



**ANGEL WING**  
M E T A L S I N C

**BOARD COMPOSITION,  
MANAGEMENT AND MANDATES**

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**ANGEL WING METALS INC.  
(the “Corporation”)**

**BOARD COMPOSITION AND MANAGEMENT  
DIRECTORS’ MANDATE  
CHAIRMAN’S MANDATE  
CEO MANDATE**

The board of directors of the Corporation (“**Board**”) should be structured and their proceedings conducted in a way calculated to encourage, reinforce, and demonstrate the Board’s role as an independent and informed monitor of the conduct of the Corporation’s affairs and the performance of its management. Board structure and practice will, over time, significantly affect the extent to which a Board of directors is likely to exercise its powers and discharge its obligations in a manner that effectively advances corporate objectives. The requirements for the composition of the Board and management, as set out in the Articles of the Corporation and otherwise prescribed by applicable law, is as follows:

**BOARD OF DIRECTORS**

**Composition of the Board**

- The Board should have a majority of independent directors (as such term is defined in National Policy 58-201 – *Corporate Governance Guidelines*, as amended from time to time).
- The chair of the Board should be an independent director. Where this is not appropriate, an independent director should be appointed to act as “lead director”. However, either an independent chair or an independent lead director should act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.
- Upon appointment, new directors should be provided with an orientation and training program for new recruits to the Board.
- The Board of an offering corporation shall have no less than three members.

**Number of directors**

- The Notice of Articles (the “**Articles**”) dictates the minimum and maximum number of directors that the Corporation must have.
- There shall be a minimum of 3 and a maximum of 10 directors.

**Quorum**

- The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the number of directors.

**Qualifications of directors**

- A director is not required to hold a share in the capital of the Corporation as qualification for his or her office but must be qualified as required by the *Business Corporations Act (Alberta)* to become, act or continue to act as a director.
- A majority of the directors shall be resident Canadians, but where the number of directors is two, only one of the directors must be a resident Canadian.

### **Election and Term**

- The election of directors shall take place at each annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors as specified in the articles or, if a minimum and maximum number of directors is provided for in the articles, the number of directors determined as may from time to time be determined by resolution of the Board. The voting on the election shall be by show of hands unless a ballot is demanded by any shareholder. If an election of directors is not held at the proper time, the incumbent directors shall continue in the office until their successors are elected.
- Subject to the foregoing, the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.

### **Removal of directors by shareholders**

- Subject to the provisions of the Act, the shareholders may, by ordinary resolution passed at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by quorum of the directors.

### **Vacancies**

- Subject to the Act, a quorum of the Board may fill a vacancy in the Board. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. If the directors then in office fail to call such meeting or if there are no directors then in office, any shareholder may call the meeting.

### **Ceasing to be a director**

- A director ceases to be a director when:
  - the term of office of the director expires;
  - the director dies;
  - he becomes of unsound mind and is so found by a court in Canada or elsewhere;

- the director resigns as a director by notice in writing provided to the Corporation, which resignation becomes effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later; or
- the director is removed from office by the shareholders.

### **Regular Board Assessments**

- The Board, its committees and each individual director should be regularly assessed regarding his, her or its effectiveness and contribution. An assessment should consider
  - in the case of the Board or a Board committee, its mandate or charter; and
  - in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board.
- The Board should examine its size and, with a view to determining the impact of the number of directors upon effectiveness, undertake where appropriate, a program to reduce or increase the number of directors to a number which facilitates more effective decision-making.

### **MANAGEMENT**

- The CFO must be financially literate, as defined in National Instrument 52-110 – *Audit Committees*, and have experience or knowledge of Canadian corporate governance laws and reporting requirements.
- The CEO or CFO may also act as corporate secretary. No individual may act as both CEO and CFO.
- Collectively, the Corporation's Directors, officers and management must have adequate reporting issuer experience, and experience and expertise relevant to the Corporation's industry and the languages, customs and laws relevant to the Corporation's operations in each of the jurisdictions in which it operates.

### **OFFICERS**

#### **Appointment of Officers**

- The Board may from time to time appoint a Chairman of the Board, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of the Corporation. Other than the Chairman who must be a director, an officer may but need not be a director and one person may hold than one office. In case and whenever the same person holds the offices of Secretary and Treasurer, he may but need not be known as the Secretary-Treasurer. All officers

shall sign such contracts, documents, or instruments in writing as required their respective signatures. In the case of the absence or inability to act of any officer or for any other reason that the Board may deem sufficient, Board may delegate all or any of the powers of such officer to any other officers or to any director for the time being.

### **Chairman of the Board**

- The Chairman of the Board shall be a director and shall preside at all meetings of the Board and committees of the Board. The Chairman of the Board shall be vested with and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the Board.

### **President**

- The President shall have general supervision of the business and affairs of the Corporation and such other powers and duties as the Board may specify from time to time.

### **Vice-President**

- Each Vice-President shall have such powers and duties as the Board or the President may specify. The Vice-President or, if more than one, the Vice-President designated from time to time by the Board or by the President, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of the Board and that a Vice-President who is not a director and shareholder shall not preside as chairman at any meeting of shareholders.

### **Secretary**

- The Secretary shall give or cause to be given as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the Board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board may specify.

### **Treasurer**

- The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position

of the Corporation; and he shall have such other powers and duties as the Board may specify. Unless and until the Board designates any other officer of the Corporation to be the Chief Financial Officer of the Corporation, the Treasurer shall be the Chief Financial Officer of the Corporation.

### **Other Officers**

- The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

### **Term of Office & Remuneration**

- The Board, in its discretion, may remove any officer of the Corporation, with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his successor is appointed or until the earlier of his resignation or death.
- The terms of employment and the remuneration of an officer appointed by the Board shall be settled by it from time to time. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration as may be so determined.

### **Variation of Duties**

- From time to time the Board may prescribe, vary, add to or limit the powers and duties of any officer.

## **DIRECTORS' MANDATE**

### **Directors' Responsibilities**

The directors of the Corporation (the “**Directors**”) are responsible for the stewardship of the Corporation. To discharge this obligation, the Directors, directly and through the applicable committees of the board of Directors (the “**Board**”), should assume responsibility in the following areas:

#### **Strategic Planning Process**

- Provide input to management on emerging trends and issues.
- Adopt, review and approve, if appropriate, management’s strategic plans on an annual basis.
- Review and approve the Corporation’s budget, financial objectives, plans and actions, including significant capital allocations and expenditures.

#### **Monitoring Tactical Progress**

- Monitor corporate performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
- Analyze and discuss information relating to the Corporation’s achievement of objectives.
- Assess and oversee the nature and scope of monitoring activities and management’s evaluation and remediate deficiencies.

#### **Risk Assessment**

- Identify the principal risks of the Corporation’s businesses and ensure that appropriate systems are in place to manage these risks.
- Oversee management’s assessment of risks to the achievement of the Corporation’s objectives, including the potential impact of significant changes, fraud and management override of internal control.

#### **Senior Level Staffing**

- Select, monitor and evaluate the Chief Executive Officer and other senior executives, and ensure the adoption of a management succession plan.
- Approve a position description for the Chief Executive Officer, including limits to management’s responsibilities and corporate objectives which the Chief Executive Officer is responsible for meeting, all upon recommendation from the Corporate Governance and Nominating Committee.
- Satisfy itself as to the integrity of the Chief Executive Officer and other executive officers.
- Satisfy itself that the Chief Executive Officer and other executive officers create, maintain and foster a culture of integrity throughout the Corporation.

- Engage in succession planning, including appointing, training and monitoring senior management.

### **Integrity**

- Provide oversight to the Chief Executive Officer and other executive officers in the development and performance of control activities.
- Ensure the integrity of the Corporation's internal control and management information systems.
- Ensure ethical behaviour and compliance with applicable laws and regulations, audit and accounting principles, and the Corporation's own governing documents, and accountability to the Board.
- Satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization.

### **Material Transactions**

- Review and approve material transactions not in the ordinary course of business.
- Review any potential related party transaction or non-arm's length transaction regardless of materiality.

### **Monitoring Directors' Effectiveness**

- Assess their own effectiveness in fulfilling the above and Directors' responsibilities, including monitoring the effectiveness of individual Directors.
- Define, maintain, and periodically evaluate the skills and expertise needed among its members to enable them to ask probing questions of senior management and take commensurate actions.

### **Disclosure Policy and Code of Business Conduct**

- Adopt, monitor and periodically review the effectiveness of a corporate disclosure policy and a code of business conduct.
- Make determinations with respect to waiving compliance with the code of business conduct by Directors and executive officers.
- The Board may delegate responsibility for making determinations with respect to waiving compliance with the code of business conduct to a committee of the Board.

### **Feedback from Shareholders**

- Develop measures for the receipt, by Directors, of feedback from shareholders.

### **Expectations of Directors**

- Directors are expected to attend all meetings.



- The specific dates of Board meetings to approve interim and annual financial results shall be scheduled at the commencement of each fiscal year.
- Additional meetings of the Board shall be called on an as-required basis.
- Directors are expected to review materials to be presented at Board meetings prior to such meetings. Such materials are to be circulated with sufficient advanced notice to allow Board members adequate review time. However, for unscheduled meetings, shorter notice may be necessary.

### **Corporate Governance**

- Develop the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation.
- The Board may delegate this responsibility to a committee of the directors, which committee shall have a majority of "Independent" directors (as such term is defined in National Policy 58-201 – *Corporate Governance Guidelines*) and the remaining members of which, if any, shall be "non-management" directors.

### **Other**

- Perform such other functions as prescribed by law or assigned to the Directors in the Corporation's constating documents, policies and guidelines.

## **ROLE AND MANDATE OF THE CHAIRMAN**

The responsibilities of the chairman (the “**Chairman**”) of the board of directors (the “**Board**”) of the Corporation consist of the following principal components:

### **Providing Leadership to Enhance Director Effectiveness**

The Chairman should be explicitly accountable for ensuring that the Board carries out its responsibilities effectively. This involves:

- ensuring that the Board works as a cohesive team and providing the leadership essential to achieve this; and
- ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

### **Managing the Board**

The Chairman should be responsible for:

- ensuring that where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board. Examples of such functions could include:
- ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management of the Corporation;
- ensuring that succession planning for the Board is carried out;
- ensuring an adequate orientation and training program for new Board members;
- once potential candidates are identified, approaching potential candidates to explore their interest in joining the Board; and
- ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

### **Assessing the Chief Executive Officer**

The Chairman should assist the Board in assessing the performance of the Chief Executive Officer.

### **Representing the Corporation to External Groups**

The Chairman could take a leadership role in representing the Corporation and maintaining effective communication and relationships with external groups such as shareholders and other stakeholders including local community groups and governments.

## **MANDATE OF THE CHIEF EXECUTIVE OFFICER**

### **Purpose**

The primary objectives of the role of the Chief Executive Officer (“**CEO**”) are to lead the management of the Corporation’s business and affairs and to lead the implementation of the resolutions and policies of the board of directors (the “**Board**”) of the Corporation.

### **Accountabilities and Responsibilities**

The CEO is specifically charged with the responsibility for managing the strategic and operational agenda of the Corporation and for the execution of the directives and policies of the Board. The roles and responsibilities of the CEO include, among other things:

- (a) developing, together with the Board, the Corporation’s strategic direction and executing and monitoring same;
- (b) directing the overall business operations of the Corporation;
- (c) ensuring that the Board is kept appropriately informed of the overall business operations of the Corporation and major issues facing the Corporation;
- (d) having ultimate accountability for the development and execution of the strategy and policies of the Corporation and communicating them to the Board and shareholders of the Corporation;
- (e) having responsibility for the day-to-day operations of the Corporation, including the annual planning process, capital management, financial management, acquisitions, divestitures, etc., all of which must be accomplished within the strategic framework of the Corporation established by the Board;
- (f) having responsibility for the employment, compensation, job descriptions, performance assessment, leadership development and succession planning of human resources;
- (g) representing the Corporation to its major shareholders, including investment and financial communities, governments, customers and the public;
- (h) bringing material decisions to the Board for their review and approval, including:
  - (i) acquisition or initiation of new properties or undertakings or the assumption of any commitment, obligation or liability other than in the ordinary and normal course of business;
  - (ii) issuance or sale of securities of the Corporation and/ or rights, options or warrants to acquire securities of the Corporation;
  - (iii) declaration or payment of a dividend or other distribution in respect of any securities of the Corporation;

- (iv) any transaction, contract, agreement, undertaking or arrangement with a person with whom the Corporation and/or members of management do not act at arm's length or who is otherwise a "related party" as such term is defined under applicable legislation;
  - (v) disposition of assets or cancellation of debt other than in the ordinary and normal course of business; and
  - (vi) any other transaction, contract, agreement, undertaking, commitment or arrangement, not in the ordinary and normal course of business or which is or would be material in relation to the Corporation;
- (i) presenting to the Board any material business issues resulting from communications with shareholders.

### **Financial Information**

The CEO, along with the Chief Financial Officer, is responsible for establishing and maintaining appropriate standards for all financial, management and regulatory reporting. Such standards must include preparing reports in a manner that meets audit, Board and regulatory authority requirements. Reports must be accurate, complete and timely.

### **Currency of this Mandate**

This mandate was last approved by the Board on November 25, 2022.