



## TECHNICAL COMMITTEE CHARTER

### I. PURPOSE

The Technical Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board of Directors (the “**Board**”) of Chakana Copper Corp. (the “**Company**”) for approval. The purpose of the Technical Committee is to stay abreast with progress of exploration programs and other technical activities and report progress to the Board. The purpose of the Technical Committee is to assist the Board with its duties and responsibilities in evaluating, overseeing the exploration and development of, and reporting on the Company’s projects.

### II. COMPOSITION

- A. The Technical Committee will be comprised of the Company’s Chief Executive Officer (the “**CEO**”) and any such senior executive officers of the Company (the “**Senior Officers**”) as determined by the Board, as well as two or more directors as determined by the Board, a majority of whom will have been affirmatively determined by the Board to be “independent” under:
1. applicable securities laws and regulations, including National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”); and
  2. the rules and policies of each stock exchange on which the Company's securities are listed for trading, including the TSX Venture Exchange.
- B. The Chairperson of the Technical Committee (the “**Chair**”) shall be designated by the Board.

### III. DUTIES AND RESPONSIBILITIES

The Technical Committee will have the following duties and responsibilities which shall be carried out on an annual basis or as more frequently required to give effect to the objectives of this Charter:

- A. The Technical Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the development of corporate exploration and development projects. The Technical Committee is responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:
1. Review and approve technical (geological, drilling, mine engineering and process engineering) plans, schedules, and budgets;
  2. Review and approve any release of material containing technical (engineering or geological) information for compliance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and industry standards, including, but not limited to news releases containing technical or geological information, information circulars, annual information forms, management’s discussion and analysis, technical reports, preliminary economic analyses, pre-feasibility studies, and feasibility studies;

3. Design, establish and monitor controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that development of corporate exploration and development projects are on schedule and within budget;
  4. Discuss with the Senior Officers and Board all relevant information with respect to the Technical Committee's proceedings;
- B. In discharging its duties, the Technical Committee shall have full access to all of the Company's books, records, facilities, and personnel.
- C. The Technical Committee shall also have such other responsibilities as the Board may assign to it from time to time.

#### **IV. TECHNICAL COMMITTEE AUTHORITY AND RESOURCES**

- A. The Technical Committee has the authority, without further approval of the Board of Directors to:
1. communicate directly with external advisors and any other personnel of the Company; and
  2. have unrestricted access to any personnel and documents of the Company relevant to performance of the Technical Committee's duties.

#### **V. TERM**

The members of the Technical Committee shall be appointed by designation of the Board and shall continue to be a member thereof until the earlier of (i) the Board, at its discretion, decides to remove the member from the Technical Committee, or (ii) the expiration of his or her term of office as a Director. Vacancies at any time occurring shall be filled by designation of the Board.

#### **VI. MEETINGS**

The Technical Committee shall meet at least once per year or more frequently as circumstances dictate. A majority of the members appearing at a duly convened meeting shall constitute a quorum and the Technical Committee shall maintain minutes or other records of its meetings and activities. The Chair shall be responsible for leadership of the Technical Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. These documents will be shared with the Board as needed to discharge the Technical Committee's delegated responsibilities and stored in a centralized electronic archive administered by the Corporate Secretary. In case of absence of the Chair, the participating Technical Committee members will designate an interim Chair. The Technical Committee may invite members of management or others to attend their meetings and they will be asked to step-out during sensitive conversations. As part of its responsibility to foster open communication, the Technical Committee should meet at least annually with each of the CEO and any other Senior Officers appointed to the Technical Committee in separate executive sessions to discuss any matters that the Technical Committee or the executive officers believe should be discussed privately with the Technical Committee.

This charter was adopted by the Board effective March 15, 2018.