

AQUILA RESOURCES INC.

(the "Corporation")

TECHNICAL, ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER

March 6, 2019

PURPOSE AND ROLE

The board of directors (the "Board") of Aquila Resources Inc. ("Aquila") has established a Technical, Environmental, Health and Safety Committee (the "Committee") to assist with the following:

- To provide on-going confirmation to the Board that the safety, environmental, design, construction and operational readiness of the project is meeting the necessary regulatory codes and standards and is complying with industry best practices, and does not pose a hazard to the receiving environment and the local communities over the long term
- To enhance Aquila's commitment to operational excellence and corporate responsibility

LIMITATION ON COMMITTEE'S DUTIES

In contributing to the Committee's discharge of its duties under this Charter, each member of the Technical, Environmental, Health and Safety Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended to be, or may be construed as, imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management and (iv) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

COMPOSITION OF THE COMMITTEE

The Committee will consist of at least three members of the Board plus the Chief Financial Officer. The Senior Vice President, Projects and the Chief Operating Officers or their designated representatives will participate in the meetings with support from outside consultants as needed and but will not be voting Committee members. The Board will appoint the Committee members and the Committee Chairperson. At least a majority of the Committee members shall be independent directors.

The Board may, by resolution, at any time remove any member of the Committee, with or without cause, or add to or otherwise change the membership of the Committee. The Committee membership shall not, however, be reduced to less than three. A member of the Committee shall cease to be a member upon ceasing to be a director. The Board shall reappoint the Committee annually.

PROCEDURES, POWERS AND DUTIES

The Committee will meet at least two times a year, with authority to convene additional meetings, as circumstances require.

Any director of the Corporation may attend meetings of the Committee at the Committee Chairperson's invitation, but may not vote and may not be included for purposes of quorum requirements. The Committee Chairperson may invite the Corporation's chief executive officer or senior management employees, or others to attend meetings and provide pertinent information, as necessary; however, the Committee shall also regularly meet without management or third parties present. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.

No business shall be transacted by the Committee except at a meeting where a majority of the members are present, either in person or by teleconference.

The Committee may engage outside consultants to advise it in matters relating to this mandate at the Corporation's expense, without the prior approval of the directors of the Corporation.

The Committee's business will be recorded in minutes of the Committee, and a report on the activities of the Committee will be made to the Board following each regularly scheduled meeting of the Committee.

RESPONSIBILITIES

The Committee will have the following general duties and responsibilities:

- Establish, review and monitor the technical, environmental, health, safety, and sustainability policies, programs and activities of Aquila on behalf of the Board to ensure that Aquila is achieving

its stated policy objectives and is in compliance with all applicable laws and industry best practices.

- Encourage, assist and counsel management in developing short-term and long-term policies and standards to ensure that the principles set out in the Corporation's technical, environmental, health, safety, and sustainability policies are being adhered to and achieved.
- Review regular updates from management on the technical, environmental, health, safety, and sustainability performance of Aquila, and monitor significant trends.
- If any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of Aquila's response to such situations, make recommendations to the Board where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved.
- Review results and findings on technical, environmental, health, safety, and sustainability audits, the action plans pursuant to the findings and the result of investigations into significant events, with the Committee having the power to initiate audits at its request.
- Direct and supervise the investigation into any matter brought to its attention within the scope of its duties.
- Review with management the Corporation's risk assessment, risk exposure and risk management in respect of technical, environmental, health, safety, and sustainability matters.
- Make periodic visits, as individual members or as the Committee, to the Corporation's project sites in order to become familiar with the nature of the activities and operations, and to review relevant objectives, procedures and performance with respect to technical, environmental, health, safety, and sustainability matters.
- Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

Safety and Health Standards

The personal health and safety of each employee, consultant and contractor of Aquila is of prime importance and the Corporation's policy is to adhere to high international standards. The Committee will:

- Monitor the suitability and effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public.
- Review Aquila's programs to promote zero injuries amongst the workforce, and monitor their effectiveness.

Environmental Compliance

The Corporation's policy is to adhere to the environmental policies and regulations in any jurisdictions where the Corporation operates and also be guided by international standards where these exceed local standards.

Sustainability

The Corporation's policy is to promote and adhere to sustainability standards consistent with corporate objectives. Sustainability is broadly defined here as the balancing of environmental, social, and economic interests. The Committee will:

- Take steps to ensure that, with respect to matters under the Corporation's control, the Corporation operates in a climate that fosters improvement of socio-economic conditions in the communities where it operates.
- Review management's philosophy and strategy for the implementation and securing of a positive relationship, driving economic development, and creating well-being within the communities impacted by Aquila's operations, and report its conclusions and make recommendations regarding implementation of these strategies to the Board.

Technical Standards and Performance

The Committee will review, together with management or alone, the technical aspects of both the Corporation's plans (e.g. in scoping, pre-feasibility, feasibility and similar studies) and ongoing operations (e.g., during construction, commissioning, and production). Special attention will be paid to risks and risk management, the consideration thereof in the management planning process and the possible financial impacts. Where the Committee deems it to be appropriate it will also review the technical performance and financial outcome of past activities for the benefit of future planning. Specifically, the Committee will:

- On behalf of the Board, review and maintain oversight of the technical aspects of the Corporation's material exploration, development, permitting, construction and mining operations and, where appropriate, make recommendations on these matters to the Board.
- Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates and ensure such disclosure complies with regulatory requirements.
- Review commercial arrangements for engineering, procurement and construction management activities planned for the development of the Corporation's material mineral properties.
- Review all material proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration.

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.

MANDATE REVIEWS

The Committee shall regularly review the adequacy of this mandate and recommend changes to the board.

Approved March, 2019