exploration and development of the Company's mineral properties;
- (b) the annual budget of the Company as it relates to planned exploration and development of the Company's mineral properties;
- (c) reviewing the work plan specific to each of the Company's mineral exploration and development properties; and
- (d) overseeing the implementation of any technical recommendations relating to the exploration, ESG, community and social relations/engagement (CSR) and engineering development of the Company's mineral properties.

4.3 *General Matters*

- (a) direct and supervise the investigation of any matter brought to its attention, where, in the Committee's discretion, the investigation is appropriate and within the scope of its duties;
- (b) review proposed disclosure of all material documents related to technical, safety, environmental or social responsibility matters, which are to be made public and report to the Board with recommendations if necessary; and
- (c) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

5.0 REPORTING

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding Phoenix that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Phoenix's expense independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

The Committee has the authority to delegate to individual Members or subcommittees of the Committee.

7.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: May 15, 2026

Approved by: Technical, Safety and ESG Committee
Board of Directors