

WALLBRIDGE MINING COMPANY LIMITED (THE “COMPANY”)

TECHNICAL COMMITTEE CHARTER

This charter (the “**Charter**”) sets out the purpose, composition, responsibilities and authority of the Technical Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company.

Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to specific technical matters which are beyond the scope or expertise of non-technical Board members and advising the Board and the Company’s management team in relation to the advancement of the Company’s mineral assets.

Composition and Membership

- The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- The Committee will consist of at least three Members, at least one of whom will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company’s securities are listed, including section 1.4 of National Instrument 52-110 - Audit Committees. For greater certainty, each Member will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- All Committee Members will have specific technical competencies.
- The Board will appoint one of the Members to act as the chair of the Committee (the “**Chair**”). The Chair will appoint a Member or other person to act as Secretary of the Committee for the purposes of a meeting of the Committee. The minutes of the Committee will be made available to the Board.
- The Committee may delegate any or all of its functions to any of its Members or any subset of Members, or other persons, from time to time as it sees fit.

Meetings

- Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two (2) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, 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 electronically, by telephone or videoconference.
- Not less than 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. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.

- The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- In advance of every regular meeting of the Committee, the Chair, with the assistance of the Company's Corporate Secretary as deemed appropriate by the Chair, will prepare and distribute to the Members and others as deemed appropriate by the Chair, 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.

Duties and Responsibilities

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

- reviewing the Company's annual budget as it relates to planned exploration on, and development of, the Company's mineral properties;
- receiving regular updates from management on activities at the Company's mineral properties and evaluating performance against budget;
- reviewing exploration plans and programs and, if appropriate, making recommendations to the Board for consideration;
- monitoring and reviewing management's reporting of the execution of exploration activities;
- reviewing the management of risks of mineral resource estimates, proposed projects and reviewing the estimated schedule and costs of proposed projects;
- evaluating proposed mineral project investments and opportunities on a technical basis;
- reviewing reports from management on material matters relating to the estimation of mineral resources, including technical reports under National Instrument 43-101;
- in conjunction with the Audit Committee, overseeing the Company's internal disclosure controls relating to mineral resource estimation and related disclosure;
- reviewing the management of tailings; and,
- performing such other duties as may be assigned to it by the Board.

Reporting

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting.

Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated:
Approved by:

July 2, 2021
Technical Committee
Board of Directors