



UEX CORPORATION

SAFETY, ENVIRONMENTAL AND SOCIAL SUSTAINABILITY COMMITTEE CHARTER

As of December 7, 2020

1. Mandate

The Safety, Environmental and Social Sustainability Committee (the “SESS Committee” or the “Committee”) of UEX Corporation (the “Company”) is a committee of the Board of Directors (the “Board”), to which the Board has delegated the oversight of corporate performance relating to safety (including occupational health), environmental and social sustainability matters. The Committee’s purpose is to assess the effectiveness of the Company’s policies and practices, monitor compliance with laws, rules and regulations, assess potential operational, human resource and financial risks and opportunities that stem from environmental, geopolitical or social factors and report periodically to the Board of Directors.

2. Composition

- 2.1. The Committee shall be comprised of at least three members, the majority of whom should be independent. At least one member of the Committee should have a broad understanding of legislative obligations in relation to occupational health, safety, environmental and sustainability matters.
- 2.2. The Board shall appoint the Committee members and the Chair annually. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements.
- 2.3. If a Chair of the Committee is not designated or present at a meeting, one of the other members of the Committee present shall be chosen by the Committee to preside at the meeting.

3. Meetings

- 3.1. Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure.
- 3.2. In order to discharge its responsibilities, the Committee shall establish a schedule of meetings at least biannually and shall otherwise meet at such times as the Chair of the Committee shall designate.
- 3.3. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication devices as long as there is a clear communications connectivity. The Committee may also act by unanimous written consent of its members.
- 3.4. The Chair shall develop and set the Committee’s agenda in consultation with other members of the

Committee and Company management, as necessary. The agenda and any supporting material shall be communicated to members in advance to the extent practical to permit meaningful review.

4. Authority and Responsibilities

In support of the Company's commitment to a healthy and safe workplace and adhering to best practices in environmental stewardship and socially sustainable exploration, development and operations, the Committee's responsibilities include: monitoring development and implementation of industry leading policies, assessing non-compliance risks and advising on strategies to mitigate such risks, as well as advising on areas of improvements. In discharging its responsibilities, the Committee shall have full access to all company records, facilities and personnel.

Safety (including Occupational Health)

The Committee shall be responsible for the following:

- 4.1. Reviewing and approving corporate objectives as they relate to occupational health, safety and security, as well as monitoring the Company's performance against them based on specific parameters.
- 4.2. Reviewing and monitoring systems, policies and activities to ensure compliance with appropriate existing or proposed laws, regulations or best practices as they relate to occupational health, safety and security issues.
- 4.3. Assessing potential financial implications from occupational health, safety and security factors and advising on strategies to mitigate risks and execute on opportunities for improvement.
- 4.4. The Committee shall be responsible for ensuring the Company effectively fulfills its commitment to:
 - Promoting safe work practices and the occupational health of employees and contractors at all times;
 - Educating employees and contractors on both industry and site-specific hazards and risk management;
 - Providing employees with the training, information and tools necessary to enable them to conduct their work safely;
 - Implementing the requisite systems, taking into account the project's stage of development, to identify, minimize and mitigate health and safety hazards;
 - Putting in place security-focused systems and procedures to minimize and mitigate regional security-related risks;
 - Complying with applicable health and safety regulations;
 - Establishing and implementing procedures for emergency prevention, preparedness and response;
 - Documenting and reporting accidents and incidents and recommending changes to systems and processes to minimize the likelihood of reoccurrence
- 4.5. Reporting to the Board at least biannually on the compliance with related corporate policies, any risks and opportunities identified and relevant current developments.

Environmental

The Committee shall be responsible for the following:

- 4.6. Reviewing and approving corporate objectives as they relate to environmental stewardship, as well as monitoring the Company's performance against them based on specific parameters.
- 4.7. Reviewing and monitoring systems, policies and activities to ensure compliance with appropriate existing or proposed laws, regulations or best practices as they relate to environmental protection and sustainability issues.
- 4.8. Assessing potential financial and compliance implications from environmental factors and the Company's capacity to manage its environmental strategies. Reviewing and considering potential environmental liabilities and obligations, including the Company's closure and restoration provisions. Reviewing environmentally sensitive incidents to determine the sufficiency of Company's action plans. Recommending strategies to mitigate risks and strategies to capitalize on opportunities for improvement.
- 4.9. The Committee shall be responsible for ensuring the Company effectively fulfills its commitment to:
 - Complying with all applicable environmental standards, laws and regulations in the countries and jurisdictions in which it conducts its activities;
 - Exploring, designing, constructing, operating and closing mining operations in a manner consistent with international industry best practices;
 - Developing and implementing appropriate Environmental Management Systems to effectively anticipate, target, assess, mitigate and minimize environmental risks based on the Company's activities at the time;
 - Ensuring transparency with stakeholders both locally and more broadly with respect to the Company's environmental performance;
 - Educating employees and contractors on both site and industry-specific environmental issues and providing them with the necessary tools to manage and minimize potential resulting environmental impacts;
 - Communicating openly to surrounding communities regarding potential environmental impacts, related remediation measures and reclamation practices; and
- 4.10. Reporting to the Board at least biannually on compliance with corporate policies, any risks and opportunities identified and relevant current developments.

Social Sustainability

The Committee shall be responsible for the following:

- 4.11. Reviewing and approving corporate objectives as they relate to social sustainability, as well as monitoring the Company's performance against them based on specific parameters.
- 4.12. Reviewing and monitoring systems, policies and activities to ensure compliance with appropriate existing or proposed laws, regulations or best practices as they relate to local stakeholders issues.

- 4.13. Assessing financial and compliance implications from community relations and local government relations factors and the Company's capacity to manage its sustainability strategy. Reviewing community complaints and concerns to determine the sufficiency of Company's action plans. Recommending strategies to mitigate risks and strategies to capitalize on opportunities for improvement.
- 4.14. The Committee shall be responsible for ensuring the Company effectively fulfills its commitment to:
- Integrating into the local communities in which the Company operates;
 - Ensuring transparency with stakeholders both locally and more broadly with respect to the Company's plans for advancing its assets and the related impacts on the local community;
 - Working with the local community to support initiatives, through both financial and non-financial means, that have the potential to provide lasting and sustainable benefits for the local area;
 - Creating meaningful links between the Company's social investment and community development;
 - Developing sustainability reporting standards consistent with international industry best practices; and
 - Ensuring that potential concerns of stakeholders and community members are diligently addressed
- 4.15. Reporting to the Board at least biannually on compliance with corporate policies, any risks and opportunities identified and relevant current developments.

5. General

- 5.1. The Committee shall maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.
- 5.2. The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities.
- 5.3. The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.
- 5.4. The Committee shall review this Charter annually and submit any recommended changes to the Board for approval.
- 5.5. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate