

THREE VALLEY COPPER CORP.

ENVIRONMENT, HEALTH AND SAFETY COMMITTEE CHARTER

(Adopted by the Board effective June 25, 2020)

1. Mandate and Purpose of the Committee

The Board of Directors (the “**Board**”) of Three Valley Copper Corp. (the “**Company**”) has established an Environment, Health and Safety Committee (the “**Committee**”) to assist the Board in fulfilling its oversight responsibilities for environmental, health and safety matters. The mandate of the Committee is to oversee the development and implementation of policies and best practices relating to environmental, health and safety issues in order to ensure compliance with applicable laws, regulations and policies in the jurisdictions in which the Company carries on business.

2. Authority

The Committee has the authority to engage and compensate any outside adviser that it determines to be necessary or advisable to carry out its duties. The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Membership

Number of Members

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than two directors. All members should have skills and/or experience which are relevant to the mandate of the Committee.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. 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.

4. Meetings

The Committee shall meet as many times as the Committee deems necessary to carry out its duties, provided that the Committee shall meet at least twice per year. The Chair shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 24 hours (excluding holidays) prior to the time fixed for such meeting.

Two members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

- (a) to periodically review environmental, health and safety policies (“**EHS Policies**”) for the Company;
- (b) to review and monitor the management of the implementation of systems necessary for compliance with EHS Policies and applicable legislation, with the specific direction to bring any material non-compliance with such policies and legislation to the attention of the Board in a timely fashion;
- (c) to monitor the effectiveness of EHS Policies, and the systems and monitoring processes which are in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
- (d) to receive reports from management on significant environmental, health and safety issues;

- (e) to review and monitor the environmental, health and safety performance of the Company through regular updates by management;
- (f) to receive regular updates from management regarding compliance with environmental, health and safety legislation, licenses, and the policies and systems in place to monitor such compliance; and
- (g) to report and, where appropriate, make recommendations to the Board with respect to environmental, health and safety matters.