



**JOSEMARIA RESOURCES INC.
(the "Corporation")**

HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE MANDATE
(Approved by the Board of Directors on May 11, 2020)

Health, Safety, Environment and Community Committee

1. The Health, Safety, Environment and Community Committee (the "**Committee**") has the responsibility to assist the Board in fulfilling its oversight responsibilities for health and safety, environment and community matters. The mandate of the Committee is to oversee the development and implementation of policies and best practices relating to health and safety, environment and community issues in order to ensure, at minimum, compliance with applicable laws, regulations and policies in the jurisdictions in which the Corporation carries on business.

The Committee will provide oversight of:

- health, safety, environment and community risks;
 - the Corporation's compliance with applicable legal and regulatory requirements associated with health, safety, environmental and community matters;
 - the Corporation's performance in relation to health, safety, environmental and community matters;
 - the performance and leadership of the health, safety, environment and community function; and
 - the Corporation's external annual reporting in relation to health, safety, environmental and community matters.
2. The duties and responsibilities of the Committee will include:
 - i. to periodically review environment, health and safety policies for the Corporation;
 - ii. to monitor implementation of systems necessary for compliance with environment, health and safety policies and legislation, with the specific direction to bring any material non-compliance to the attention of the Board in a timely fashion;
 - iii. to monitor the effectiveness of the policies, systems and monitoring processes which are in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
 - iv. to receive reports from management on significant environment, health and safety and community issues;
 - v. to review and monitor the environment, health and safety performance of the Corporation through updates by management;

- vi. to receive regular updates from management regarding compliance with environment, health and safety legislation, licenses, the policies and systems which are in place to monitor such compliance; and
 - vii. to report and, where appropriate, make recommendations to the Board.
3. The composition, procedures and organization of the Committee will be defined by the following.
- i. The Committee shall consist of at least three members, all of whom shall be directors of the Corporation.
 - ii. Following each annual general meeting of the shareholders, the Board shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
 - iii. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
 - iv. The Committee shall, from time to time, designate a secretary which may be one of the members of the Committee, the Corporate Secretary of the Company, or other designate of the Committee.
 - v. The Committee shall meet regularly on such dates and at such locations as the Chair of the Committee shall determine and may also meet at any other time or times on the call of the chair of the Committee, any two of the other members, or the senior officer of the Corporation responsible for HSEC matters. The Committee shall endeavour to meet at least twice per year.
 - vi. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
 - vii. The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation as they may require and may engage independent environmental consultants, advisors and legal counsel at the expense of the Corporation, as it considers necessary or advisable in order to perform its duties and responsibilities.
4. 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.
5. The Committee shall review this Mandate annually and make recommendations with respect to any material changes to the Board for consideration and approval.