

FALCO RESOURCES LTD.

ENVIRONMENT AND TECHNICAL COMMITTEE CHARTER

I. OVERALL ROLE AND RESPONSIBILITY

The Environment and Technical Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Falco Resources Ltd. (the “**Corporation**”) to which the Board delegates certain responsibilities to oversee and review:

1. Sustainability matters, including occupational Health and Safety, Corporate Social Responsibility and Environmental matters;
2. Mining Operations and Production;
3. Strategic Planning, Business Development and Capital Projects;
4. Exploration Programs.

The Committee has the general mandate to assist the Board in fulfilling its oversight responsibilities: to consider and evaluate all aspects of the Corporation’s development, implementation and monitoring of occupational Health and Safety, Corporate Social Responsibility and Environmental matters, Mining Operations and Production, Strategic Planning, Business Development, Capital Projects and Exploration Programs and to recommend to the Board the steps to be taken in connection with these areas of activity.

The Committee shall report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations.

II. MEMBERSHIP, MEETINGS AND QUORUM

The Committee shall consist of a minimum of three (3) and a maximum of five (5) directors, at least two of whom shall be independent, appointed by the Board. Each Committee member shall satisfy experience requirements. The Chair of the Committee shall be nominated by the Board.

The Committee shall meet as often as required, but not less frequently than three times a year. The quorum at any meeting of the Committee is a majority of members in office.

Any Committee member may resign at any time by providing notice in writing or by electronic transmission to the Corporation’s Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Chair of the Committee may invite members of the Management team and technical advisors to attend Committee meetings.

III. STRUCTURE AND OPERATIONS

Proceedings and meetings of the Committee will be governed by the provisions of By-Law No. 1 relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and other provisions adopted by the Board in regards to committee composition and organization.

IV. SPECIFIC DUTIES

In addition to the general statement of responsibilities above, the following are the duties and responsibilities of the Committee:

1. Oversight of Health and Safety, Corporate Social Responsibility and Environmental Matters
 - (a) **oversee** management's development of policies, procedures, practices and systems that meet or exceed legal and regulatory requirements and industry standards;
 - (b) **review** risks and appropriate programs and procedures to reduce the risks identified;
 - (c) **review** the Corporation's strategies with respect to Health and Safety, Corporate Social Responsibility and Environmental matters;
 - (d) **review and monitor** the Corporation's policies, procedures and practices relating to the reporting of Health and Safety and Environmental incidents with respect to the Corporation's employees, contractors, facilities and operations, in compliance with laws and regulations;
 - (e) **review** with management and legal counsel, the Corporation's current or pending legal action by or against the Corporation, related to environmental, Health or Safety issues;
 - (f) **review** reports regarding significant Health and Safety and Environmental incidents, emerging issues, summaries of inspections or audits, and corrective actions taken in response to deficiencies and monitor implementation of correctives actions;
 - (g) **ensure** that management takes steps to provide employees with the training necessary to meet Health and Safety and Environmental standards set by law and the Corporation policies, procedures, and practices; and
 - (h) **require** management to regularly monitor and report on the Corporation's Health and Safety, Social Corporate Responsibility and Environmental performance.

2. Oversight of Mining Operations and Production, Strategic Planning, Business Development, Capital Projects and Exploration Programs
 - (a) **review** assumptions, methodology underpinning the mineral reserves and resources estimates and satisfy itself that the judgment exercised in preparing such was reasonable;
 - (b) **oversee** benchmarking of technical policies, systems and monitoring processes versus industry best practices;
 - (c) **oversee** establishment of long-term technical and operational performance objectives and evaluating the Corporation's progress against such objectives;
 - (d) **review** technical and operational matters, which includes: i) production guidance; ii) life of mine plan; iii) exploration, geological, mining, metallurgical and other significant technical issues, iv) risks and mitigation strategies;
 - (e) **oversee** the planning for and advising on operational matters and providing oversight through the periodic assessment of operational performance against strategic plans;
 - (f) **review** business development and exploration opportunities, project development or mining operations;
 - (g) **review** strategic plans, goals, policies and budgets related to mining exploration, mine development, technical, and risk management and administration;
 - (h) **oversee** regulatory permits, licensing and leasing, operating agreements, and material operational agreements for explorations, development and mining operations;
 - (i) **oversee** operational risk management controls and related policies;
 - (j) **oversee** operational systems that are current, reliable and effectively implemented;
 - (k) **review** reports on interim exploration results; and
 - (l) **visits** to mine and project sites in order to become familiar with the nature of the operations and to review relevant objectives, procedures and performances with respect to sustainability matters, and technical and operational matters.

The Committee shall make relevant recommendations to the Board in respect of any of the foregoing.

The Committee or any member may undertake any action, obtain any information, meet any officer or employee of the Corporation, as it determines to be necessary, appropriate or useful to satisfy itself, or himself accordingly, that the Corporation implements and complies with its policies, procedures, practices and systems with respect to Health and Safety, Corporate Social Responsibility and Environmental matters.

V. CHARTER

The Committee shall review and reassess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.

The Committee shall review its own performance annually in accordance with the processes developed by the Nominating and Corporate Governance Committee.

This Charter was approved by the Board of Directors on September 23, 2020.