

## **OSISKO DEVELOPMENT CORP.**

### **ENVIRONMENTAL AND SUSTAINABILITY COMMITTEE CHARTER**

This Charter shall govern the activities of the Environmental and Sustainability 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 and environmental matters and to recommend to the Board of Directors the steps to be taken in connection with these areas of activity.

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**

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. Each committee member shall satisfy experience requirements.

The Committee shall meet as often as required, but not less frequently than twice a year. The quorum at any meeting of the Committee is a majority of members in office. The Committee shall also meet annually at a location where the Corporation conducts business.

The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at 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 reviews the corporate policies and guidelines, systems and controls that are prepared and/or implemented by management in connection with the activities of the Corporation in respect of the work environment (occupational health, safety and training matters), the human environment (corporate social responsibility matters) and the physical

environment (environmental matters); it deals with all matters relating to these three (3) areas of activities, including, without restriction, **evaluating** the Corporation's overall performance in respect of the above-described areas of activities as well as how the work, human and physical environments affect the Corporation, **makes relevant recommendations** to the Board of Directors in respect of any of the foregoing, and **oversees** the implementation and administration thereof; in particular, the Committee assesses, makes recommendations, and oversees implementation as regards to the following:

- (a) the preparation and implementation of policies in connection with occupational health, safety and training, corporate social responsibilities and environmental matters, taking into account the legal and regulatory requirements and what are commonly known as best practices in this regard;
- (b) the criteria, rules of procedure and the practices of the Corporation in connection with occupational health, safety and training, corporate social responsibility and environmental matters with respect to applicable regulatory requirements in order to determine their compliance in said areas;
- (c) the plans and management systems, as well as the behaviour of the Corporation with respect to occupational health, safety and training, corporate social responsibility and environmental matters;
- (d) identify, mitigates and monitors risks to workers, the environment and communities;
- (e) reviewing, monitoring and analyzing the Corporation's risk exposures as they relate to health, safety, corporate social responsibility and environmental matters and the management of those risks;
- (f) the verification and control systems to ensure compliance with the policies of the Corporation with respect to occupational health, safety and training, corporate social responsibility and environmental matters, and applicable laws and regulations as well as with reports concerning committed violations and detected deficiencies and proposed rectification plans and programs, and the accuracy, the economy and the effectiveness of said systems, plans and programs;
- (g) all other related matters and issues which may be determined, from time to time, by the Board of Directors or submitted to the Committee's attention by management.

The Committee shall review and approve all material information with respect to the work environment, the human environment and the physical environment, which are to be publicly disclosed.

The Committee or any member may undertake any action, obtain any information, meet any officer or employee of the Corporation or of its subsidiaries, as it determines to be necessary, appropriate or useful to satisfy itself, or himself accordingly, that the Corporation implements and complies with its policies with respect to occupational health, safety and training, corporate social responsibility and environmental matters.

## **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 on November 8, 2023.*