



**ACLARA RESOURCES INC.
SUSTAINABILITY COMMITTEE CHARTER**

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Aclara Resources Inc. (the “**Company**”).

Section 1 Purpose

- (1) The role of the Committee is to assist the board of directors of the Company (the “**Board**”):
 - (a) in obtaining assurance that appropriate systems are in place to deal with the management of risks related to health, safety, environment and community relations (“**Sustainable Development**”);
 - (b) in achieving compliance with Sustainable Development commitments; and
 - (c) in overseeing active engagement with the Company’s workforce.

Section 2 Membership

- (1) Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and shall be made up of at least three (3) members, including at least one Board director.
- (2) The Board shall appoint a chair of the Committee (the “**Chair**”). In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number present to chair the meeting.
- (3) Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors may be invited to attend all or part of any meeting as and when appropriate.
- (4) The Committee shall engage specialists with appropriate technical expertise to be members of and/or attend meetings of the Committee on a regular basis.
- (5) Only members of the Committee are entitled to vote at meetings of the Committee.

Section 3 Secretary

The General Counsel of the Company or his or her nominee shall act as the Secretary of the Committee.

Section 4 Quorum

The quorum necessary for the transaction of business shall be two (2) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Section 5 Frequency of Meetings

The Committee shall meet not less than twice a year and at such other times as the Chair of the Committee shall require.

Section 6 Notice of Meetings

- (1) Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- (2) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Section 7 Minutes of Meetings

- (1) The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- (2) Minutes of Committee meetings shall be circulated promptly to the Chair of the Committee in the first instance, then all members of the Committee and to the Chair and, once agreed, shall be promptly circulated to all members of the Board.

Section 8 Annual General Meeting

The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

Section 9 Duties

- (1) The Committee should carry out the duties below for the Company and its Company as a whole, as appropriate:
 - (a) The Committee shall evaluate the effectiveness of the Company's policies and systems for identifying and managing Sustainable Development risks within the Company's operations;
 - (b) The Committee shall assess the policies and systems within the Company for ensuring compliance with regulatory requirements relating to Sustainable Development;
 - (c) The Committee shall assess the performance of the Company with regard to the impact of decisions taken in relation to Sustainable Development and actions upon employees, communities and other third parties. It shall also assess the impact of such decisions and actions on the reputation of the Company;
 - (d) The Committee shall, on behalf of the Board, receive reports from management concerning all incidents, fatalities and serious accidents within the Company and actions taken by management as a result of such fatalities or serious accidents;
 - (e) The Committee shall evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning Sustainable Development issues;

- (f) The Committee shall review the results of independent audits of the Company's performance in regard to Sustainable Development matters, review any strategies and action plans developed by management in response to issues raised and, where appropriate make recommendations to the Board concerning the same; and
- (g) The Committee shall oversee the methods of engagement with the Company's workforce to understand their views and communicate these to the Board such that these can be taken into account in the Board's discussions and decision-making.

Section 10 Reporting Responsibilities

- (1) The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (2) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- (3) The Committee shall make a statement in the annual report about its activities.

Section 11 Other

- (1) The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit and the assistance of the Company Secretary as required.
- (2) The Committee should consider such other matters as the Board may from time to time refer to it.
- (3) At every level of the organization, line managers are responsible for health, safety and environmental matters. Ultimate responsibility for health, safety and environmental matters will remain with the Board.

Section 12 Authority

- (1) The Committee is authorised to:
 - (a) seek any information it requires from any employee of the Company in order to perform its duties and all employees shall be directed to co-operate with any request made by the Committee;
 - (b) call any employee to be questioned at a meeting of the Committee as and when required; and
 - (c) obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary.

Dated: January 31, 2022
Approved by: Board of Directors of the Company