



TECHNICAL AND HSEC COMMITTEE CHARTER

A. PURPOSE

The overall purpose of the Technical and HSEC Committee (the “Committee”) of Perpetua Resources Corp. (“Perpetua”) and its subsidiaries (together with Perpetua, the “Corporation”) is to oversee and monitor on behalf of its Board of Directors (the “Board”) the following at a programmatic level:

- (a) Health & Safety: the policies and implementation of such policies of the Corporation as they relate to the health and safety of employees of the Corporation in the workplace;
- (b) Environment: the implementation of the environmental policies and activities of the Corporation;
- (c) Community: the policies and implementation of such policies of the Corporation as they relate to engagement with the community; and
- (d) Technical: the technical activities of the Corporation including permitting, studies, projects, operations and exploration.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

- 1. The Committee shall consist of at least three members of the Board, a majority of whom will be independent.
- 2. The Board, at its annual organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number (the “Chair”).
- 4. The secretary of the Committee shall be the Corporate Secretary, unless otherwise determined by the Committee.
- 5. The Committee shall meet regularly on such dates and at such locations as the Chair of the Committee shall determine, but no less than four times per year, and may also meet at any other time or times on the call of the Chair of the Committee, any two of the other members, or the senior officer of the Corporation responsible for environmental matters or community relations.

6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
7. The Committee shall have access to such officers and employees and to such information respecting the Corporation, and may engage independent legal, environmental or other consultants and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities. All such expenditures or commitments in excess of \$25,000 are subject to Board approval.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. Employees' Health and Safety

- (a) to oversee and monitor management's implementation of the health and safety policies of the Corporation and compliance with applicable laws, legislation and policies as they relate to the Corporations' employees in the workplace;
- (b) to recommend actions for developing policies, programs and procedures to management to promote adherence to and achievement of the principles set out in the Corporations' policies related to the health and safety of its employees in the workplace;
- (c) to review and report to the Board on the resource needs for carrying out the actions and activities recommended; and
- (d) to report periodically and at least annually to the Board on the health and safety policies of the Corporation and management's implementation thereof;

2. Environmental Matters

- (a) to oversee and monitor the environmental policies and overall implementation of such policies of the Corporation;
- (b) to recommend actions for developing policies, programs and procedures to management to promote adherence to and achievement of the principles set out in the Code of Conduct and Ethics Policy, through appropriate means including application of industry-recognized best practices;
- (c) to review environmental compliance issues and environmentally sensitive incidents to assess, on behalf of the Board, the Corporations' responses to such incidents;
- (d) to review and report to the Board on resource needs to carry out the actions and activities recommended; and

- (e) to report periodically and at least annually to the Board on matters relating to the environment obligations and on management's implementation of the Corporation's policies with respect thereto;

3. **Community Matters**

- (a) to oversee and monitor the policies of the Corporation relating to engagement with community members, and overall implementation of such policies;
- (b) to oversee compliance with policies and obligations related to community relations, including reviewing any reports submitted pursuant to the Community Feedback and Grievance Policy, to assess the Corporations' responses to such reports and to make recommendations to the Board for further action;
- (c) to review and report to the Board on resource needs to carry out the actions and activities recommended; and
- (d) to report periodically and at least annually to the Board on matters relating to community relations and on management's implementation of the Corporation's policies with respect thereto;

4. **Technical Matters**

- (a) to oversee the establishment and implementation of the Corporation's strategies, policies and programs with respect to its exploration and construction activities and mining operations and to monitor Corporation's performance against such strategies, policies and programs;
- (b) to oversee the establishment and implementation of the Corporation's strategies, policies and programs with respect to sustainability matters (including those relating to the environment, permitting and Indigenous relations) and to monitor the Corporation's performance against such strategies, policies and programs;
- (c) to review proposed operational and sustainability objectives (including gold and antimony production, costs (All-In Sustaining Costs or AISC), safety (Total Recordable Injury Frequency Rate or TRIFR) and sustainability (All Environmental Incident Frequency Rate or AEIFR) for inclusion in the Corporation's incentive compensation programs, making recommendations to the Compensation Committee on such corporate objectives and monitoring performance against such objectives; and
- (d) to assist the Board in fulfilling its risk oversight responsibilities by, among other things:
 - 1) assessing and recommending processes to enable management to identify significant operational and sustainability related risks;

- 2) assessing action plans established by management to mitigate against such risks; and
- 3) monitoring management's implementation of such action plans.

In fulfilling its responsibilities, the Committee will, among other things, receive and review management reports on:

- (a) ASAOC programs;
- (b) permitting and compliance programs;
- (c) community engagement programs and related policies;
- (d) construction and development planning programs;
- (e) mine production plans; and
- (f) exploration activities.

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