

COMPENSATION, GOVERNANCE AND NOMINATING COMMITTEE CHARTER

NEW BREAK RESOURCES LTD.

Purpose

A Committee of the Board of Directors (the "Board") of New Break Resources Ltd. ("New Break" or the "Corporation") to be known as the "Compensation, Governance and Nominating Committee" (hereinafter referred to as the "Committee") shall be formed. The Committee shall assist the Board in its oversight role with respect to (i) the Corporation's global human resource strategy, policies and programs, (ii) all matters relating to the proper utilization of human resources within the Corporation, with special focus on management and board succession, development and compensation, and (iii) with the Corporation's oversight through a well-defined Corporate Governance Framework.

The Committee is appointed by and reports to the Board of New Break. The Committee shall assist the Board in discharging the Board's oversight responsibilities relating to the attraction, compensation, evaluation and retention of key senior management employees, and in particular the Chief Executive Officer (the "CEO"), with the skills and expertise needed to enable the Corporation to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives. The Committee will oversee the design and implementation of the Corporate Governance Framework and will present the recommended policies to the Board of Directors.

The Committee and its membership shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Corporation's shares are listed, the *Canada Business Corporations Act* and all applicable securities regulatory authorities.

Composition

The Committee shall be composed of not less than three directors. At least two of the members of the Committee shall not be an Officer or employee of the Corporation. At least two of the members shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities.

- Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting. Each member shall serve until his/her successor is appointed unless he/she shall resign or be removed by the Board or he/she shall otherwise cease to be a director of the Corporation. Any member may be removed or replaced at any time by the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by a vote of a majority of the Board.

- The Chair of the Committee (the "Chair") may be designated by the Board or, if it does not do so, the members of the Committee may elect a chair by vote of a majority of the full Committee membership. The Chair of the Committee shall be an independent director (as described above) and shall not be a former Officer of the Corporation.
- If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.
- The Committee shall appoint a secretary (the "Secretary") who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee. This role is normally filled by the Secretary of the Corporation.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Meetings

- The Committee shall meet at least annually and at any other time as requested by the Chair. In addition, a meeting may be called by any director.
- The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- Notice of the time and place of every meeting may be given orally, in writing or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.
- A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- A majority of Committee members present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second

adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

- If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
- At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- The CEO is expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera discussion without the CEO, or any other member of management, being present.
- The Committee may by specific invitation have other resource persons in attendance including such officers, directors and employees of the Corporation and its subsidiaries, and other persons as it may see fit.
- The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- Minutes of Committee meetings shall be sent to all Committee members.
- The Chair of the Committee shall report periodically the Committee's findings and recommendations to the Board.

Resources and Authority

- The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information with respect to the Corporation and its subsidiaries as it considers being necessary or advisable in order to perform its duties and responsibilities.
- The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and resources, as it deems advisable, at the expense of the Corporation.
- The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive officer compensation and shall have the sole authority to approve the consultant's fees, to be paid for by the Corporation, and other retention terms.

Responsibilities

Chair

To carry out its oversight responsibilities, the Chair of the Committee shall undertake the following:

- provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- chair meetings of the Committee (unless not present, including in camera sessions), and report periodically to the Board on the findings, activities and any recommendations of the Committee;
- ensure that the Committee meets on a regular basis and at least once per year;
- in consultation with the Committee members, establish a calendar for holding meetings of the Committee;
- establish the agenda for each meeting of the Committee, with input from other Committee members, the CEO and any other parties as applicable;
- ensure that Committee materials are available to any director on request;
- act as liaison and maintain communication with the Chair of the Board (or Lead Director, if an individual other than the Chair) and the Board to optimize and coordinate input from Board members, and to optimize the effectiveness of the Committee;
- report annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole;
- ensure that the members of the Committee understand and discharge their duties and obligations;
- foster ethical and responsible decision making by the Committee and its individual members;
- oversee the structure, composition, membership and activities delegated to the Committee;
- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approve work to be done for the Committee by consultants;
- facilitate effective communication between members of the Committee and management;
- encourage Committee members to ask questions and express viewpoints during meetings;
- attend each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair; and
- perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

Committee

To carry out its oversight responsibilities, the Committee shall undertake the following:

- monitor compliance with the Corporation's corporate governance policies;
- conduct a periodic review of the Corporation's corporate governance policies and make policy recommendations aimed at enhancing Board and Committee effectiveness;
- together with the Audit Committee, develop appropriate codes of business conduct and ethics (collectively, the "**Codes of Conduct**") for the Corporation and review such Codes of Conduct and approve changes, if necessary, on an annual basis;
- assist the Board in monitoring compliance with the Corporation's Codes of Conduct;
- propose agenda items and content for submissions to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance;
- conduct a periodic review of the relationship between management and the Board;
- oversee management's response to cyber risks and the protection of data belonging to third parties;
- oversee management's response to ensure the Corporation's compliance with Canada's Anti-Spam Legislation;
- review on an ongoing basis the Corporation's approach to governance, and recommend the establishment of appropriate governance policies and standards in light of securities regulatory and stock exchange requirements;
- review corporate governance practices disclosure in any report which describes such practices;
- violations of the Codes of Conduct may be reported in writing on a confidential basis to the Chair of the Committee. If such violations involve accounting matters, the Chair shall refer such violations to the Chair of the Audit Committee. The Chair of the Committee will investigate each matter so reported and recommend corrective disciplinary actions to the Board, if appropriate, up to and including termination of employment;
- review and recommend to the Board changes to the way directors are to be elected to the Board by shareholders;
- oversee the structure, composition, membership and activities of the Board and its committees, including:

- annually review, and recommend to the Board, the establishment or abolition of committees of the Board, the size and composition thereof, appointments to each committee and any change to committee terms of reference;
 - consider the skill set, experience, functional expertise, qualities and diversity (including gender, age, ethnicity, and geographic background) of individual Board members;
 - conduct at least annually an evaluation of the effectiveness of the Board and its committees and recommend any changes to the composition of the Board;
 - conduct and annual evaluation of the overall performance and effectiveness of individual directors;
 - review annually the mandates and charters of the Board and each Board committee and all policies related to governance of the Corporation, and approve amendments as it believes are necessary or desirable; except, changes to the charter of the Committee shall be submitted to the Board for approval;
 - make recommendations regarding Board meeting dates and agendas, committee meetings, the frequency and content of meetings, and the need for special meetings;
 - determine annually which Board and Committee members are considered to be independent pursuant to applicable securities laws, rules or guidelines, and/or applicable stock exchange rules and requirements, recommending its determination to the Board and providing the related analysis to the Board. No director qualifies as independent unless the full Board affirmatively determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director;
 - ensure effective communication between management and the Board, particularly with respect to the provision of information to directors in a timely manner;
 - develop and recommend procedures to permit the Board to function independently of management, including procedures to permit the Board to meet on a regular basis without members of management present; and
 - review requests from individual directors who wish to retain a non-management advisor and where appropriate, authorize such request.
- annually review and approve corporate goals and objectives relevant to the CEO and senior executive officer compensation, evaluate the performance of the CEO and each senior executive officer's performance in light of those goals and objectives, and recommend to the Board for approval the compensation level for the CEO and each senior executive officer based on this evaluation. In determining such compensation, the Committee will consider the Corporation's performance and relative shareholder return and the compensation of CEOs and senior executive

officers at comparable companies. Additionally, the Committee may consider input from the CEO on senior executive compensation, but the CEO may not provide input with respect to his or her own compensation;

- review and approve the perquisites and supplemental benefits granted to the CEO and senior executive officers;
- annually review the compensation systems that are in place for employees and/or consultants of the Corporation in order to ensure the fairness and appropriateness of the compensation of all employees and/or consultants, including incentive compensation plans and equity-based plans;
- administer and make recommendations to the Board regarding the adoption, amendment or termination of the Corporation's incentive compensation plans and equity-based plans (including specific provisions) in which the CEO and senior executive officers may participate;
- ensure that all necessary shareholder and regulatory approvals have been obtained for equity-based compensation plans;
- recommend to the Board compensation and expense reimbursement policies for directors;
- review and approve employment and consulting agreements, severance arrangements and change in control agreements and other similar arrangements for the CEO and senior executive officers;
- compare on an annual basis the total remuneration (including benefits) and the main components thereof for the senior executive officers with the remuneration practices in the same industry;
- establish levels of director compensation, including retainers, meeting fees, equity-based plans and other similar components of director compensation for Board approval, based on reviews of director compensation of comparable companies;
- review and recommend to the Board for its approval disclosure regarding executive and director compensation in the management proxy circular and in any offering documents prior to their public release;
- review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Committee for its approval;
- review and make recommendations to the Board on the number and frequency of stock option grants; and
- perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

Key Roles

Position Description for Chief Executive Officer

The Board of Directors ("Board") shall appoint the Chief Executive Officer of the Corporation ("CEO") for such term or terms as the Board deems advisable. The CEO shall have responsibility for providing strategic leadership and vision to the Corporation by working with the Board of Directors and the senior management team to establish, implement and oversee the long-range goals, strategies, plans and policies of the Corporation, subject to the direction and oversight of the Board of Directors. The CEO shall have responsibility for creating value for the Corporation's shareholders over the long term while ensuring that the Corporation's critical short-term performance goals are met and are met in a way that optimizes the Corporation's ability to create value over the long term.

The performance of the CEO shall be evaluated annually by the board. The CEO may be removed or replaced at any time if the CEO's performance does not meet the expectations of the Board. The CEO will be responsible for all facets of the Corporation's business, including:

- Partnering with the Board and senior management to set Corporation objectives and create a strategic plan; establishing both annual and long-term operation and capital plans with a design to creating shareholder value.
- Directing and overseeing the implementation of the Corporation's strategic plan, with routine review as required through:
 - Active promotion of the Corporation's strategic vision throughout the organization;
 - Implementing robust strategic and operational planning and reporting processes;
 - Continuously evaluating industry trends and events that may affect strategy;
 - Creating a corporate structure designed to best implement the strategic action plan; and
 - Managing and integrating business units as appropriate.
- Acting as the chief spokesperson for the Corporation; creating and maintaining positive relationships between the Corporation and its employees, consultants, shareholders, regulatory officials and community stakeholders.
- Effectively building confidence from the Board, ensuring they are properly briefed on all relevant matters and partnering with them to ensure strategic decisions are implemented.
- Acting as a conduit between the major shareholders and the Board, ensuring constant open communication.
- Working with the Chair of the Board to coordinate meeting schedules; and preparing and providing the Board with all required materials so the Board members may perform their fiduciary duties.
- Building effective relationships with key executives and operational staff; providing oversight of day-to-day activities of the business; ensuring operational and financial milestones are met, with the requisite controls and audits in place to safeguard performance, with the ability to amend where required, in order to best maximize profit and growth.

- Ensuring that resources and processes are implemented and maintained, and are effective in providing accurate and comprehensive evaluative information, including the development of operating protocols, sustainability practices and community engagement, while respecting and adhering to all local customs, laws, rules and regulations.
- Acting as the primary lead for all company marketing efforts; playing an active role in marketing for new shareholders, as well as communicating with existing investors, analysts and investment banks; and raising the corporate profile and capital, if required.
- Maintaining an effective organizational structure and systematically planning for the development, retention and continuity of a talented senior executive team capable of achieving long-term sustainable growth. Among other things the CEO has the responsibility to:
 - Develop a management review process to provide assurance to the Board that effective succession plans are in place;
 - Select and manage the appointment of and, where necessary, the replacement of senior management;
 - Ensure that senior management, whether or not reporting directly to the CEO, have clear roles aligned with the Corporation's strategic vision; and that senior management has the requisite skills to anticipate and address any requirements necessary to deliver upon strategic objectives; and
 - Establish the conditions, policies, opportunities and compensation structures to attract and retain highly capable people throughout the organization.
- Ensuring that appropriate key performance metrics and assessments are established for the senior leadership team and employees, and monitoring performance against those objectives.
- Together with the Chief Financial Officer and other senior management, as appropriate, establishing, maintaining and ensuring the implementation of the Corporation's disclosure controls and procedures, internal controls over financial reporting and processes for the certification of the public disclosure documents required under applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators concerning such reporting and disclosure.
- Setting the tone for the organization; leading by example and acting beyond reproach, so that all employees, consultants and contractors follow that example; working to create a positive company culture where all employees are engaged and committed to creating a safe, efficient, thoughtful and profitable business.
- Maintaining a visible presence within the mining and minerals sector to ensure that the Corporation may capitalize on future prospective opportunities

Position Description for Chair of the Board

The Board of Directors (the “Board”) shall appoint the Chair of the Board of the Corporation (“Chair”) for such term or terms as the Board deems advisable. The performance of the Chair of the Board shall be evaluated annually by the Board. The Chair of the Board may be removed or replaced at any time if the Chair of the Board’s performance does not meet the expectations of the board. The Chair of the Board’s responsibilities include:

- providing leadership to enhance Board effectiveness and is explicitly accountable for ensuring that the Board carries out its responsibilities effectively. This involves ensuring the following:
 - (a) that the responsibilities of the Board, as outlined in New Break’s Board Mandate, Committee Charters and the Position Descriptions, are well understood by both the Board and Management and that the boundaries between Board and Management responsibilities are clearly understood and respected;
 - (b) that the Board works as a cohesive team and providing the leadership essential to achieve this;
 - (c) that the resources available to the Board (in particular timely and relevant information, as will be emphasized below) are adequate to support its work;
 - (d) that a process is in place by which the effectiveness of the Board and its Committees is assessed on a regular basis; and
 - (e) that a process is in place by which the contribution of individual Directors to the effectiveness of the Board and Committees is assessed on a regular basis.
- thinking, acting and voting independently from the members of Management;
- ensuring that relationships between the Board and Management are conducted in a professional and constructive manner;
- providing effective Board leadership, overseeing all aspects of the Board’s direction and administration and ensuring that New Break’s Board of Directors is building a healthy corporate governance culture;
- ensuring the Board’s discharge of its principal areas of responsibilities as articulated in the Board charter;
- adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including Committee structure and composition, agenda setting, scheduling, fostering an environment of dialogue and management of meetings;

- overseeing the charter, structure, membership and composition of Committees and the work delegated to such Committees;
- recruiting, in conjunction with the Compensation, Governance and Nominating Committee members, prospective Directors and recommending such candidates for membership to the full Board;
- allotting sufficient time during Board meetings for serious discussion of agenda items and relevant issues of importance to Directors;
- encouraging outside Directors to ask questions and express viewpoints during Board meetings;
- dealing effectively with dissent and working constructively towards achieving consensus and arriving at decisions;
- facilitating effective communication between outside Directors and Management, both inside and outside of Board meetings;
- ensuring that Directors are receiving information from Management that is high in quality, in the appropriate quantity, timely and in a convenient format;
- having a very effective working relationship with the senior management of the Corporation;
- overseeing the administration of the annual Board, Committee and Director assessments;
- participating in the orientation of new Directors and continuing education of current Directors;
- responding to potential conflict of interest situations; and
- evaluating and appraising the effectiveness of exploration activities in concert with the CEO.

Oversight of Recruitment & the Education of Directors

The Committee shall:

- develop qualification criteria for Board members and determine Board size (considering goals for Board composition and individual qualifications), and evaluate potential candidates in accordance with established criteria and in consultation with the Chair of the Committee and CEO;
- review and respond to director nominations or recommendations submitted in writing by the Corporation's shareholders;
- annually (and more frequently, if appropriate) recommend to the Board candidates for presentation to the shareholders at each annual meeting of shareholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of shareholders;
- encourage diversity in the composition of the Board;
- develop and annually review orientation and education programs for new directors and provide ongoing education for all directors;
- recommend to the Board qualified members of the Board for membership on committees of the Board and recommend a qualified member of the Board to Chair the Board; and
- together with the Chair of the Board, review annually and recommend to the Board management's succession plan including provisions for appointing, training and monitoring senior management and the appropriateness of the current and future organizational structure of the Corporation.

Review

The Committee will annually review and reassess the adequacy of these position descriptions and submit any recommended changes to the Board for approval.

Effective Date

This Charter was implemented by the Board on **September 8, 2021.**