



ENCORE ENERGY CORP.

CHARTER OF THE HEALTH, SAFETY, ENVIRONMENTAL AND SUSTAINABILITY COMMITTEE

(As Approved by the Board on August 17, 2022)

1. Purpose

The Board of Directors (the “**Board**”) of enCore Energy Corp. (the “**Company**”) has established a Health, Safety, Environmental, and Sustainability Committee (the “**Committee**” or the “**HSES Committee**”). The Committee mandate is to oversee the development and implementation of polices and best practices relating to health, safety, environmental and sustainability issues to ensure compliance with applicable laws, regulations, and policies in the jurisdictions in which the Company carries on business. The Committee will assist the Board in fulfilling the Board’s oversight responsibilities by overseeing management’s establishment and administration of the Company’s health, safety, environmental and sustainability policies, programs, procedures and initiatives (“**Policies and Practices**”). Policies reviewed and monitored will include those which ensure the safety and health of its employees, contractors, customers, the public and the environment. In this charter, health, safety, environment and sustainability are interpreted broadly and include personal, public and processes which ensure the Company’s reputation as a responsible corporate citizen and its efforts to employ sustainable best business practices consistent with the Company’s business purpose and values. The Committee’s duties and responsibilities will remain consistent with the usual and customary duties and responsibilities of members of the Board. Company management shall retain responsibility for compliance with applicable laws and regulations. This charter of the HSES Committee (the “**Charter**”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules, and regulations.

2. Responsibilities

The following responsibilities of the Board are delegated to the Committee. The Committee’s responsibilities may be further defined by the Board as appropriate given the circumstances:

- Periodically review the overall adequacy of, and provide oversight with respect to, the Company’s Safety, Health, Environmental and Sustainability Policies and Practices.
- Review and monitor the effectiveness of management’s Policies and Practices.
- Periodically review with management the status of material HSES activity, including, but not limited to, significant litigation or compliance-related matters, and emerging or proposed laws or regulations that may have a material effect on the Company’s financial or physical exposure.
- Periodically review with management the status and level of the Company’s contingency planning and emergency response activities and preparedness.
- Periodically review and assess the Company’s significant HSES liabilities reported in the financial statements and investor relations
- Periodically review emerging HSES issues, trends, developments or research and the potential impact on the Company.

- Report and, where appropriate, make recommendations to the Board relating to safety, health, environmental and sustainability matters.

3. Membership

The HSES Committee will consist of three or more directors. Members of the Committee shall be appointed by the Board on the recommendation of the Governance and Nominating Committee. Members of the Committee shall be appointed annually at the time of each annual meeting of shareholders, and shall hold office until the next annual meeting, or until they are removed by the Board or until their successors are earlier appointed, or until they cease to be directors of the Company. Any member of the HSES Committee or the Chair may resign or, subject to the bylaws, be removed by the Board from membership on the HSES Committee or as the Chair. The HSES Committee shall not have alternate members.

4. Meetings

The HSES Committee will meet as required to fulfill its responsibilities set forth in this Charter. The HSES Committee may request any officer or employee of the Company or the Company's counsel or other advisors or consultants to attend a meeting of the HSES, or to meet with any member of or advisor to the HSES Committee. References in this Charter to employees of the Company include all employees of affiliates performing services for the Company.

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least twice per year.

The Chair, any two members of the Committee or Chief Executive Officer (CEO) of the Company may call a special meeting of the Committee.

In preparing the agenda for each HSES Committee meeting, the Chair shall solicit input on the agenda items for the meeting from the other HSES committee members as well as members of the Company's senior management

5. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Governance and Nominating Committee and shall be filled by the Board on such recommendation if the membership of the Committee is fewer than three (3) directors. The Board may remove and replace any member of the Committee at its discretion.

6. Committee Chair

The Chair of the Committee (the "Chair") shall be selected by the Board on the recommendation of the Governance and Nominating Committee. If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

7. Recording Secretary of the Committee

The Committee shall, at the start of the meeting, appoint a secretary, who need not be a director or officer of the Company, for the purposes of recording the minutes of the meeting.

8. Quorum

Two members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

9. Power to Engage Advisors

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

Any director may, with the prior approval of the Executive Chairman of the Board, engage an outside advisor at the reasonable expense of the Company in circumstances where such director and the Executive Chairman of the Board determine that it is appropriate in order for such director to fulfill his or her responsibilities as director, provided that the advice sought cannot properly be provided through the Company's management or through the Company's advisors in the normal course. If the Executive Chairman of the Board is not available in the circumstances or determines that it is not appropriate for such director to so engage outside counsel, the director may appeal the matter to the Governance and Nominating Committee, whose determination shall be final.

10. Procedures

The HSES Committee shall conduct its operations in accordance with the procedures set forth in the Company's Articles applicable to the operations of the Board and its committees and in accordance with this Charter. The HSES Committee shall have the authority to adopt such additional procedures for the conduct of its business as are not inconsistent with those referred to in the preceding sentence. The HSES Committee shall have the authority to delegate its responsibilities to any subcommittee, or individual members of the Committee, as it considers appropriate.