



HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE CHARTER

I. STATEMENT OF PURPOSE

The purpose of the Health, Safety and Environmental Committee (the "HS&E Committee") of Ivanhoe Electric Inc. (the "Company") is to oversee the Company's key health, safety, environmental and social policies and related risks, opportunities and matters affecting the Company's business. The HS&E Committee will also ensure accurate reporting of environmental, social and governance (ESG) matters of the Company. ESG matters include, without limitation, health and safety; tailings management and stewardship; climate change; water stewardship; biodiversity and land management; waste management; human rights; stakeholder relations, corporate governance, social performance and Indigenous Peoples; and responsible sourcing practices.

II. ORGANIZATION

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Company's Board of Directors (the "Board") for approval.

B. *Members.* The Committee shall be comprised of at least three directors. The members of the Committee shall be appointed by the Board and the Board may remove a member of the Committee at any time, with or without cause. Members of the Committee shall not be required to be independent, except to the extent required by any applicable laws or the applicable listing standards of any stock exchanges on which the Company is listed. Each member of the Committee shall have a working familiarity and understanding of health, safety, environmental and social practices and principles, and sustainability reporting frameworks. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required. The Corporate Secretary of the Company, or such individual as may be appointed by the Committee ("Committee Secretary"), shall act as secretary for Committee meetings and, upon receiving a request from any member of the Committee to schedule a meeting, shall arrange for such meeting to be held.

Unless otherwise provided herein, proceedings of the Committee shall be conducted in accordance with the rules and procedures applicable to meetings of the Board.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall consist of at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called or held, except as specifically provided herein (or where only two members are present, by unanimous vote).

E. *Agenda, Minutes and Reports.* The Chair of the Committee, in consultation with management and the other members of the Committee, shall set meeting agendas. The Committee Secretary shall ensure that the agenda and any supporting material are circulated in advance of each Committee meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. The Committee shall make regular reports to the Board.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis, develop criteria for such evaluation and report to the Board on such evaluation.

III. RESPONSIBILITY AND AUTHORITY

The following shall be the principal responsibilities and authority of the HS&E Committee:

A. *Annual Review and Board of Director Engagement.* At least annually, the HS&E Committee shall review and reassess the Company's activities, strategies, policies, management systems, practices and goals with respect to health, safety, environmental and social matters, where necessary, and shall submit any proposed changes to the Company's Board of Directors (the "Board") for approval.

B. *Management Engagement.* The Committee, in consultation with management, will consider the current and emerging health, safety, environmental and social matters that may affect the business, operations, performance or public image of the Company and will consider and act upon any other health, safety, environmental and social matters as the Committee, in its discretion, may determine to be advisable in connection with the purpose of the Committee or its oversight functions. The Committee shall require management to monitor and regularly report on the Company's performance with respect to the health, safety, environmental and social matters. The Committee shall evaluate its efficacy and make recommendations to the Board to ensure that applicable standards and policies, including associated targets, are embedded in key performance indicators throughout the Company.

C. *Risk Management, Strategy and Controls.* The Committee will review the systems and processes for identifying, assessing and managing health, safety, environmental and social risks and opportunities across the Company's operations that can benefit from internal controls, measures or assurance on measurement, and enquire as to whether such risks and opportunities are appropriately captured in the Company's enterprise risk management system and profile.

D. *Legal Liabilities.* Review with management and legal counsel, the Company's current or pending legal actions by or against the Company, related to health, safety, environmental and social matters pertaining to laws and regulation, as well as the adequacy of the applicable management systems to manage these liabilities.

E. *External Reporting and Communication.* Review, where appropriate, disclosures proposed to be made in relation to ESG matters and/or make recommendations regarding such disclosures, emerging disclosure standards, and the Company's approach to communicating with shareholders and other stakeholders about its performance. The Committee will also review the Company's annual sustainability report, while maintaining the reporting frameworks adopted by the Company and recommend to the Board for approval.

F. *Assurance / Internal Audit.* Where regulations or laws require public reporting of ESG matters and their risks, opportunities and accompanying data, the Committee will execute similar responsibilities or integrate responsibilities within the Audit Committee, such as:

- provide oversight of the assessment of the Company's ESG performance to be presented in a public report;
- engage independent experts or advisors, to the extent it is deemed necessary by the Committee, who have recognized expertise in assessing ESG related discussion & analysis and accompanying data;
- review with management certain audit plans, any significant findings and management's response, as the Committee and the Audit Committee determine as appropriate; and



- apprise the Audit Committee of the Board of significant changes in financial risk exposures or potential accruals for contingent liabilities or disclosure issues relating to ESG matters.

G. *Supply Chain Assessment.* Advocate for responsible supply chain management by promoting and causing management to promote local procurement practices and development programs, as well as ensuring that the policies, management systems and/or controls which oblige suppliers to comply with health, safety environmental and social regulations, standards, or practices are established and periodically revised.

H. *Internal Communication.* Review practices and procedures for communicating to employees the Company's strategy, including efforts to create a culture of awareness in areas of health, safety, environmental and social matters.

I. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

Approved by the Board of Directors on February 22, 2024.

