



Environmental, Health and Safety Charter

I. PURPOSE

The Board of Directors of Heatherdale Resources Ltd. (the “**Company**”) has established an Environmental, Health and Safety Committee (the “**Committee**”). The primary function of the Committee is to assist the board of directors of the Company (the “**Board**”) in fulfilling its oversight of the implementation and effectiveness of the Company’s environmental, health and safety policies, programs and management procedures of the Company and its subsidiaries environmental, health and safety performance.

II. ROLE

The Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities, including:

- a. Development, evaluation and assessment of the Company’s policies and its performance with respect to the environmental, health and safety issues to identify areas of potential deficiencies and suggest improvements where appropriate; and
- b. Policies and practices regarding environmental, health and safety matters, including staying apprised of climate change practices and environmental issues that may impact the Company and its projects.

III. COMPOSITION AND MEMBERSHIP

- a. The members of the Board will annually appoint the members of the Committee. The members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed.
- b. The Committee will consist of at least three members, which shall include two independent directors and an Officer as determined by the Board of Directors. Independence of the Board members will be as defined by applicable legislation of the Company, free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgement as a member of the Committee.
- c. All Committee members shall have a working familiarity with the environmental, health and safety matters relating to the Company’s operations and shall have a breadth of industry or relevant experience and knowledge.
- d. The Board will appoint one of the members to act as the Chair of the Committee (the “**Chair**”), which will be one of the independent board members.



IV. MEETINGS AND PROCESS

- a. The Committee shall meet at least two times annually, or more frequently as circumstances require.
- b. Meetings of the Committee will be held at such times and places as the Chair may determine, and may be held in person, by telephone, and/or by video conference.
- c. A majority of the members of the Committee shall constitute a quorum.
- d. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.
- e. Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Committee.
- f. The Committee Chair, if present, will act as the chair of meetings of the Committee and shall establish the agenda of the meeting and, where possible, ensure that materials are circulated sufficiently in advance to provide adequate time for review prior to the meeting.
- g. The Committee Chair will appoint a Recording Secretary at each meeting. The Secretary will keep minutes of each meeting, which will be distributed in advance of subsequent meetings for Committee approval.
- h. The Committee may delegate work to one or more of its members, and such members must report to the Committee at its next scheduled meeting or as otherwise mandated.
- i. The Committee has the authority to communicate directly with officers and employees of the Company, its auditors, legal counsel and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities.
- j. The Committee may, at the Company's expense (provided that such expense is not unreasonable) retain the services of outside consultants, experts or advisors to assist the Committee with the performance of its duties and responsibilities as set out in this charter. Board approval will generally not be required prior to the Committee incurring expenses for consultants, experts and advisors, but the Board may set a maximum annual amount which may be paid for consultants, experts and advisors without prior Board Approval.
- k. The Committee shall report its discussions to the Board at the next Board Meeting.



V. DUTIES AND RESPONSIBILITIES

Reporting to the Board, the Committee will:

- a. Oversee the implementation of environmental, health, and safety policies in line with the principles, guidelines and goals set out by the Company;
- b. Review and monitor environmental, health and safety policies, activities and performance policies on behalf of the Board;
- c. Review environment, health and safety compliance issues and incidents to determine, on behalf of the Board, whether the Company is taking all appropriate actions in respect of those matters and has been duly diligent in carrying out its responsibilities and activities in that regard;
- d. Review and monitor results of environmental, health and safety audits and management's activities;
- e. Review and report to the Board on the principal areas of environmental, health, and safety risks and impacts identified by management and the adequacy of the resources allocated to address these;
- f. Investigate, or cause to be investigated, any extraordinary negative environmental, health and safety performance and make recommendations to the Board where appropriate;
- g. Oversee management's reporting and disclosure with respect to environmental, health and safety matters made in compliance with applicable laws and regulations;
- h. Make periodic visits, as individual members or as a Committee, to mineral properties of the Company to become familiar with the nature of the operations; and
- i. Exercise such other powers and perform such other duties and responsibilities as may from time to time be delegated to the Committee by the Board.

VI. OTHER

- a. Annually review the Committee's agenda and mandate and report recommended changes to the Board.
- b. Annually conduct a self-assessment of the Committee's performance.
- c. Perform such other duties as may be assigned to it by the Board or as the Committee shall deem appropriate from time to time, or as may be required by applicable regulatory authorities or legislation.

VII. APPROVAL

Reviewed and adopted by the Board of Directors – January 18, 2021