



AMERIGO RESOURCES LTD.

ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER

I. GENERAL

1. Mandate and Purpose of the Committee

The purpose of the Environmental, Health and Safety Committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of Amerigo Resources Ltd. (the “**Company**”) in overseeing the Safety, Occupational Health, Environmental and Social Responsibility Policy (the “**EHS Policy**”) of the Company. The objective of the EHS Policy is to outline how the Company and its subsidiaries (collectively, “**Amerigo**”), together with its directors, officers, employees, consultants and contractors, will conduct its business in a safe, environmentally friendly and socially responsible manner to the highest standards of corporate social responsibility.

2. Authority of the Committee

- (a) The Committee has the authority to engage and pay the compensation of any advisors it determines necessary or advisable to carry out its duties.
- (b) The Committee has the authority to delegate to individual members or subcommittees of the Committee.

II. PROCEDURAL MATTERS

1. Composition

The Committee will comprise a minimum of three (3) members.

2. Member Qualifications

- (a) Every Committee member must be a director of the Company.
- (b) Every Committee member must be “independent” as such term is defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

3. Member Appointment and Removal

- (a) The Board will appoint Committee members based on the Committee's recommendations. The members of the Committee will be appointed after each annual meeting of shareholders and will hold office until the next annual meeting until the Board removes them or until they cease to be directors of the Company.
- (b) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee and will be filled by the Board if the membership of the Committee falls below three (3) directors.

4. **Committee Structure and Operations**

(a) **Chair**

Each year, the Board will appoint one member of the Committee to act as Chair of the Committee (the “**Chair**”). The Chair may be removed at any time at the discretion of the Board. If the Board does not appoint a Chair in any year, the incumbent Chair will continue in office until a successor is appointed. If the Chair is absent from any meeting, the Committee will select one of the other members of the Committee to preside at that meeting. The Chair of the Committee shall have the duties and responsibilities outlined in **Appendix “A”** hereto.

(b) **Meetings**

The Committee will meet at least **once** per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair will develop and set the Committee’s agenda in consultation with other members of the Committee, the Board and senior management.

(c) **Notice**

Notice of the time and place of every meeting will be given in writing to each member of the Committee, the Chair of the Board and the Company’s Chief Executive Officer at least one month before the time fixed for such meeting, provided that the members of the Committee may waive notice in their sole discretion.

(d) **Quorum**

A majority of the Committee will constitute a quorum. The Committee may transact no business except at a meeting of its members at which a quorum of the Committee is present in person or using a telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting.

(e) **Attendees**

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of matters relating to the Committee. During each meeting of the Committee, the Committee will also meet without management present in person or by other permitted means.

(f) **Secretary**

The Committee will appoint a Secretary to the Committee who can be someone other than a director or officer of the Company.

(g) **Records**

Minutes of Committee meetings will be recorded and maintained by the Secretary to the Committee and subsequently presented to the Committee for review and approval.

(h) **Liaison**

The Company's Chief Executive Officer will act as management liaison with the Committee.

5. Committee and Charter Review

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct such review and assessment as it deems appropriate and report the results to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or any stock exchange on which the shares of the Company are listed and will recommend changes to the Board thereon.

6. Reporting to the Board

The Committee will regularly report to the Board on all significant matters it has considered and addressed concerning other issues within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board. The Committee will circulate copies of the minutes of each meeting to the Board.

III. RESPONSIBILITIES

1. General

The Committee shall oversee the Company's Safety, Occupational Health, Environmental and Social Responsibility Policy (the "EHS Policy").

2. Specific Responsibilities

The Committee shall have the following responsibilities:

- (a) Reviewing the Company's occupational health and safety programs and management's reports on quarterly safety statistics and ongoing compliance with legislation and norms of occupational health and safety applicable to the activities of Amerigo;
- (b) Being informed of the Company's training and information programs regarding occupational safety and risk mitigation;
- (c) Reviewing the Company's processes and use of technology to reduce exposure of personnel to dangers related to their activities, inform personnel about results

of Amerigo's health and safety programs and promote employee and contractor participation in the development of occupational health and safety standards;

- (d) Monitoring, reviewing and evaluating Amerigo's activities to ensure that human rights considerations are integrated into all aspects of Amerigo's activities and that all activities are in compliance with human rights laws and best practices;
- (e) Reviewing Amerigo's business strategies to ensure Amerigo's strategies and initiatives are respectful of the environment, prevent negative environmental impacts that Amerigo's operations can generate, comply with all environmental laws and regulations and manage renewable and non-renewable resources responsibly;
- (f) Reviewing and reporting, as appropriate, to the Board on Amerigo's policies and procedures relating to health, safety, security and the environment and, if appropriate, making recommendations to the Board;
- (g) Monitoring regularly the existing health, safety, security and environmental practices and procedures of Amerigo for compliance with applicable and proposed legislation, conformity with industry standards, implementation of best practices and prevention or mitigation of losses;
- (h) Considering whether Amerigo's policies and practices relating to health, safety, security and environmental matters are being effectively implemented, including policies and procedures to prevent loss or injury to Amerigo's employees and its assets, networks or infrastructures from malicious acts, natural disasters or other crises;
- (i) Reviewing and reporting to the Board on actions and initiatives undertaken to mitigate risk related to health, safety, security and environment and on other matters related to the Committee's purpose having the potential to affect Amerigo's activities, plans, strategies or reputation;
- (j) Reviewing and considering reports and recommendations issued by Amerigo, regulatory agencies or external parties (including external consultants or auditors) relating to health, safety, security or environmental issues, together with management's response thereto and any corrective measures taken to address any identified issues or risks;
- (k) Investigating any activity of Amerigo that has an impact on health, safety, security and the environment, as may be deemed necessary or advisable; and
- (l) Carrying out any other responsibilities allocated to the Committee by the Board.

Adopted by the Committee on JULY 31, 2023.

Approved by the Board of Directors on JULY 31, 2023.

APPENDIX "A"

Environmental, Health and Safety Committee Chair - Position Description

The Chair of the Committee shall be principally responsible for overseeing the operations and affairs of the Committee and, in particular, will:

- (a) Ensure the independence of the Board in the discharge of its responsibilities;
- (b) Schedule and settle the agenda for Committee meetings with input from other Committee members, the Chair of the Board of directors and management as appropriate;
- (c) Facilitate the timely, accurate and proper flow of information to and from the Committee;
- (d) Chair Committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and adequately recorded;
- (e) Encourage the Committee to hold an in-camera session as part of regularly scheduled Committee meetings;
- (f) Ensure that an appropriate system is in place to assess the performance of the Committee as a whole, the Committee's members and make recommendations for changes when appropriate;
- (g) Reporting to the entire Board on the activities of the Committee; and
- (h) Carry out such other duties as may reasonably be requested by the Board.