

O3 Mining Inc.

POSITION DESCRIPTION FOR ALL COMMITTEE CHAIRS EXCEPT THE AUDIT COMMITTEE

Effective as of July 5, 2019

O3 MINING INC.

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1. ROLE

The primary role of the chair (the "**Chair**") of each committee ("**Committee**"), with the exception of the Audit Committee, of the board of directors (the "**Board**") of O3 Mining Inc. (the "**Corporation**") shall be to:

- (a) provide effective Committee leadership, overseeing all aspects of its direction and administration in fulfilling its mandate;
- (b) oversee the mandate, structure, composition, membership and activities delegated to the Committee(s); and
- (c) report the results of each Committee meeting at the next Board meeting;

2. DUTIES AND RESPONSIBILITIES

Meetings

With respect to each Committee meeting, the Chair of each respective Committee will:

- (a) schedule Committee meetings in consultation with the Chair as appropriate or other Committee members and the CEO and appropriate members of management;
- (b) set the agenda for Committee meetings in consultation with the Chair as appropriate or other Committee members and the CEO and appropriate members of management;
- (c) chair all Committee meetings in a manner that promotes meaningful discussion;
- (d) retain, in consultation with the Chairman of the Board or Lead Director, as appropriate, expert consultants on behalf of the Committee, as needed; and
- (e) allot sufficient time during the Committee meetings to fully discuss agenda items of relevance and importance.

Committee / Management Relationships

The Chair of each respective Committee has the responsibility to:

- (a) ensure that Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the mandate of the Committee; and
- (b) communicate with appropriate members of management in fulfilling the mandate of the Committee.

Performance Review

The Chair of each respective Committee of the Board shall annually oversee the assessment of the performance of the Committee under such Chair's responsibility.