



# Transition Metals

**TRANSITION  
METALS CORP.**

## **TECHNICAL COMMITTEE CHARTER**

### **I. Purpose**

The Technical Committee of the board of directors (the “Board”) of Transition Metals Corp. (the “Corporation”) shall provide assistance to the Board in fulfilling its responsibility with respect to its oversight of:

- The technical studies and evaluations of the Corporation’s properties.
- Provide a panel for due diligence on proposals to acquire new properties, drop existing properties, and review project plans for existing properties.
- The Corporation’s environmental and permit compliance programs and their effectiveness.
- The Corporation’s Safety and Health program and its effectiveness.
- Provide a forum for ideas and solutions for key technical people in the Corporation.

The Committee’s principal responsibility is one of oversight and in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurances or professional certifications as to the accuracy or completeness of the data and information it reviews.

Since the Technical Committee also includes members with depth and breadth of experience in the exploration and mining industry, they shall also be available for advice and review of projects the Corporation is engaged in or reviewing.

### **II. Committee Structure and Operations**

The Technical Committee will:

- A. Be composed of three members of the Board along with the Chief Executive Officer;
- B. Be appointed by, and its members shall be subject to removal by, the Board. The Committee’s Chairperson will be designated by the Board. The Chairperson will chair all regular sessions of the Committee and set the agenda for Committee meetings. In the absence of the Chairperson, the Committee shall select a chairperson for that meeting;
- C. The Committee Chair may invite to its meetings any director, employee or contractor of the Corporation and such other persons as it deems appropriate to carry out its responsibilities.

- D. Meet separately or in conjunction with each scheduled meeting of the Board, or more frequently as circumstances require;
- E. Have authority to form, and delegate its responsibilities to, subcommittees in its discretion, provided that any action approved by a subcommittee shall be subsequently reported to the Committee and subject to ratification by the Committee. The Chair shall prepare an agenda prior to each Committee meeting;
- F. With the approval of the Board, engage advisors it determines is necessary to carry out its duties;
- G. Be governed by the same rules regarding meetings as are applicable to the Board. The Committee will cause to be maintained adequate minutes of its proceedings and other records of its activities and shall regularly report to the Board concerning its activities.

### **III. Committee Authority and Responsibilities**

The Technical Committee will:

- A. Periodically review the Corporation's Safety, Health and Environmental programs at all of its operations. The Committee will be kept informed by management from time to time as to the overall effectiveness and results of such programs achieved at each property. The Committee will carry out its responsibilities in accordance with the Corporation's Health and Safety Policy and its Health and Safety Objectives and Guidelines manual.
- B. Review and report on the technical and potential merits of any new projects or properties either the Board wishes to have reviewed or the Management wishes to have reviewed.
- C. Annually perform a review and self-evaluation of the performance of the Committee, including its compliance with this Charter. In addition, the Committee shall annually review and assess the adequacy of this Charter and report to the Board any recommendations the Committee considers necessary or advisable.
- D. Undertake from time to time such additional activities the Committee deems to be within the scope of its primary functions and/or as assigned by the Board.

Approved – Dec 5, 2013