

**FORTUNA MINING CORP.**  
**(the "Company")**

**CHARTER OF THE SUSTAINABILITY COMMITTEE**

**PURPOSE**

The Sustainability Committee is a committee appointed by the board of directors of the Company (the “**Board**”) to assist in fulfilling its oversight responsibilities related to health, safety, security, environmental, sustainable development and social responsibility obligations and related corporate objectives.

**RESPONSIBILITIES**

The core responsibilities of the Sustainability Committee are to:

- a. review the health, safety, security, environmental, sustainable development and social responsibility policies of the Company;
- b. monitor the health, safety, security, environmental, sustainable development and social responsibility performance of the Company;
- c. assess the effectiveness of the Company’s health, safety, security, environmental, sustainable development and social responsibility policies and practices; and
- d. make recommendations to ensure the Company’s compliance regarding its sustainability obligations and to achieve its stated corporate objectives.

In furtherance of the above, the Sustainability Committee’s duties shall include the following:

***Health, Safety and Security***

- a. to review and monitor the health, safety and security systems, policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to health, safety and security issues;
- b. to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Company’s policies related to health, safety and security are being adhered to and achieved;
- c. to monitor management’s plans to address emerging issues and review the sufficiency of resources available for carrying out the actions and the activities recommended; and
- d. to report on a timely basis, and in any event following each Committee meeting, to the Board on health, safety and security issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

***Environment, Sustainable Development and Social Responsibility***

- a. to review and monitor the environmental, sustainability and social responsibility affairs systems, policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to environmental, sustainability and social responsibility issues, including, but not limited to, questions regarding climate change, tailings management, water management and human rights;
- b. to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- c. to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- d. to report regularly and on a timely basis to the Board on matters coming before the Sustainability Committee on policies and activities relating to the environment, sustainable development and social responsibility matters for consideration and the manner of disposition;
- e. to review and recommend for approval corporate objectives as they relate to environmental matters, sustainable development and social responsibility matters and monitor the Company's performance against the objectives;
- f. to review and consider potential environmental liabilities and obligations and their potential financial impact on the Company, including the Company's mine closure plans and reclamation provisions;
- g. to provide management with oversight in its assessment on the impact of current and developing health, safety, sustainability and social responsibility laws, regulations and treaties on the Company;
- h. to review public reporting relating to the Company's safety and sustainability performance;
- i. to provide oversight of the Company's sustainability performance presented in any Sustainability Report prepared by the Company; and
- j. to review, consider and monitor the Company's social responsibility obligations.

***Risk Management***

To receive and review reports from management on the identification, assessment and management of risks relating to health, safety, security, environmental matters and social responsibility matters, including climate change, water management, tailings management and human rights and report to the Audit Committee and the Board in respect thereto.

Notwithstanding the above, the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions.

## **COMPOSITION**

The Sustainability Committee is composed of a minimum of three Directors, a majority of whom are independent, as defined in securities laws, rules, regulations and guidelines of applicable securities regulatory authorities, subject to any exemptions or relief that may be provided thereunder, and all of whom have relevant skills and/or experience in the Sustainability Committee's areas of responsibility as may be required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.

### ***Appointment of Committee Members***

Members of the Sustainability Committee are appointed or confirmed by the Board annually and hold office at the pleasure of the Board.

Where a vacancy occurs at any time in the membership of the Sustainability Committee, it may be filled by the Board. The Board fills any vacancy on, or any additional members to, the Sustainability Committee.

The appointment process must assess career experience and expertise of existing Board members with a specific attention to safety, environment, community relations, climate change, tailing management, water management and human rights and other sustainability material drivers.

If needed, additional competencies can be acquired through an awareness and education program.

### ***Committee Chair***

The Board appoints a Chair for the Sustainability Committee.

The Chair of the Sustainability Committee is responsible for overseeing the Company's climate change strategy and its implementation. The Chair has also the same responsibility concerning the tailings management strategy and human rights strategy.

## **STRUCTURE AND OPERATIONS**

### ***Meetings***

The Chair of the Sustainability Committee or the Chair of the Board or any two of its members may call a meeting of the Sustainability Committee. The Sustainability Committee meets at least four times each fiscal year, and at such other times during each year as it deems appropriate.

### ***Agenda***

The agenda for each quarterly meeting of the Committee will include among other matters:

- Overall sustainability governance and performance
- Climate change governance and performance
- Tailings management governance and performance
- Human rights governance and performance
- Annual work plan progress
- Environmental and Social Enterprise Risk Management progress

### ***Quorum***

A majority of the members appointed to the Sustainability Committee constitutes a quorum. The Sustainability Committee may also act by unanimous written consent of its members.

### ***Notice of Meetings***

The Chair of the Sustainability Committee arranges to provide notice of the time and place of every meeting in writing (including by electronic means) to each member of the Sustainability Committee at least two (2) business days prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a 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 is not lawfully called. The Chair also ensures that an agenda for the meeting and all required materials for review by the members of the Sustainability Committee are delivered to the members with sufficient time for their review, or that such requirement is waived.

### ***Absence of Committee Chair***

If the Chair of the Sustainability Committee is not present at any meeting of the Sustainability Committee, the other members of the Sustainability Committee will choose a Chair to preside at the meeting.

### ***Secretary of Committee***

At each meeting the Sustainability Committee appoints a secretary who need not be a director of the Company.

### ***Attendance of the Company's Officers at Meetings***

The Chair of the Sustainability Committee or any two members of the Sustainability Committee may invite one or more officers, members of management, or employees of the Company to attend any meeting of the Sustainability Committee.

### ***Delegation***

The Sustainability Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.

### ***Procedure and Records***

Subject to any statute or constating documents of the Company, the Sustainability Committee determines its own procedures at meetings and may conduct meetings by telephone and keeps records of its proceedings.

### ***Access to Books and Records***

In discharging its responsibilities, the Sustainability Committee shall have full access to all books, records, facilities and personnel of the Company.

### ***Awareness and Education***

Members of the Sustainability Committee are expected to possess competencies and experience related to sustainability in order to provide effective oversight of the Company's material sustainability factors. The Sustainability Committee receives continuing education on sustainability-related topics including, but not limited to, safety, water management, climate change, tailings management and human rights. The education program can take the form of seminars, conferences, training courses and technical reports, etc.

### **REPORTING AND ASSESSMENT**

The Sustainability Committee reports to the Board of Directors, and on an annual basis, presents to the Board a Committee Annual Report consisting of the Sustainability Committee's review of its charter, the Committee's and its Chair's performance over the past year, and any recommendations the Sustainability Committee makes in respect thereto.

### **ENGAGEMENT OF ADVISORS**

The Sustainability Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside consultants or advisors that it determines to be necessary to permit it to carry out its duties. The Sustainability Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

### **EFFECTIVE DATE**

This Charter was adopted by the Board on March 23, 2022.