



OSISKO DEVELOPMENT CORP.

**ENVIRONMENTAL, SUSTAINABILITY AND TECHNICAL COMMITTEE
CHARTER**

This Charter shall govern the activities of the Environmental, Sustainability and Technical Committee (the "**Committee**") of the board of directors (the "**Board of Directors**") of Osisko Development Corp. (the "**Corporation**").

I. OVERALL ROLE AND RESPONSIBILITY

The Committee has the general mandate to assist the Board of Directors in overseeing certain health, safety, corporate social responsibility, environmental and sustainability matters as well as technical matters and to recommend to the Board of Directors the steps to be taken in connection with these areas of activity.

The function of the Committee is oversight. The majority of the members of the Committee are not employees of the Corporation. The Corporation's management is responsible for the day-to-day operations of the Corporation in accordance with applicable permits and applicable laws and regulations.

The Committee shall report regularly to the Board of Directors on its activities, including the results of meetings and reviews undertaken, and any associated recommendations.

II. MEMBERSHIP, MEETINGS AND QUORUM

Membership. The Committee shall consist of a minimum of three (3) and a maximum of five (5) directors appointed by the Board of Directors on recommendation of the Governance and Nomination Committee, with a majority of members being independent of management. Each Committee member shall satisfy experience requirements.

Meetings. The Committee shall meet as often as required, but not less frequently than four times a year. The Committee shall also meet annually at a location where the Corporation conducts business.

Quorum. The quorum at any meeting of the Committee is a majority of members in office.

Guests. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it sees fit, from time to time, to attend meetings of the Committee.

III. STRUCTURE AND OPERATIONS

Proceedings and meetings of the Committee will be governed by the provisions of the by-laws of the Corporation relating to the regulation of the meetings and proceedings of the Board of Directors insofar as they are applicable and not inconsistent with this Charter and

other provisions adopted by the Board of Directors in regard to committee composition and organization.

IV. RESPONSIBILITIES OF THE COMMITTEE

The Committee's primary duties are to:

1. Review and oversight:

- a) Review the Corporation's policies, guidelines, systems, controls and reporting prepared or implemented by Management in connection with:
 - i. occupational health and safety, and training thereon;
 - ii. corporate social responsibility, including relations with communities of interest, including First Nations;
 - iii. environmental matters as they affect relationships; and
 - iv. technical matters, including exploration, development, operations, production, mine plans, mineral reserves and resources, feasibility studies, and associated technical risks.
(the "Committee Matters")
- b) Provide oversight in respect of Management's implementation, administration, and compliance with the above.

2. Review and oversight of material disclosures:

- a) Review and approve all material information related to Committee Matters prepared by Management for public disclosure;

3. Oversight of information collection systems and compliance tracking

- a) Oversight of the adequacy, accuracy, and effectiveness of Management's internal controls, compliance tracking systems, rectification plans, and reporting mechanisms related to Committee Matters;
- b) Review and provide input on, as appropriate, reports from senior management on material technical matters related to the Corporation's operations, which may include, but are not limited to: exploration plans and results, mine construction progress, operations, production, mine plans, mineral reserve and resource estimates, technical reports, feasibility and other economic studies and associated technical risks and management strategies.

4. Report to the Board:

- a) Provide recommendations to the Board, where appropriate, in respect of policies, risk management, and material matters related to Committee Matters;
- b) Report to the Board following each meeting and as required.

5. Other matters:

- a) Address any other matters referred by the Board or submitted by management.

V. INDEPENDENT ADVISORS

The Committee shall have the authority to retain such independent advisors and specialists as it may deem necessary or advisable for its purposes and shall have the authority to approve their fees and other retention terms. The Corporation shall provide appropriate funding, upon recommendation from the Committee, for payment to any advisors retained by the Committee.

VI. ANNUAL EVALUATION

The Committee shall review and reassess annually, or as otherwise determined by the Committee:

- the performance of the Committee and its members, including the compliance with this Charter; and
- the adequacy of this Charter and recommend any changes to the Board of Directors for approval.

This Charter was adopted by the Board of Directors on November 25, 2020 and ratified on December 4, 2020. This Charter was last reviewed and amended on November 6, 2025 to incorporate additional responsibilities.