



MANDATE OF THE BOARD OF DIRECTORS

1. Purpose

The fundamental responsibility of the Board of Directors (the “**Board**”) of District Metals Corp. (the “**Company**”) is to provide stewardship over the management of the Company.

For the purposes of this Mandate of the Board of Directors, the definition of Company shall also include any Subsidiaries, as such term is defined in the *Business Corporations Act* (British Columbia).

The Board is not responsible for the day-to-day management of the Company's business and affairs, as this has been delegated to management.

2. Composition of the Board

- (a) Each member of the Board must be qualified to serve as a director pursuant to, and meet the requirements of, the *Business Corporations Act* (British Columbia) (the “**Act**”), all applicable securities laws and the rules, instruments, policies, regulations and guidelines of all applicable securities regulatory authorities, including without limitation the securities commissions in each of the provinces of Canada, and all stock exchanges on which the Company's securities are listed, including without limitation the TSX Venture Exchange and Nasdaq First North Growth Market (collectively, the “**Applicable Laws**”).
- (b) The Board will consist of a majority of “independent directors” as determined by Applicable Laws.
- (c) Each member of the Board is expected to understand the nature and operations of the Company's business, and have an awareness of the political, economic and social trends prevailing in all countries or regions in which the Company operates or is contemplating to operate.

3. Duties and Responsibilities

The Act requires that each director:

- (a) acts honestly and in good faith with a view to the best interests of the Company, which includes the duty:
 - (i) to disclose conflicts of interest;
 - (ii) not to appropriate or divert corporate opportunities;
 - (iii) to maintain confidential information of the Company and not use such information for personal benefit; and

- (iv) not to disclose information vital to the business of the Company in the possession of a director.
- (b) exercises the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) acts in accordance with the Act and the Company's Articles.

In addition to the above, adherence to all other Board responsibilities as set forth in the Company's Articles, applicable policies and practices and other statutory and regulatory obligations.

4. Meetings of the Board

- (a) The Board will meet as many times as is necessary to carry out its responsibilities, but in no event will the Board meet less than twice per year.
- (b) Each director of the Company is expected to commit the time and resources necessary to properly carry out their duties and to adequately prepare for and attend all regularly scheduled Board and applicable committee meetings, except to the extent that any absence is due to medical or other valid reasons.
- (c) An *in-camera* session will be available for all independent directors at every Board meeting, if requested.

5. Duties and Responsibilities of the Board

The Board has the following responsibilities and duties, which it discharges directly or through delegation to its committees, as appropriate:

Governance

- (a) Annually review the size and composition of the Board, including the skills, competencies and experience currently represented, and assess the additional attributes the Board as a whole should possess, in alignment with the Company's strategic objectives
- (b) annually, following each annual general meeting of shareholders:
 - (i) appoint the President and CEO of the Company,
 - (ii) on the recommendation of the CEO, appoint the senior officers of the Company, and
 - (iii) appoint members of the Audit Committee, and any other standing committee the Board determines is necessary or advisable from time to time.
- (c) establish from time to time, as determined necessary or advisable by the Board, special committees of the Board;

- (d) review, update and create (from time to time as determined to be necessary by the Board) the policies, mandates, and charters of the committees of the Board, as applicable;
- (e) establish appropriate processes for the regular evaluation of the effectiveness of the Board, its committees and its members;
- (f) review the adequacy and form of directors' compensation;
- (g) develop the Company's approach to corporate governance, including a set of corporate governance principles and guidelines that are applicable to the Company;
- (h) periodically review the Company's governance practices against the requirements of Applicable Law and best practices given the scope of the Company's operations and strategic direction;
- (i) establish new director orientation and ongoing director education processes;
- (j) ensure that the independent directors meet regularly without executive directors and management present; and
- (k) to the extent feasible, satisfy itself as to the integrity of the Board as a whole.

Senior Management and Strategy

- (a) appoint the CEO and senior officers, approve their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives;
- (b) ensure that the CEO and other executive officers create a culture of integrity throughout the Company;
- (c) in conjunction with the CEO, develop a clear written position description for the CEO;
- (d) ensure that a process is established that adequately provides for succession planning of the CEO and other officers, which includes the appointment, training and monitoring of senior management;
- (e) delegate to senior management the authority to approve individual commitments and expenditures for any corporate purpose on such terms as the Board considers appropriate (and retain responsibility for approving expenditures beyond those delegated limits); and
- (f) ensure there is an annual strategic planning process and participate with management in the development and approval of a corporate strategic plan, which takes into account, among other things, the opportunities and risks of the business.

Financial Reporting and Risk Management

- (a) review and approve the Company's financial statements and oversee the Company's compliance with applicable audit, accounting and reporting requirements;
- (b) approval of annual operating and capital budgets;

- (c) review operating and financial performance results relative to established strategy, budgets and objectives;
- (d) ensure that adequate controls and procedures are in place to identify, manage and mitigate the principal risks to the Company and ensure the implementation of integrity of the Company's internal control and management information systems;
- (e) review the adequacy of security of information, information systems, and recovery plans.
- (f) review, approval and oversight of the Company's disclosure controls and procedures;
- (g) ensure the Company has policies and procedures in place to ensure that the Company's public disclosure is disseminated in a timely and regular basis, in accordance with Applicable Laws, accurately and fairly reflects the state of affairs of the Company (including financial performance), including quarterly financial statements, any guidance provided by the Company on future results, Company information circulars, annual information forms, annual reports, prospectuses and registration statements;
- (h) Develop appropriate measures for receiving shareholder feedback;
- (i) approve the issuance, redemption, purchase or other acquisition of the Company's shares;
- (j) approve the incurrence of any material debt, major capital expenditures, significant investments, acquisition and divestures by the Company;
- (k) approve the commencement or settlement of litigation that may have a material impact on the Company; and
- (l) recommend to the Company's shareholders the appointment of external auditors and, if authorized by the Company's shareholders, approve auditors' fees.

As adopted by the Board of Directors on July 4, 2025
Reviewed and re-approved with minor edits on June 25, 2026