



TECHNICAL AND SUSTAINABILITY COMMITTEE CHARTER

I. ROLE AND OBJECTIVE

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Technical and Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Red Eagle Mining Corporation (the “**Company**”).

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) technical matters relating to the Company’s mining activities;
- (b) the Company’s procedures for the preparation and disclosure of resource and reserve information for the Company properties;
- (c) operating and production plans for proposed and existing operating mines; and
- (d) policies and practices regarding sustainability matters, including environment, social responsibility and health and safety.

II. COMPOSITION

The Board, based on recommendation from the Corporation Governance and Compensation Committee, will appoint or reappoint members of the Committee (“**Members**”). Each member shall serve until his or her successor is appointed unless the Member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

The Committee shall be composed of at least two (2) directors of the Company, at least one of whom is “independent” as defined by *National Instrument 58-101 - Disclosure of Corporate Governance Practices* as well as the rules of relevant stock exchanges.

All Members will have familiarity with matters within the purview of the Committee, including a general familiarity with the mining industry, including environmental, social responsibility and health and safety practices. At least one member of the Committee should have an extensive background in mining operations.

The Board shall designate one of the Members as chair of the Committee (the “**Chair**”). The Corporate Secretary of the Company, or the individual designated as fulfilling the function of Secretary of the Company, will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Corporate Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

III. MEETINGS AND PROCEEDINGS

Meetings of the Committee will be held at such times and places as the Chair of the Committee may determine, but in any event not less than two (2) times per year. Forty-eight (48) hours advance notice of each meeting will be given to each Member verbally, by telephone or email, unless all Members are present



and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. Any Member may call a meeting of the Committee.

A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair of the Committee will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by a written resolution signed by all Members.

In advance of every regular meeting of the Committee, the Chair of the Committee, with the assistance of the Corporate Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair of the Committee, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

The Chair of the Committee, if present, will act as the chairman of meetings of the Committee. If the Chair of the Committee is not present, then the Members present may select one of their members to act as chairman of the meeting. The Chair of the Committee shall provide leadership to the Committee to enhance the Committee's effectiveness and ensure adherence to this Charter. The Chair of the Committee will conduct meetings in a manner that promotes meaningful discussion, and will ensure that meetings are appropriate in terms of frequency, length and content.

The Committee will meet in camera without management at each meeting of the Committee.

The Chair of the Committee, or his delegate, will report to the Board at each Board meeting on the Committee's activities since the last Board meeting.

IV. RESPONSIBILITIES

The Committee shall:

- (a) review management's assumptions and methodology underpinning the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable;
- (b) where appropriate, recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates and ensure such disclosure complies with regulatory requirements;
- (c) review management's procedures for ensuring that technical work is of high quality;
- (d) review all material proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- (e) review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Committee's discretion, make recommendations to the Board for consideration;
- (f) review and monitor the Company's health and safety policies and practices and the Company's sustainability policies and practices to ensure that the Company is in compliance with applicable laws;



- (g) review with management the Company's goals, policies and programs relative to sustainability issues, including health, safety, social responsibility and environmental matters;
- (h) review results of any health, safety and environment audits and management's activities to maintain appropriate internal and external audits;
- (i) make periodic visits, as individual members or as the Committee, to the Company's project sites in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to technical and sustainability matters including, without limitation health, safety, social responsibility and environmental matters;
- (j) report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate; and
- (k) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

V. AUTHORITY

The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers and employees will be directed to cooperate as requested by members of the Committee. The Committee has authority to retain and terminate, and to set and pay the compensation of, independent legal counsel, consultants and other advisers, if it considers this appropriate to assist the Committee in fulfilling its duties.

The Committee is authorized to invite officers and employees of the Company, and outsiders with relevant experience and expertise, to attend or participate in its meetings and proceedings, if it considers this appropriate. The Company shall pay the expenses incurred by the Committee in carrying out its responsibilities.

VI. REVIEW

The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices and applicable law. The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

This Charter was last approved by the Board on September 15, 2017.