

Clean Air Metals Inc. – Sustainability Committee Mandate

1. VISION

As provided in the Sustainability Policy, Clean Air Metal’s mission and vision is to explore and develop a suite of metals that are vital to reducing global air pollution and climate change.

For Clean Air Metals sustainability means ensuring that our business is fully and transparently accountable for managing social, environmental and economic risks and opportunities. At Clean Air Metals, sustainability means adopting the leading industry standards for the management of health, safety and the environment. We engage with the local communities and stakeholders, with integrity and respect, to establish positive and constructive participatory relationships. We create a workplace where employees are valued, engaged and encouraged to succeed. Acting sustainably aligns the Company with its stakeholder’s values, exploring and developing natural resources for the benefit of present and future generations.

Guided by Corporate values of respect, accountability, transparency, inclusion and prosperity, Clean Air Metals is committed to continual and meaningful engagement with those communities, Indigenous groups, associations, and regulators who may have interest in or may be affected by its operations, as exploration and development unfold on the Company’s properties and projects.

2. WE COMMIT TO:

Clean Air Metals will integrate its sustainability objectives, as outlined in its Sustainability Policy, into its business planning and work activities. To deliver a sustainable business strategy, Clean Air Metals will focus on long term measurable and sustainable ESG (Environmental, Social and Governance) performance.

To fulfill and implement our vision and mission, Clean Air Metals commits to adopting the “globally accepted leading” principles of the Prospectors and Developers Association of Canada’s “e3 plus” (<http://www.pdac.ca/e3plus/>).

3. PURPOSE

The mandate of the Health, Safety, Environment, Community, and Sustainability Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Clean Air Metals Inc. (the "**Corporation**") is to provide corporate direction to, and to monitor and review, health, safety, environment, community and sustainability (“**HSECS**”) management systems, policies, programs, progress, and reporting to assist the board in overseeing excellence in the Corporation’s performance in these areas.

The Sustainability Policy outlines Clean Air Metals Inc’s vision and commitment to sustainability. Areas for the Committee’s oversight include environment; health; safety; community, stakeholder and indigenous people relations; sustainable development; socio-economic development; equity, diversity and inclusion outlined in its specific Policy; transparency and communication related to sustainability matters; and government relations.

4. DUTIES AND RESPONSIBILITIES

The Committee's responsibilities with respect to health, safety, environment, community and sustainability matters are as follows:

4.1 Health, safety, environment, community and sustainability risks

- (a) Review with management the following as they relate to health, safety, environment, community and sustainability matters: (i) the effectiveness of the Corporation's policies with respect to risk identification, assessment and management; (ii) the Corporation's major risk exposures; (iii) the steps management has taken to monitor and control to mitigate these risks and attendant liabilities; (iv) the effect of relevant regulatory initiatives and trends;
- (b) Ensure the Corporation monitors trends and reviews current and emerging legislation and regulation, stakeholder expectations and industry best practices; and
- (c) Coordinate the Committee's risk management work with the Audit Committee in relation to reporting to the Board;
- (d) The Committee may also deal with such matters as the Board may refer to it.

4.2 Compliance with applicable legal and regulatory requirements

- (a) Review with management the policies and HSECS management system for ensuring compliance with legal and regulatory requirements and any voluntary commitments the Corporation has made related to health, safety, environment, community and sustainability.
- (b) Review updates from management regarding the safety, health, environment and sustainability compliance with legal and regulatory requirements and voluntary commitments of the Corporation;

4.3 Performance in relation to health, safety, environment, community, and sustainability matters

- (a) Review management reports on health, safety, environment, community and sustainability performance and assess the Corporation's performance against goals, objectives and targets in these areas and make recommendations for improvement, where appropriate;
- (b) Review and report to the Board on the sufficiency of the resources available for carrying out the Corporation's health, safety, environment, community and sustainability responsibilities and obligations;

- (c) Review management's annual and longer term HSECS plans and actions, including sustainable development and support for communities within the area of the Corporation's operations;
- (d) Ensuring management develops, adopts and implements social policies, programs, procedures and activities in communities where the Corporation conducts its business that meets or exceeds industry best practice and are based on the Corporation's desire to be an industry leader;
- (e) In all cases, the Committee will, where appropriate, report to the Board and make recommendations to management of the Corporation and/or to the Board.

4.4 Reporting

- (a) Prepare an annual sustainability report providing company performance relative to key metrics established by the Committee and Board;
- (b) Review the proposed disclosure in the Corporation's Annual Information Form, any other external reporting that relates to all health, safety, environment, social responsibility and sustainability matters, and make recommendations to the Board for approval thereof;
- (c) Review the Corporation's processes for the selection, preparation and disclosure of sustainability performance data and information to external stakeholders and the public and the adequacy of the Corporation's transparency on its performance in this area;
- (d) The Committee will report to the Board the results of its reviews and make recommendations on specific actions or decisions the Board should consider, including the adequacy of, and any changes to, the Committee's mandate.

5. COMPOSITION AND MEETINGS

- (a) The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission, the *Canada Business Corporations Act*, any stock exchange upon which the securities of the Corporation trade and all other applicable securities regulatory authorities;
- (b) The Committee members will be appointed annually at the first meeting of the Board following the annual meeting of shareholders;
- (c) The Committee shall be composed of no less than three directors as shall be designated by the Board from time to time. The Board shall annually designate a Committee Chair from among the Committee members. If, in any year, the Board does not appoint a Chair, the Committee members shall appoint a Chair from their members (the "Chair");

- (d) The Committee shall meet at least quarterly, in person or virtually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.;
- (e) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by telephone, email or other communication means;
- (f) The Committee shall keep minutes of its meetings, which shall be available for review by the Board at any time. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- (g) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.

6. INDEPENDENT ADVISORS

The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes, upon recommendation to the Board. The expenses related to such engagement shall be funded by the Corporation.

Approved: December 18, 2020