

AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER AND MANDATE

1. PURPOSE

The overall purpose of the Audit and Risk Management Committee (the “**Committee**”) is to:

- provide independent review and oversight of the Company’s financial reporting process, the system of internal controls, and management of financial, operational and compliance risks and the audit process, including the selection, oversight and compensation of the Company’s external auditors, subject to the Board of Directors (the “**Board**”) as a whole filing a vacancy in the office of the auditor;
- assist the Board in fulfilling its responsibilities in reviewing the Company’s process for monitoring compliance with laws and regulation and its own code of business conduct;
- assist the Board in reviewing all major strategies and purchases, for their impact on the risk facing the Company, and make appropriate recommendations;
- maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors; and
- review the Company’s financial strategies, its financing plans and its use of the equity and debt markets.

2. COMPOSITION, PROCEDURES AND ORGANISATION

- The Committee shall consist of at least three members of the Board, the majority of whom shall be “independent” and “financially literate” as those terms are defined in National Instrument 52-110 “Audit Committees”. In this regard, no member shall:
 - other than in his or her capacity as a member of the Committee, Board or any other committee of the Board, accept directly or indirectly any consulting, advisory or other compensation fee from the Company. The indirect acceptance of a consulting, advisory or other compensatory fee shall include acceptance of the fee by a spouse, minor child or stepchild, or child or stepchild sharing a home with the Committee member, or by an entity in which such member is a partner, member or principal or occupies a similar position and which provides accounting, consulting, legal, investment banking, financial or other advisory services or any similar services to the Company;
 - have been employed by the Company or any of its affiliates in the current or past two years; or
 - be an affiliate of the Company or any of its subsidiaries.
- To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of Committee membership as well as the Company’s business, operations and risks.

- The Board, at its organizational meeting held in conjunction with each annual general meeting of shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chairperson from among their members.
- The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Committee.
- The Committee shall have access to such officers and employees of the Company, its external auditors and legal counsel and to such information respecting the Company and may engage separate independent counsel and advisors at the expense of the Company, all as it considers to be necessary or advisable to perform its duties and responsibilities.
- If any financial or corporate reports are to be released without being verified by an audit or assurance firm, the Company's Audit Committee will meet to verify material statements for accuracy prior their release.

3. MEETINGS

- At the request of the Chief Executive Officer ("CEO") or any member of the Committee, the Chairperson will convene a meeting of the Committee and provide an agenda for such meeting.
- Any two directors may request the Chairperson to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the Chairperson on the Committee.
- The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
- Meetings shall be held not less than four times per year and to coincide with the reporting of quarterly financial statements. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.
- The Committee may invite such other persons (i.e. the CEO and/or Chief Financial Officer ("CFO")) to its meetings, as it deems appropriate.
- The external auditors may be present at each Committee meeting at the request of the Chairperson and may be expected to comment on the financial statements in accordance with best practices. The external auditor is entitled to be present and participate at Committee meetings whose subject is the review of the year end financial statements and accompanying management's discussion and analysis.

- The proceedings of all meetings will be recorded in minutes.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

- Recommend to the Board:
 - the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - the compensation of the external auditor.
- Determine whether internal control recommendations made by the external auditors have been implemented by management.
- Identify areas of greatest financial risk and determine whether management is managing these risks effectively.
- Review the Company's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.
- Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the Company's financial statements.
- Review any legal matters which could significantly impact the Company's financial statements as reported on by the Company's external counsel and meet with external counsel whenever deemed appropriate.
- Review the annual and quarterly financial statements, including management's discussion and analysis and annual and interim earnings press releases before the Company publicly discloses this information, and determine whether they are complete and consistent with the information known by the Committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles, and, if appropriate, recommend to the Board that the annual and quarterly financial statements and management's discussion and analysis be included in the Company's securities filings.
- Review and approve the financial sections of the annual report to shareholders, the annual information form, prospectuses and all other regulatory filings and public reports requiring approval by the Board, and report to the Board with respect to its review.
- Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.

- Focus on judgemental areas, for example those involving valuation of assets and liabilities, and other commitments and contingencies.
- Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - actual financial results for the interim periods varied significantly from budgeted or projected results;
 - generally accepted accounting principles have been consistently applied;
 - there are any actual or proposed changes in accounting or financial reporting practices; and
 - there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- Review the external auditor's proposed audit scope and approach and ensure no unjustified restriction or limitation have been placed on the scope.
- Review the performance of the external auditors and approve in advance provision of services other than auditing.
- Consider the independence of the external auditors, including reviewing the range of services provided in context of all consulting services bought by the Company. The Committee will obtain from the external auditors, on an annual basis, a formal written statement delineating all relationships between the external auditors and the Company.
- Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately, including the results of the external auditors' review of the adequacy and effectiveness of the Company's accounting and financial controls.
- Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- Obtain regular updates from management and the Company's legal counsel regarding compliance matters, as well as certificates from the CFO as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.

- Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- Create specific procedures for the receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls and auditing matters. These procedures will include, among other things, provisions for the confidential treatment of complaints and anonymity for employees desiring to make submissions. Refer to the Company's Whistle Blower Policy.
- Perform other functions as requested by the Board.

Adopted by the Board as of September 17, 2020, as amended on December 12, 2024.

SCHEDULE A RISK MANAGEMENT FRAMEWORK

MARIMACA COPPER CORP.

1. PURPOSE AND SCOPE

Risk management is a complex and critical component of **Marimaca Copper Corp.**'s ("**Marimaca**" or the "**Company**") governance. Risk management is considered a key governance and management process and is not an exercise merely to ensure regulatory compliance.

The Board oversees and guides risk management. The President & CEO is charged with implementing appropriate risk systems within the Company.

2. OBJECTIVES

The primary objectives of the risk management system at the Company are to ensure:

- all major sources of potential opportunity for and harm to the Company (both existing and potential) are identified, analysed, evaluated and treated appropriately;
- business decisions throughout the Company appropriately balance the risk and reward trade off;
- regulatory compliance and integrity in reporting are achieved; and
- senior management, the Board and investors understand the risk profile of the Company.

In line with these objectives, the risk management system covers:

- operations risk;
- financial reporting; and
- compliance.

The Board, with assistance from the Audit and Risk Management Committee, reviews all major strategies and purchases for their impact on the risk facing the Company and makes appropriate recommendations.

The Company also undertakes an annual review of operations to update its risk profile and corresponding risk frameworks and systems. This normally occurs in conjunction with the strategic planning process. The Company discloses in each reporting period that such a review has taken place.

The Audit and Risk Management Committee undertakes regular reviews of those areas of risk identified. In addition, the President & CEO and the CFO provide a written declaration of assurance that, in their opinion, the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, have been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board has identified a range of specific risks that have the potential to have an adverse impact on its business. These include:

- health and safety risks;
- operational risk;
- environmental risks;
- insurance risk;
- litigation risks;
- financial risk;
- conduct risks;
- sustainability and climate change risks;
- treasury and finance risks; and
- compliance risk.