



**Hemlo**

Charter of the Health,  
Safety, Environment and  
Technical Committee

January 2026

[www.hemlomining.com](http://www.hemlomining.com)

## **FUNCTION AND PURPOSE**

The Health, Safety, Environment & Technical Committee (the "Committee") will assist the Board of Directors (the "Board") of Hemlo Mining Corp. (the "Company") in fulfilling its responsibilities with respect to:

- a) overseeing the development and implementation of the health, safety, environment and sustainability ("HSES") policies, procedures and programs of the Company and its subsidiaries, and monitoring compliance with such HSES policies, procedures and programs; and
- b) overseeing technical matters related to the Company's mining operations.

## **COMPOSITION AND ORGANIZATION**

### ***Membership***

Composition: The Committee will be composed of at least three (3) directors, including a chair of the Committee (the "Chair"), all appointed by the Board after considering any recommendation of the Committee. Each member of the Committee will serve until his or her successor is duly appointed, or upon resignation or removal by the Board.

Experience: Members must have suitable experience and will be familiar with health and safety, ESG, technical and/or corporate governance practices of public entities.

### ***Meetings***

Frequency: The Committee will meet at least four (4) times per year at such times and locations (if any) as the Chair deems necessary to fulfill the Committee's responsibilities.

Agendas and Notice: In consultation with the Corporate Secretary, the Chair will establish the meeting dates and the meeting agenda. The Corporate Secretary will send notice of each Committee meeting and information concerning the business to be conducted at such meeting to each member of the Committee not less than 48 hours prior to each meeting, provided that notice need not be sent for any regularly scheduled meeting. The Chair, or a majority of the members of the Committee, may call a special meeting of the Committee at any time. Attendance at a meeting shall constitute a waiver of notice of such meeting, except attendance for the express purpose of objecting to the notice. While the Committee is expected to communicate regularly with management of the Company, the Committee will exercise a high degree of independence in establishing its meeting agenda and in carrying out its responsibilities.

Holding and Recording Meetings: Committee meetings may be held in person, telephonically or by other electronic means, or action may be taken by written consent in accordance with the applicable corporate law. The Committee may act by a majority vote at a meeting of the Committee or by unanimous written resolution. The Committee will keep written minutes of its

meetings and submit such minutes to the Board. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

Quorum: A majority of the members of the Committee, present in person or by telephone or other electronic means, will constitute a quorum for meetings of the Committee.

## **AUTHORITY AND RESPONSIBILITIES**

The responsibilities of the Committee will include:

### **Health & Safety, Environment & Sustainability**

#### ***Health & Safety***

- a) satisfying itself that the Company has developed policies, procedures and programs that will ensure compliance with legislation regulating health and workplace safety in the various jurisdictions in which the Company or any of its subsidiaries conducts business;
- b) satisfying itself that the Company has the necessary management systems to assure and measure its business units' compliance with applicable policies, procedures and programs;
- c) monitoring development and implementation of risk management processes relating to health and safety matters;
- d) reviewing and appraising results achieved, and making recommendations, as appropriate, including recommendations covering remediation or improvement of processes;
- e) reviewing and evaluating accident/incident reports and determining if such accidents/incidents are of sufficient significance to report to the Board;

#### ***Environment***

- f) satisfying itself that the Company has developed policies, procedures and programs that will ensure compliance with legislation regulating the environment, in the various jurisdictions in which the Company or any of its subsidiaries conducts business;
- g) satisfying itself that the Company has the necessary management systems to assure and measure its business units' compliance with applicable policies, procedures and programs;
- h) monitoring development and implementation of risk management processes relating to environmental matters;
- i) reviewing and appraising results achieved, and making recommendations, as appropriate, including recommendations covering remediation or improvement of processes;
- j) reviewing and evaluating environmental incident reports and determining if such incidents are of sufficient significance to report to the Board;

***Sustainability***

- k) reviewing, at least annually, the Company's sustainability strategies and performance;
- l) receiving regular reports from management regarding the Company's sustainability efforts ;
- m) reviewing the Company's annual public disclosure in relation to sustainability matters, including the Company's ESG/Sustainability Report (together with the Audit Committee), and periodically reviewing other sustainability-related material public disclosures by the Company;
- n) monitoring, reviewing, and making recommendations to the Board regarding the application of the United Nations Sustainable Development Goals and other standards as may be applicable to the Company's sustainability practices;

***Legal Compliance; Investigations***

- o) overseeing legal and regulatory matters that may have a material impact on compliance with HSES policies, procedures and programs, and the Company's business, and
- p) the Committee shall have access to and meet separately, periodically, with management, the General Counsel, and internal and independent advisors in connection with such review, and the General Counsel has express authority to communicate at any time with the Committee regarding compliance matters and investigations.

***Technical***

- q) reviewing the technical aspects of the Company's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, making recommendations to the Board for consideration;
- r) reviewing all mineral resource and mineral reserve ("**MRMR**") estimates for the Company's mineral resource properties, including the assumptions and methodology supporting the MRMR estimates, management's procedures for the disclosure of MRMR information and the compliance of such disclosure with regulatory and listing requirements;
- s) reviewing and overseeing: (a) progress of project studies and capital construction projects at the Company's mines and projects, (b) technical merits associated with new material projects or acquisitions under consideration; and (c) significant technical risks associated with the Company's mines and projects, including the top technical risks identified by management and the controls in place to mitigate those risks;
- t) reviewing all preliminary economic assessments, pre-feasibility studies and feasibility studies performed on the Company's material mineral properties and reporting to the Board;
- u) reviewing all plans for the construction of new mining operations or material expansions of existing operations, and reporting to the Board; and

- v) reviewing new technologies and business improvement proposals to be potentially implemented by the Company and reporting to the Board.

## **OTHER AUTHORITY AND RESPONSIBILITIES**

*Access to Records and Personnel:* The Committee will have full access to any relevant records of the Company and its subsidiaries that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any of its subsidiaries or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

*Independent Advisors:* The Committee will have the authority to engage, terminate and determine funding for such consultants, independent legal counsel and other advisors (the “**Advisors**”) as it deems necessary to carry out its responsibilities. Such Advisors may be the regular advisors to the Company. The Committee is empowered to cause the Company or any of its subsidiaries, as applicable, to pay the compensation of the Advisors as established by the Committee.

*Funding:* The Committee shall have the authority to determine and approve funding (which will be supplied by the Company) for: (i) payment of compensation to any Advisors engaged by the Committee; and (ii) ordinary administrative expenses of the Committee or any other expenses that are necessary or appropriate in carrying out its duties.

*Reports to Board of Directors:* The Committee will report regularly to the Board regarding the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

*Review of this Charter:* At least once a year, the Committee will review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for consideration and approval.

*Annual Committee Evaluation:* The Committee will annually evaluate its performance and report to the Board on the results of the review, including any recommended changes contained therein for approval by the Board.

*Delegation:* The Committee may form and delegate authority to subcommittees and may delegate authority to the Chair or one or more designated members of the Committee, provided that any such delegation is permitted under applicable laws, rules and regulations. The Committee cannot delegate its responsibilities to non-committee members.

*Other Responsibilities:* The Committee will take such other action with respect to the matters set out herein as may be delegated from time to time by the Board. The Committee will discharge its responsibilities, and will assess the information provided to the Committee, in accordance with its business judgment. The Committee will have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate.

**Approved by the Board of Directors on January 26, 2026.**