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## 1. Purpose

The Technical Advisory Committee (**Committee**) is established to provide advice and assistance to the Board of Directors (**Board**) and management of Chalice Mining Limited (**Chalice** or the **Company**). The Committee contributes to the effective discharge of the Board's oversight and management's operational responsibilities by providing expertise and guidance on the exploration, engineering, design and development of the Company's major projects.

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## 2. Authority of the Technical Committee

- « The Committee and its members have no authority to act on behalf of the Company or to function as a formal decision-making body of the Company.
- « Any advice, insights or recommendations provided by the Committee are non-binding and intended solely to support the decision-making responsibilities of the Board and management.

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## 3. Membership

- « The Committee should, to the extent practicable given the size and composition of the Board and the nature and scope of the Company's operations, comprise of:
  - « at least three members; and
  - « at least one independent non-executive director.
- « All Committee members should have a reasonable understanding of Chalice's business, the industry in which it operates, and possess extensive technical knowledge in the mining industry and/or a background in mining project development.
- « The appointment and removal of Committee members is the responsibility of the Board. Committee members serve at the discretion of the Board and may be removed by the Board at any time.
- « A Committee member may resign as a member of the Committee upon providing reasonable notice in writing to the Board.
- « If a Committee member ceases to be a director of the Board, their appointment as a member of the Committee is automatically terminated with immediate effect.
- « The Chair of the Committee (**Committee Chair**) will be appointed by the Board. The Committee Chair will be an appropriately qualified member who does not chair the Board.
- « The Company Secretary of Chalice, or their designate, is secretary to the Committee (**Committee Secretary**).

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## 4. Obligations of Committee Members

Members of the Committee are expected to act in the best interests of the Company at all times and must not use their position for personal gain or benefit.

To uphold the integrity and effectiveness of the Committee, members are required to:

- « Act in Good Faith: Perform their advisory duties honestly, responsibly, and with a commitment to the Company's success.
- « Disclose Conflicts of Interest: Promptly disclose any actual, potential, or perceived conflicts of interest that could compromise their ability to provide impartial advice.
- « Maintain Confidentiality: Respect and safeguard the confidentiality of all information received in their capacity as Committee members. Such information must not be disclosed to any third party without prior authorisation, nor used for personal or external benefit.

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## 5. Meetings

- « The Committee will meet at least twice annually or as frequently as required to effectively fulfill its role and responsibilities.
- « Any Committee member may convene a meeting, and the Committee Secretary must do so upon the request of any member.
- « Through the Committee Chair, the Committee may invite any director, manager, staff member, or external advisor to attend all or part of a meeting.
- « Subject to the conflict-of-interest provisions outlined in the Board Charter, all Board directors are invited to attend all Committee meetings and will be provided access to the supporting papers for each meeting, regardless of attendance.
- « The Committee Secretary will record the minutes of all meetings, which will be available for inspection by any Board director or Committee member.
- « A quorum for any meeting will consist of at least two Committee members.
- « Minutes of Committee meetings will be included in the materials for the next full Board meeting.
- « At the discretion of the Chairman, decisions may be recorded by way of a circular written resolution without convening a meeting.

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## 6. Role and Responsibilities

The Committee shall:

- « Receive regular informational updates from management, as well as updates requested by the Committee, regarding any technical aspects of the Company's exploration, development, permitting, and operational activities at its exploration and development projects.
- « Review the assumptions and methodologies used for the estimation and reporting of mineral resources and reserves.



- « Receive and review management's assumptions for key ore body knowledge inputs, including but not limited to geology, geochemistry, metallurgy, hydrology, hydrogeology, and geotechnical data.
- « Receive and review management's assumptions for Scoping Studies, Pre-Feasibility Studies, Definitive Feasibility Studies, Front-End Engineering Design (FEED), and final design phases.
- « Review the Company's project study development strategy and consultant selection process.
- « Conduct progressive reviews of project study results and monitor progress throughout the project study lifecycle.
- « Review and provide guidance on material changes to the project, including concept and scope, development schedules, and proposed costs.
- « Review other technical matters as the Committee considers advisable or as specifically directed by the Board or management.

The Committee may:

- « Provide updates on its activities to the Board upon request or at the Committee's discretion.
- « Make recommendations, at its discretion, to the Board or management on any matter subject to the Committee's review under this Charter.
- « Require management to report on the implementation of recommendations previously made by the Committee.

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## 7. Reliance on information or professional or expert advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- « an employee of the Company and its subsidiaries whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- « a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- « another Director or officer of the Company or its subsidiaries in relation to matters within the Director's or officer's authority or expertise.

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## 8. Access to information and independent advice

- « The Committee may seek any information or advice it deems necessary to fulfill its responsibilities.
- « The Committee has unrestricted access to Chalice's management to seek explanations or obtain information as required.
- « The Board, Managing Director, Executives, and Company Secretary will have unrestricted access to the Committee.
- « With prior Board approval, the Committee may seek professional advice from external advisers to properly carry out its role and meet its responsibilities.
- « The Committee may meet with external advisers without Chalice's management present.



- « The costs associated with engaging external advisers will be borne by Chalice.

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## 9. Committee Performance

- « The Board will annually review the membership of the Committee to ensure it remains appropriate and effective.
- « The Committee may recommend to the Board, changes to its membership, responsibilities, or functions as needed.
- « The Board will evaluate the Committee's performance annually to ensure it is operating effectively.

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## 10. Review

- « The Committee will review this Charter annually or as often as it deems necessary, and any changes are to be recommended to the Board for consideration.
- « The Board may amend this Charter by resolution.
- « The Company Secretary is authorised to make administrative and non-material amendments to this Charter, provided that any such amendments are communicated to the Board and the Committee at or before their next meeting.