



TECHNICAL & SUSTAINABILITY COMMITTEE CHARTER

The board of directors (the “**Board**”) of RPX Gold Inc. (“**RPX Gold**” or the “**Corporation**”) has established a Technical & Sustainability Committee (the “**Committee**”) whose membership, authority and responsibilities shall be as set out in this Charter, as it may be amended from time to time by the Board.

PURPOSE

The Committee’s primary functions are to assist the Board in discharging its oversight responsibilities relating to health, safety and environmental matters and the technical aspects of the exploration, development and permitting of the Corporation’s properties.

COMPOSITION

Following each annual meeting of shareholders of RPX Gold, the Board shall appoint no fewer than three directors to the Committee (the “**Members**”), the majority of whom shall be "independent" within the meaning of applicable rules of securities regulatory authorities and stock exchanges and shall appoint one of the Members to chair the Committee.

Members shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Corporation.

The Committee may form and delegate authority to subcommittees when appropriate.

MEETINGS

The Committee shall meet as frequently as is necessary to carry out its responsibilities, but at least twice each year.

Each meeting will include an *in camera* session of the Committee without members of management present.

The Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the constating documents or bylaws of RPX Gold, or (c) applicable laws, including and applicable securities laws and stock exchange rules.

In the absence of the Committee chair for any meeting, the Members shall elect a chair from those in attendance to act as chair of that meeting.

The Committee shall keep minutes of its meetings which shall be posted on the Company’s board portal and accessible by all members of the Board. The Committee may, from time to time, appoint

any person who need not be a member, to act as a secretary at any meeting.

The Committee has the authority to conduct any investigation appropriate to its responsibilities. The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for advisors employed by the Committee.

REPORTING TO BOARD

The Committee Chair shall report regularly to the Board on Committee activities, findings and recommendations. The Committee is responsible for ensuring that the Board is aware of any matter that may have a significant impact on the financial condition or affairs of the Corporation.

RESPONSIBILITIES, DUTIES & POWERS

Health, Safety & Environment

The Committee is responsible for overseeing the establishment and implementation of the Corporation's strategies, policies and programs with respect to safety, health and environmental matters and for monitoring the Corporation's performance against such strategies, policies and programs.

In fulfilling its responsibilities, the Committee will, among other things, review and monitor, seek recommendations from management or third-party experts (as considered appropriate by the Committee), and, when deemed appropriate by the Committee, make recommendations to the Board on:

- the Corporation's compliance with its safety, health and environmental programs, policies and procedures;
- proposed changes to the Corporation's safety, health and environmental programs, policies and procedures;
- safety, health and environmental related trends and emerging issues and their impact on the Corporation;
- the Corporation's overall record of safety, health and environmental performance including against peer performance;
- significant incidents to assess whether existing procedures were effective and to determine whether the Corporation is taking appropriate actions in respect of such significant incidents;
- any material claims, demands, and legal proceedings against RPX Gold that arise from safety, health and environmental matters; and
- the potential safety, health or environmental impact that any new major exploration, development, or activity may have.

Technical Oversight

The Committee is responsible for overseeing the management of the Corporation's exploration and development activities from a technical perspective. In fulfilling its responsibilities, the Committee will, among other things, review and monitor, seek recommendations from

management or third-party experts (as considered appropriate by the Committee), and, when deemed appropriate by the Committee, make recommendations to the Board with respect to:

- the technical aspects of RPX Gold's exploration, development, and permitting activities;
- annual exploration and development programs;
- mineral resource and mineral reserve estimates for RPX Gold's properties, management's procedures for the disclosure of mineral resource and mineral reserve information, including in National Instrument 43-101 Technical Reports. and the compliance of such disclosure with regulatory and listing requirements; and
- material commercial arrangements.

Corporate Goals and Objectives

The Committee is responsible for reviewing goals and objectives for inclusion in the Corporation's compensation programs that relate to the matters over which the Committee has responsibility for including healthy and safety, environmental, and exploration and development, and making recommendations to the Compensation Committee on such goals and objectives and monitoring the Corporation's performance against such goals and objectives throughout the year.

Public Disclosure

The Committee shall review and recommend to the Board for approval the disclosure of the Corporation's Resource and Reserve information on the Corporation's properties. In addition, the Committee shall review and approve (or recommend to the Board for approval) prior to public release, any other public disclosures containing information with respect to matters set out in this Charter over which the Committee has responsibility.

Risk Management

The Committee shall assist the Board in fulfilling its risk oversight responsibilities by, among other things, ensuring that processes are in place to enable management to identify significant health, safety and environmental related risks as well as geological, mining, metallurgical and other technical related risks; ensuring that management establishes appropriate action plans to mitigate against such risks; and monitoring management's implementation of such action plans

ADVISORS

The Committee has the authority to retain, obtain the advice of, and terminate any consultant, external legal counsel or other advisor, to assist it in the performance of its duties. RPX Gold will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. The Committee shall have sole authority to approve such advisor's fees and retention terms, and shall be directly responsible for the selection, compensation and oversight of the advisors it retains.

ACCESS TO MANAGEMENT & INFORMATION

The Committee will have full and free access to officers and employees of the Corporation and the Corporation's books and records. Any meetings or contacts that the Committee wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the chair or other member of the Committee. The Committee will use its judgment to ensure that any such contact is not disruptive to the business operations of the Corporation.

COMMITTEE EVALUATION

The Committee shall review, at least annually, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary or otherwise deemed appropriate by the Committee.

Approved by the Board of Directors on December 5, 2024.