



ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE CHARTER

Kenorland Minerals Ltd. (the “**Corporation**”) is committed:

- to providing a safe and healthy workplace;
- to the stewardship of the environment and natural resources under its responsibility;
- to uphold its social responsibilities in the communities it operates in. This is known collectively as Environmental, Social, and Governance (“**ESG**”).

I. PURPOSE

The Environmental Social Governance Committee (the “**Committee**”) is a committee of the board of directors (the “Board of Directors”) of the Corporation.

The Committee’s mandate is to ensure that management develops and monitors standards for ensuring a safe, healthy work environment and sustainable development, encompassing both environmental matters and community relations with all stakeholders.

The function of the Committee is one of oversight. While the Committee has the duties and responsibilities set forth in this policy, independent members of the Committee are not employees of the Corporation and are entitled to rely on the integrity of the Corporation’s management. With the Committee’s oversight, management is responsible for:

- ensure that the Corporation complies with its health, safety, community relations and environmental programs and policies
- ensure the company complies with laws, regulations, or other obligations and
- take any action or assume any responsibility for any violation of such programs, policies, laws or regulations or to otherwise take any remedial action with respect to any health, safety, community relations or environmental manner.

To achieve the commitments the Corporation, with the assistance of the Committee, management will:

- provide the leadership, allocate resources and programs necessary to operate in compliance with all laws, regulations and company standards, and requiring the same of its contractors;
- develop and oversee work practices that provide safe, healthy working conditions for all Corporation personnel including contract employees, and to protect public safety, and comply with all occupational health and safety laws and regulations;
- ensure that the Corporation provides training, instruction and equipment to employees so they may carry out their work in a manner that is safe for them and their fellow workers; require that contractors and others that work on behalf of the Corporation are appropriately trained to by the entity to which they belong to perform the duties required by the Corporation;
- be familiar with applicable statutory requirements and trends and evaluate the Corporation's compliance with such requirements;
- ensure compliance with the Sustainable Development Guidelines of the SDBJ, SIDEX and SODEMEX institutional funds of Quebec as outlined in Appendix A and at least annually update as required;

- assess environmental risks and the Corporation's risk management; report, investigate and analyze all conditions, incidents and accidents with the intent of determining root cause in order to implement preventative measures;
- evaluate environmental performance within the Corporation from a best practices point of view including performance by Corporation contractors with the intent to continually improve performance;
- promote a tone and programs which foster mutual beneficial relations and respect with the communities and local stakeholders in which we work;
- communicate effectively with local stakeholders within the communities the Corporation operates in and integrate economic, environmental and social considerations into all decision making
- review variances and non-compliance issues;
- ensure that good business practices exist so that the Corporation meets or exceeds its legal requirements concerning environmental, social and safety practices; and
- make recommendations to the Board as required;
- enforce zero tolerance for the illegal use of alcohol and drugs at the workplace.

II. COMPOSITION AND MEETINGS

Refer to Committee Operations - General Guidelines.

III. AUTHORITY OF THE ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE

The Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the ESG Committee shall:

Generally

1. Create an agenda for the ensuing year.
2. Review this Charter at least annually, update and prepare revisions to its content and directives where conditions so dictate and submit any proposed updates or revisions to the Board of Directors for approval.

V. COMPLAINTS

Complaints regarding environmental social governance concerns may be submitted as outlined in the Corporation's Whistleblower Policy. Complaints may be made anonymously and, if not made anonymously, the identity of the person submitting the complaint will be kept confidential.

Upon receipt of a complaint, the Chair will conduct or designate a member of the ESG Committee to conduct an initial investigation. The results of that initial investigation will be brought before the ESG Committee for a determination of further investigation and action.

Last Approval Date: March 15, 2024

Approved by: Board of Directors