

# Technical, Environmental, Health, Safety and Sustainability Committee Charter

Approved: April 27, 2023

## PURPOSE

The Technical, Environmental, Health, Safety and Sustainability Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of Giyani Metals Corp. (the "**Company**"). The Committee assists the Board in evaluating, assessing and reviewing the Company's and its subsidiaries' (the Company and its subsidiaries known collectively as the "**Group**") engineering and geological reports and data or any documentation pertaining to the acquisition, exploration, development or disposal of mineral properties. Furthermore, it reviews and monitors:

- a) the Group's environmental and social responsibility policies;
- b) the Group's activities as they relate to health and safety of employees in the workplace; and
- c) the Group's activities relating to sustainable business practices and striving for carbon neutrality.

## STRUCTURE OF THE COMMITTEE

### *Composition*

The Committee shall comprise a mix of executive management and non-executive directors, so that a majority of the Committee members shall be "independent directors" as defined by National Instrument 58-101.

### *Appointment of Members*

The Committee members shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.

### *Appointment of Chair*

The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not designated or present at a meeting, the members of the Committee may designate a Chair for the meeting by majority vote of the Committee membership.

## MEETINGS OF THE COMMITTEE

### *Rules of Procedure*

Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure.

### *Occurrence of Meetings*

In order to discharge its responsibilities, the Committee shall meet at least once a year and shall otherwise meet at such times as the Chair of the Committee shall designate.

### **Quorum**

At all meetings of the Committee, the presence of a majority of the members will constitute a quorum for the transaction of the business and the vote of a majority of the members present shall be the act of the Committee.

### **Participation by Members**

Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.

### **Consent Resolution**

Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.

### **Agenda**

The Chair of the Committee develops the agenda for each meeting of the Committee in consultation with the Chair of the Board. The agenda and the appropriate material are provided to members of the Committee on a timely basis prior to any meeting of the Committee.

## **RESPONSIBILITIES OF THE COMMITTEE**

### **Technical Matters**

The Committee shall assist management in fulfilling its responsibility for oversight of the development of corporate exploration and development projects. The Committee is responsible for the following tasks, in each case subject to the assistance and oversight of management:

- a) Review and approve technical (geological, drilling, mine engineering and process engineering) plans, schedules, and budgets;
- b) Review and approve any release of material containing technical (engineering or geological) information for compliance with National Instrument 43-101 and industry standards, including, but not limited to news releases containing technical or geological information, information circulars, annual information forms, management discussion and analysis, technical reports, preliminary economic analyses, pre-feasibility studies, and feasibility studies;
- c) Design, establish and monitor controls and other procedures (which may include procedures currently used by the Group) that are designed to ensure that development of corporate exploration and development projects are on schedule and within budget;
- d) Discuss with management and Board all relevant information with respect to the Committee's proceedings;
- e) Reviewing recommendations of management with respect to the acquisition or disposal of mineral properties;
- f) To monitor all incoming and outgoing documentation, records and citations of the Group's business pertaining to the acquisition or disposal of mineral properties and public disclosure of exploration results pertaining to them; and
- g) To provide an independent technology resource to members of the Board, as required from time to time, by verbal or written reports, and by meetings with the Board, if necessary.

- h) In discharging its duties, the Committee shall have full access to all of the Group's books, records, facilities, and personnel.

### ***Health and Safety Matters***

The Group is committed to providing and maintaining a safe and healthy working environment where all directors, officers, employees, consultants and contractors conduct themselves in a responsible and safe manner and are provided with a safe place of work.

The Group is committed to achieving a high standard of Occupational Health and Safety (“OHS”) through implementation of all related policies, procedures, standards and continuous improvement of management systems, setting targets and monitoring performance. By default, the Group will comply with host country OHS legislation which is a requirement of good international industry practice and standards (e.g., the World Bank Group Environmental, Health and Safety Guidelines).

It is the Group's belief that all accidents and injuries are preventable. To achieve a zero-accident culture the Group will, as appropriate to the size and nature of operations:

- a) identify and manage the Group's key health and safety risks;
- b) develop and implement OHS monitoring and management plans;
- c) comply with all applicable laws and regulations as well as aim to achieve best practice in OHS that meet international standards;
- d) integrate management of health and safety strategies into the Group's key business and planning processes;
- e) provide employees with the training and resources required to minimize the risks of their work activities;
- f) require that contractors (and their sub-contractors) provide their employees and service providers with the training and resources required to minimize the risks of their work activities;
- g) encourage and support employees and contractors to promote initiatives to continuously reduce OHS risks associated with the Group's activities;
- h) provide adequate emergency response resources, emergency exercises and related training;
- i) ensure that work / access permit systems are diligently and correctly used by all staff and contractors;
- j) ensure that all new employees, contractors and their sub-contractors, and visitors are appropriately informed of the Group's OHS policies, procedures and requirements through induction prior to accessing the Group's sites;
- k) achieve and maintain high levels of workplace hygiene at all times;
- l) communicate and enforce the Group's OHS standards, as applicable, with all contractors; and
- m) review, as appropriate, the Group's health and safety management systems and performance.

### ***Environmental and Sustainability Matters***

The Group is committed to the protection of the physical and social environment in which it operates including the protection of people and their livelihoods. Rehabilitation and closure plans are developed from the outset, so that planned and unplanned closure is catered for and funding available. Rehabilitation plans also incorporate legacy issues and / or existing disturbed areas (e.g., old stockpiles).

The Group is committed to achieving good international industry practice (“GIIP”) through its commitment to aligning with international standards such as the IFC Performance Standards and Equator Principles (V4, 2020). Moreover, the Company is seeking to be a low carbon, digitised, and low impact operator. In order to achieve these aims, the Group will:

- n) identify and manage the Group’s key environmental and social risks and opportunities through a formalised risk assessment process including an environmental impact assessment;
- o) comply with all applicable laws and regulations and GIIP;
- p) develop and implement an environmental and social management system;
- q) integrate the management of environmental and social strategies into the Group’s key business and planning processes;
- r) provide employees with the training and resources required to adhere to Group policies on environmental and social performance;
- s) require that contractors (and their sub-contractors) provide their employees and service providers with the training and resources required to meet environmental and social performance requirements;
- t) encourage and support employees and contractors to promote initiatives to continuously reduce environmental and social risks associated with the Group’s activities;
- u) maintain a comprehensive schedule of applicable environmental permits;
- v) conduct routine and regular engagement activities with the local community and other stakeholders;
- w) report any environmental incidents;
- x) ensure that all new employees, contractors and their sub-contractors, and visitors are appropriately informed of the Company’s policies with regards to environmental protection; and
- y) set and review key performance targets with respect to environmental and social sustainability.

## **METHOD OF OPERATION**

The Committee shall operate as follows:

- Members of the Committee are appointed and removed by the Board.
- Meetings of the Committee are held at least annually and as required.
- The Chair of the Committee reports regularly to the Board on the business of the Committee.
- The Committee may, in appropriate circumstances, engage external advisors and set and pay their compensation, subject to advising the Chair of the Board thereof.
- The Committee annually reviews its mandate and reports to the Board on its adequacy.



## **RESOURCES AND AUTHORITY**

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities. After discussion with the Board, it shall have the ability to retain, at the Company's expense, such consultants or legal assistance it deems necessary in the performance of its duties.

The Corporate Governance and Nominating Committee annually reviews and reports to the Board on the performance and assessment of the Committee and its members.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the members of the Committee.

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