



AUDIT COMMITTEE CHARTER

2025-2026



AUDIT COMMITTEE CHARTER

Mandate

The Audit Committee (the "Committee") is a standing committee of the Board of Directors of Mitchall Mines & Minerals (the "Company"). Its primary role is to provide objective oversight of the Company's financial stewardship, reporting integrity, risk exposure, internal control framework, and regulatory compliance. The Committee supports the Board in ensuring that the Company operates with transparency, accountability, and fiscal responsibility.

Scope of Authority

The Committee is fully authorized by the Board to inquire into any financial or operational matter that falls under its remit. It may engage independent experts—legal, financial, or technical—without prior Board approval. The Committee has unrestricted access to all records, personnel, and systems necessary to perform its duties effectively. It also has the responsibility to propose recommendations to the Board on any matter affecting the Company's audit integrity, financial controls, or compliance posture.

Membership Structure

The Committee will be composed of a minimum of three independent directors who are not part of the Company's executive team. Each member must demonstrate a working knowledge of financial reporting and corporate governance, with at least one member qualifying as a financial expert. The Board will designate a Committee Chair who brings senior-level financial or audit experience to the role. Membership will be reviewed annually to ensure continued independence and effectiveness.

Meeting Schedule and Operations

The Committee is required to convene at least four times per year but may meet more frequently when necessary. To conduct official business, a simple majority of members must be present. The Committee may request attendance from senior executives, internal audit leads, and external auditors as needed. Meeting agendas and materials are distributed in advance to enable informed discussion and decision-making.

Core Responsibilities

The Committee's financial oversight duties include evaluating and recommending approval of the Company's interim and annual financial statements. It reviews critical accounting decisions, reporting methodologies, and financial estimates, ensuring all financial disclosures comply with International Financial Reporting Standards (IFRS) and Canadian regulatory requirements. The Committee also ensures transparency and consistency in financial communication to shareholders.

Regarding external auditor supervision, the Committee recommends the selection and compensation of the external audit firm to the Board. It monitors auditor independence, scope of services, and audit performance, reviews any issues raised during audits, and assesses management's responses. Non-audit services require pre-approval to maintain objectivity.

In terms of internal controls and risk monitoring, the Committee assesses the design and operational effectiveness of internal financial controls and reporting systems. It oversees management's risk mitigation practices, particularly in relation to fraud, financial misstatements, and compliance breaches. The Committee ensures appropriate controls support ethical resource extraction and fiscal integrity, and it receives and reviews internal audit reports and follow-up actions.

The Committee promotes a culture of transparency and ethical conduct across the organization. It reviews and monitors policies related to whistleblowing, anti-bribery, insider trading, and financial ethics. The Committee leads or delegates investigations into material financial misconduct or legal violations.

Reporting to the Board

After each meeting, the Committee provides a verbal or written summary of key findings, decisions, and recommendations to the Board. It prepares an annual summary report for shareholder materials outlining audit activities and significant developments. The Committee highlights any material risks, deficiencies, or emerging issues affecting financial operations or compliance.

Evaluation and Continuous Improvement

The Committee conducts an annual self-assessment to evaluate its performance and identify areas for improvement. Feedback is solicited from the Board, internal audit, and external auditors to support this process. Recommendations for changes to this Charter are made as necessary to reflect evolving governance trends and legal requirements.

Review and Amendments

This Charter is reviewed annually by the Board and updated as needed to reflect evolving best practices in audit governance and compliance. Any amendments conform to the standards outlined by Canadian securities regulators and applicable governance frameworks.

Drafted by:

Mrs. Linette Maurin

Approved by:

The Board of Directors

Effective Date:

Friday, February 21 2025

Effective Through:

Friday, February 19 2027



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