



NGEx MINERALS LTD.

(the "Corporation")

SAFETY AND SUSTAINABILITY COMMITTEE MANDATE

(as adopted by the board of directors of the Corporation (the "Board") on August 5, 2025)

This mandate sets forth the purpose, duties, responsibilities, composition, and authority of the Safety and Sustainability Committee (the **Committee**) of the Board of Directors (the **"Board"**) of NGEx Minerals Ltd. (the **"Corporation"**).

1. Purpose

The purpose of the Committee is to assist the Board in overseeing the Corporation's approach to health, safety, social and environmental responsibility. The Committee shall oversee the effectiveness and adequacy of the Corporation's strategies, policies and systems in upholding appropriate standards of practice and performance across its activities relating to: worker health and safety; environmental matters including water, biodiversity, and waste management; emergency response planning; emissions and climate change; engagement with community and Indigenous Peoples; diversity, equity and inclusion workforce and community initiatives; human rights; and other related matters (the **"Safety and Sustainability Matters"**).

2. Duties and Responsibilities

The Committee shall:

- (i) oversee the Corporation's Responsible Mineral Exploration and Development Policy, and review the terms of such policy on an annual basis;
- (ii) review and approve management's recommendations, and the adoption and implementation thereof by the Corporation, for the Corporation's programs, policies, disclosures, and standards (collectively, **"Programs and Practices"**) with respect to Safety and Sustainability Matters, which may include, but are not limited to, areas discussed under the Corporation's Responsible Mineral Exploration and Development Policy, as may be amended from time to time;
- (iii) review and approve management's recommendations, with respect to the form and content, of quarterly update materials to be provided to the Committee to enable its effective oversight over Safety and Sustainability Matters (the **"Quarterly Safety and Sustainability Updates"**), and providing recommendations for amendment, when it deems appropriate;
- (iv) oversee the Corporation's performance and/or compliance with respect to adopted Programs and Practices related to Safety and Sustainability Matters, as applicable, which may include, but not be limited to, receiving and reviewing Quarterly Safety and Sustainability Updates prepared by management, and determining whether the objectives of Programs and Practices are being addressed;

- (v) receive and review management's assessment and recommendations with respect to emerging regulatory initiatives and trends related to Safety and Sustainability Matters and their impact on the Corporation;
- (vi) receive and review quarterly reports from management on the Corporation's risk register (the "**Risk Register**"), which identifies, prioritizes, and addresses potential material risks related to Safety and Sustainability Matters. Review with management the systems and processes used to identify, assess and manage safety and sustainability risks documented in the Risk Register, the mitigation strategies and actions undertaken by the Corporation, and the adequacy of resources allocated to address the risks; and
- (vii) review and approve public disclosure with respect to Safety and Sustainability Matters, including but not limited to, the Corporation's annual sustainability summary.

3. Term of Members, Composition, Procedures and Organization

- 3.1 The members of the Committee shall be appointed annually at the first meeting of the Board after each annual meeting of shareholders, and shall hold office until (a) the next annual meeting of shareholders, (b) they are removed by the Board, or (c) they cease to be directors of the Corporation;
- 3.2 The Committee will consist of no fewer than three directors, the majority of whom shall be independent directors as the term "independent" is defined in National Instrument 58-101 "Disclosure of Corporate Governance Practices" and set out by the Canadian Securities Administrators in Multilateral Instrument 52-110 and any other applicable laws and regulations as the same may be amended from time to time;
- 3.3 The Board will appoint one of the members of the Committee to act as the Chair of the Committee; and
- 3.4 The Committee shall meet at least quarterly in order to fulfill the responsibilities described above and shall provide a report of the meeting to the Board at the next Board meeting. A quorum for the Committee shall be two members.

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the SS Committee falls below three directors. The Board may remove and replace any member of the Committee.

5. Authority to Engage

The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

6. Review of Mandate

The Committee shall review this Mandate annually and make recommendations with respect to any material changes to the Corporate Governance and Nominating Committee and the Board for consideration and approval.