

HEALTH, SAFETY, ENVIRONMENT AND SOCIAL RESPONSIBILITY CHARTER

INTRODUCTION

Prime Mining Corp. (the “Corporation”) through its Board of Directors (the “Board”) approved a Health, Safety, Environment and Social Responsibility Committee (the “Committee”) that has a core governance role requiring strong leadership and proactive oversight on all matters relating to health and safety, the environment and social performance.

Sound and safe operations, environmental stewardship and the development and well-being of our communities are core to our values. Our safety, environmental and social performance is guided by internationally recognized best practices including the International Council on Mining and Metals (“ICMM”) Principles and the United Nations Guiding Principles on Business and Human Rights. We recognize that the long-term sustainability of our business is dependent on good stewardship in the protection of people and the environment, and in the responsible exploration and extraction of mineral resources.

COMPOSITION OF THE COMMITTEE

- The Board will appoint Committee Members, in accordance with the Corporation’s articles, at a Board meeting, usually held immediately after the annual shareholders' meeting and
- The Committee shall consist of no less than three directors.
- The members of the Committee shall appoint from among themselves a member who shall serve as Committee Chair (the “Chair”) and shall be deemed independent.
- The Chair shall be responsible for overseeing the operations and affairs of the Committee (more details provided below).
- If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.
- Each member shall serve until his/her successor is appointed unless he/she resigns or is removed by the Board or he/she shall otherwise cease to be a director of the Corporation. Any member may be removed or replaced at any time by the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by a Board majority vote.
- The Committee shall appoint a secretary (the "Secretary") who need not be a member of the Committee or a director of the Corporation, who will keep minutes of the Committee meetings.

MEETINGS

- The Committee shall meet at least 3 times per year, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements.

- Notice of meeting time and location to be provided, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.
- The Chair shall prepare and/or approve an agenda in advance of each meeting.
- A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- A majority of Committee members present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- If a quorum is not present within one hour of the time appointed for a Committee meeting, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as herein before specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
- At all Committee meetings, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all Committee members shall be fully as effective as if it had been made at a meeting duly called and held.
- The CEO is expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera discussion without the CEO, or any other member of management.
- The Committee may by specific invitation have other resource persons in attendance including such officers, directors and employees of the Corporation and its subsidiaries, and other persons as it may see fit.
- The Committee shall have the right to determine who shall and who shall not be present at any time during a Committee meeting including inviting an advisor (or advisors) or members of the management team or other persons, to attend part or all of any meetings of the Committee to make presentations, participate in discussions, or provide information and assistance to the Committee as required.
- Minutes of Committee meetings shall be sent to all Committee members.
- The Chair of the Committee shall report periodically the Committee's findings and recommendations to the Board.

RESOURCES AND AUTHORITY

- The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information with respect to the Corporation and its subsidiaries as it considers being necessary or advisable in order to perform its duties and responsibilities.
- The Committee shall have the authority to:
 - investigate any activity of the Corporation that relates to health and safety, the environment , community relations and social development;
 - engage independent counsel and other advisors as it determines necessary to carry out its duties; and
 - set and pay the compensation for advisors employed by the Committee.

RESPONSIBILITIES

Each Committee member will exercise due diligence and oversight to ensure that the Company complies with all legal requirements and aligns itself with appropriate international standards in achieving a safe working environment and socially and environmentally responsible operations. This includes but is not necessarily limited following the international best practices identified in the ICMM Principles:

- Apply ethical business practices and sound systems of corporate governance and transparency to support sustainable development.
- Integrate sustainable development into corporate strategy and decision-making processes.
- Respect human rights and the interests, cultures, customs and values of employees and communities affected by our activities.
- Pursue continual improvement in the health and safety performance with the ultimate goal of creating a zero-incident workplace and zero-harm culture.
- Pursue continual improvement in environmental performance issues, such as water stewardship, energy use and climate change.
- Contribute to the conservation of biodiversity and integrated approaches to land-use planning.
- Facilitate and support the knowledge-base and systems for responsible design, use, re-use, recycling and disposal of products containing metals and minerals.
- Pursue continual improvement in social performance and contribute to the social, economic and institutional development of host countries and communities.

- Proactively engage key stakeholders on sustainable development challenges and opportunities in an open and transparent manner, effectively report and monitor on-going progress and performance.

Chair

To carry out its oversight responsibilities, the Chair shall undertake the following:

- ensure that the Committee meets on a regular basis and at least 3 times per year;
- establish a calendar and an agenda for holding Committee meetings;
- provide leadership to the Committee with respect to its functions, including overseeing the logistics of the operations of the Committee;
- chair the Committee meetings (unless not present) and report to the Board of Directors on the findings, activities and any recommendations of the Committee;
- provide Committee materials to any Director upon request;
- act as liaison and maintain communication with the Chairman of the Board and the Board to coordinate Board member's input, and to optimize the effectiveness of the Committee. This includes reporting to the Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable.
- report annually to the Board on the role and effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole;
- ensure that the members of the Committee understand and discharge their duties and obligations;
- adopt ethical and responsible decision making by the Committee and its individual members;
- oversee the structure, composition, membership and activities delegated to the Committee;
- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently;
- support effective communication between Committee members and management; and
- attend shareholder meetings and respond to any shareholders questions posed to the Chair.

Committee

To carry out its oversight responsibilities, the Committee shall undertake the following:

- Ensure management develops, adopts and implements sound policies, standards with respect to health, safety and sustainability, including but not limited to the ICMM Principles;
- Review health, safety and sustainability protocols and activities on behalf of the Board to ensure that the Corporation is in compliance with appropriate laws, legislation, and policies;
- Review periodic and annual reports by management on health, safety and sustainability;

- Regularly review community, environmental, health and safety response compliance issues and incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action and has been diligent in carrying out its responsibilities and activities in that regard;
- Review results of operational community, environmental, health and safety audits and management’s activities to maintain appropriate internal and external environmental and safety audits;
- Ensure that principle areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- Ensure that the Corporation’s directors are kept up-to-date of their duties and responsibilities related to the scope of this Committee;
- Ensure protocols are in place dealing with potential environmental accidents in order to contain, control, clean up, and eliminate negative environmental effects;
- Ensure the Corporation is respectful of the local cultures, values, and traditions;
- Adopt an open communication policy regarding the Corporation’s activities with all related parties in order to achieve transparency in the Corporation’s socio-environmental performance;
- Review and assess the adequacy of this Charter annually and, where necessary recommend changes to the Board.

ADOPTION

This Charter was adopted by the Board on April 4, 2022.

RELATED POLICIES

Code of Business Conduct and Ethics; Human Rights and Diversity Policy