

**INFINICO METALS CORP.
AUDIT COMMITTEE CHARTER**

(adopted by the Board of Directors and Audit Committee of the Corporation on January 7, 2024)

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of INFINICO METALS CORP.

1.0 Purpose

The Committee oversees the accounting and financial reporting processes of INFINICO METALS CORP. and its subsidiaries and all audits and external reviews of the financial statements of INFINICO METALS CORP. on behalf of the Board, and has general responsibility for oversight of internal controls, accounting and auditing activities of INFINICO METALS CORP. and its subsidiaries.

2.0 Composition and Procedures

- 2.1 The Committee shall be appointed annually by the Board and shall be composed of at least three members, each of whom must be a director of INFINICO METALS CORP.
- 2.2 Each member of the Committee shall hold office as such until the next annual meeting of shareholders after his or her appointment, provided that any member of the Committee may be removed or replaced at any time by the Board and shall at any time cease to be a member of the Committee on ceasing to be a director.
- 2.3 A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company.
- 2.4 Every Committee member must be financially literate, within the meaning of NI 52- 110.

3.0 Meetings

- 3.1 The times of and the places where meetings of the Committee will be held and the calling of and the procedure at those meetings shall be determined from time to time by the Committee, but in any event, the Committee will meet on a regular basis at least once every quarter; provided that notice of every such meeting shall be given to the Auditor (as defined in paragraph 4.1 below) of INFINICO METALS CORP. and that meetings shall be convened whenever requested by the Auditor or any member of the Committee in accordance with the Canada Business Corporations Act.
- 3.2 Two members of the Committee shall constitute a quorum.

4.0 Duties and Responsibilities

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

4.1 *Appointment, Oversight and Compensation of Auditor*

- i. The Committee shall recommend to the Board:
 - a. the auditor (the “Auditor”) to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for INFINICO METALS CORP.; and

- b. the compensation of the Auditor.
- ii. In making such recommendations, the Committee shall evaluate the Auditor's performance and review the Auditor's fees for the preceding year.
- iii. The Auditor shall report directly to the Committee.
- iv. The Committee shall be directly responsible for overseeing the work of the Auditor, including the resolution of disagreements between management and the Auditor regarding financial reporting.
- v. The Committee shall review information, including written statements from the Auditor, concerning any relationships between the Auditor and INFINICO METALS CORP. or any other relationships that may adversely affect the independence of the Auditor and assess the independence of the Auditor.

4.2 Non-Audit Services

All auditing services and non-audit services provided to INFINICO METALS CORP. or INFINICO METALS CORP.'s subsidiaries by the Auditor shall, to the extent and in the manner required by applicable law or regulation, be pre-approved by the Committee. In no circumstances shall the Auditor provide any non-audit services to INFINICO METALS CORP. that are prohibited by applicable law or regulation.

4.3 Review of Financial Statements etc.

- i. The Committee shall review INFINICO METALS CORP.'s:
 - a. interim and annual financial statements and Management's Discussion and Analysis, intended for circulation among shareholders; and
 - b. Annual Information Form only to the extent that it contains financial information or projections, and shall report on them to the Board.
- ii. The Committee shall satisfy itself that the audited financial statements and interim financial statements present fairly the financial position and results of operations in accordance with generally accepted accounting principles and that the Auditors have no reservations about such statements.
- iii. The Committee shall review changes in the accounting policies of INFINICO METALS CORP. and accounting and financial reporting proposals that are provided by the Auditor that may have a significant impact on INFINICO METALS CORP.'s financial reports, and report on them to the Board.

4.4 Review of Public Disclosure of Financial Information

- i. The Committee shall review INFINICO METALS CORP.'s annual and interim press releases relating to financial results before INFINICO METALS CORP. publicly discloses this information.
- ii. The Committee must be satisfied that adequate procedures are in place for the review of INFINICO METALS CORP.'s public disclosure of financial information extracted or derived from INFINICO METALS CORP.'s financial statements, other than the public disclosure referred to in subsection 4.4(i), and must periodically

assess the adequacy of those procedures. Compensation Policies and Practices

4.5 Review of the Annual Audit

- i. The Committee shall review the nature and scope of the annual audit, and the results of the annual audit examination by the Auditor, including any reports of the Auditor prepared in connection with the annual audit.
- ii. The Committee shall satisfy itself that there are no unresolved issues between management and the Auditor that could affect the audited financial statements.
- iii. The Committee shall satisfy itself that, where there are unsettled issues that do not affect the audited financial statements (e.g., disagreements regarding correction of internal control weaknesses, or the application of accounting principles to proposed transactions), there is an agreed course of action leading to the resolution of these matters.
- iv. The Committee shall satisfy itself that there is generally a good working relationship between management and the Auditor.

4.6 Review of Quarterly Review Engagements (as applicable)

- i. The Committee shall review the nature and scope of any review engagements for interim financial statements, and the results of such review engagements by the Auditor, including any reports of the Auditor prepared in connection with such review engagements.
- ii. The Committee shall satisfy itself that there are no unresolved issues between management and the Auditor that could affect any interim financial statements.
- iii. The Committee shall satisfy itself that, where there are unsettled issues that do not affect any interim financial statements (e.g. disagreements regarding correction of internal control weaknesses, or the application of accounting principles to proposed transactions), there is an agreed course of action leading to the resolution of these matters.

4.7 Internal Controls

- i. Management shall have responsibility for the design, implementation, and operation of disclosure controls & procedures and the internal controls over financial reporting (collectively “**Internal Control**”) for INFINICO METALS CORP. and its subsidiaries.
- ii. The Committee shall have responsibility for oversight of management reporting and Internal Control for INFINICO METALS CORP. and its subsidiaries.
- iii. The Committee shall satisfy itself that there are adequate procedures for review of interim statements and other financial information prior to distribution to shareholders.

4.8 Complaints and Concerns

The Committee shall adhere to INFINICO METALS CORP.’s Whistleblower Policy procedures for:

- i. the receipt, retention and treatment of complaints received by INFINICO METALS CORP. regarding accounting, internal accounting controls, or auditing matters; and
- ii. the confidential, anonymous submission by employees of INFINICO METALS CORP. of concerns regarding questionable accounting or auditing matters.

4.9 Hiring Practices

The Committee shall review and approve INFINICO METALS CORP.'s hiring policies regarding partners, employees and former partners and employees of the present and former Auditors of INFINICO METALS CORP.

4.10 Other Matters

- i. The Committee shall review and monitor all related party transactions which may be entered into by INFINICO METALS CORP.
- ii. The Committee shall approve, or disapprove, material contracts where the Board determines it has a conflict.
- iii. The Committee shall satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulations relating to insider trading, continuous disclosure and financial reporting.
- iv. The Committee shall **annually** review the adequacy of this Charter and recommend any changes to the Board.
- v. The Board may refer to the Committee such matters and questions relating to the financial position of INFINICO METALS CORP. and its affiliates as the Board from time to time may see fit.

5.0 Rights and Authority of the Committee and Members Thereof

5.1 The Committee has the authority:

- i. to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- ii. to set and require INFINICO METALS CORP. to pay the compensation for any advisors employed by the Committee; and
- iii. to communicate directly with the Auditor and, if applicable, INFINICO METALS CORP.'s internal auditor.

5.2 The members of the Committee shall have the right, for the purpose of performing their duties, to inspect all the books and records of INFINICO METALS CORP. and its affiliates and to discuss those accounts and records and any matters relating to the financial position of INFINICO METALS CORP. with the officers and Auditor of INFINICO METALS CORP. and its affiliates, and any member of the Committee.

6.0 Miscellaneous



Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of INFINICO METALS CORP. or members of the Committee. The purposes, responsibilities, duties and authorities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.



INFINICO METALS CORP.

CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

(adopted by the Board of Directors and Corporate Governance and Compensation Committee of the Corporation on January 7, 2024)

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Corporate Governance and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of INFINICO METALS CORP.

1.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the establishment of key human resources and compensation policies, including all incentive and equity-based compensation plans;
- the performance evaluation of the Chief Executive Officer and the Chief Financial Officer, and determination of the compensation for the Chair, the Chief Executive Officer, the Chief Financial Officer and other senior executives;
- the establishment of policies and procedures designed to identify and mitigate risks associated with the Company’s compensation policies and practices;
- succession planning;
- compensation of the Board;
- development of corporate governance guidelines and principles;
- identification of individuals qualified to be nominated as members of the Board;
- the structure and composition of Board committees; and
- evaluation of the performance of the Board.

2.0 Composition and Membership

- a. The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of INFINICO METALS CORP. or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time, and a Member will automatically cease to be a Member upon ceasing to be a director.
- b. The Committee will consist of at least three directors. All of the Members, including the Committee Chair, will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which INFINICO METALS CORP. ’s securities are listed, including section 1.2 of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and section 1.4 of National Instrument 52-110 - *Audit Committees*. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a

Member's independent judgment.

- c. All Committee Members will have a familiarity with compensation, human resources and corporate governance practices.
- d. The Board will appoint one of the Members to act as the chair of the Committee (the "**Chair**"). The secretary of INFINICO METALS CORP. (the "**Secretary**") will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- e. The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

3.0 Meetings

- a. Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two times per year. Forty-eight hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone or by web-based conference facilities.
- b. The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
- c. A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- d. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- e. In advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of INFINICO METALS CORP. to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4.0 Duties and Responsibilities

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

4.1 *Performance Objectives*

- annually review the goals and objectives for the Chief Executive Officer, the Chief Financial Officer and the other NEO's and, in the Committee's discretion, recommend

any changes to the Board for consideration.

4.2 Evaluation of Performance

- annually review and evaluate the performance of the Chief Executive Officer and the Chief Financial Officer and the other NEO's in light of pre-established performance objectives and report its conclusions to the Board; and
- annually conduct, review and report to the Board the results of an assessment of the Board's performance and effectiveness.

4.3 Chair and Named Executive Officers ("NEO's") Compensation

- annually review the compensation for the Chair, the NEO's and, in the Committee's discretion, recommend any changes to the Board for consideration.

4.4 Executive Management Compensation

- annually review the Chief Executive Officer's recommendations for the senior executives' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration.

4.5 Compensation Policies and Practices

- ensure compensation policies and practices for the directors, the Chair and the NEO's:
 - (i) properly reflect their respective duties and responsibilities;
 - (ii) are competitive in attracting, retaining and motivating people of the highest quality;
 - (iii) align the interests of the directors, the Chair and the NEO's with that of the long-term shareholders;
 - (iv) are based on established corporate and individual performance objectives; and
 - (v) do not encourage the taking of inappropriate or excessive risks.

4.6 Succession Planning

- annually review the succession plan for the Chief Executive Officer; and
- annually review the succession plan for the Chair.

4.7 Directors' Compensation

- annually review directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration.

4.8 Compensation Disclosure

- review and approve all annual NEO disclosure to be included in the management

information circular before it is publicly released.

4.9 Corporate Governance

- annually review the Corporate Governance Guidelines, Board Mandate, position descriptions for the Chair and Chief Executive Officer, Committee Charters and principal corporate policies including Code of Business Conduct and Ethics, Corporate Disclosure Policy, Corporate Governance Guidelines, Insider Trading Policy, and Whistleblower Policy, and, in the Committee's discretion, recommend any changes to the Board for consideration; and
- annually (i) review and assess the size, composition and operation of the Board to ensure effective decision making; and (ii) review and assess the size and composition of all of the Committees of the Board.

4.10 Nomination of Directors

- review the skills matrix of Board members and recommend any skills gaps that might need to be addressed; and
- identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate, including gender diversity and inclusiveness, and make recommendations to the Board for consideration.

4.11 Share Ownership by Directors and NEO's

- annually review policies on mandatory share ownership by directors and NEO's, and make recommendations to the Board for consideration.

4.12 Investigations

- direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties.

4.13 Other Duties

- perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

5.0 Reporting

The Chair will report to the Board on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 Board Review and Assessment

The Committee will conduct a bi-annual Board review to obtain the views of individual Board members and will report the findings to the Chair and to the Board for discussion.

7.0 Access to Information and Authority



The Committee will be granted unrestricted access to all information regarding INFINICO METALS CORP. that is necessary or desirable to fulfill its duties, and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at INFINICO METALS CORP. 's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities (including executive search firms to assist in identifying director candidates), including sole authority to retain and to approve any such firm's fees and other retention terms, without prior approval of the Board.

9.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

INFINICO METALS CORP.
CORPORATE DISCLOSURE POLICY

(adopted by the Board of Directors and Corporate Governance and Compensation Committee of the Corporation on January 7, 2024)

1.0 Introduction

The Board of Directors of INFINICO METALS CORP. has determined that, on the recommendation of the Corporate Governance and Compensation Committee, INFINICO METALS CORP. should formalize its policy on corporate disclosure in accordance with the provisions of National Instrument 51-102 – Continuous Disclosure Obligations and National Policy 51-102 - Disclosure Standards.

2.0 Objective of the Policy

The objectives of this Corporate Disclosure Policy (the “**Policy**”) are to:

- (a) reinforce INFINICO METALS CORP. commitment to compliance with the continuous disclosure obligations imposed by Canadian securities law and regulations and the rules of the TSX Venture Exchange (“**TSXV**”) with an aim to ensuring that all communications to the investing public about the business and affairs of INFINICO METALS CORP. are: informative, timely, factual and accurate, and consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements;
- (b) confirm in writing INFINICO METALS CORP. existing disclosure policies, guidelines and procedures;
- (c) ensure that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of material information;
- (d) promote effective communication with shareholders and encourage their participation at general meetings; and
- (e) establish a disclosure committee to help achieve the above objectives.

3.0 Application of the Policy

This Policy applies to all directors, officers, employees, consultants and contractors of INFINICO METALS CORP. who have access to confidential corporate information as well as those persons authorized to speak on behalf of INFINICO METALS CORP.. This Policy also covers all disclosure made in documents filed with stock exchanges, securities regulators, all financial and non-financial disclosure, including management’s discussion and analysis and written statements made in INFINICO METALS CORP. annual and quarterly reports, press releases, letters to shareholders, presentations by senior management and information contained on INFINICO METALS CORP. website and other electronic communications. It extends to all oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as presentations, speeches, press conferences, conference calls and webcasts.

4.0 Communication of the Policy

Copies of this Policy are made available to directors, officers, employees and consultants, either directly or by posting of the Policy on the INFINICO METALS CORP. website at www.infinicometals.com. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy.

5.0 Administrative Responsibility

5.1 General

INFINICO METALS CORP. Disclosure Committee (as defined herein), which will include both the Chair and Chief Executive Officer and Chief Financial Officer, will be responsible for overseeing INFINICO METALS CORP. disclosure practices, setting benchmarks for the assessment of materiality, determining when developments justify public disclosure and ensuring adherence to this Policy.

The Chief Executive Officer will be the individual primarily responsible for ensuring that INFINICO METALS CORP. complies with all legal and regulatory disclosure requirements, including:

- (a) overseeing INFINICO METALS CORP. corporate disclosure practices and monitoring compliance with this Policy;
- (b) initiating, with input and advice from the other members of senior management, disclosure of material information in accordance with the processes and procedures set out in this Policy; and
- (c) dealing with any issues which may be raised from time to time by the regulatory authorities.

INFINICO METALS CORP. Chair and Chief Executive Officer, and those individuals designated from time to time by the Chief Executive Officer (the “**Authorized Spokespersons**”), are the individuals responsible for communication with investment analysts, shareholders, potential investors and the media, for initiating and overseeing presentations, conference calls and other communications with analysts and other members of the financial community and for overseeing the electronic communications aspect of this Policy. In carrying out their responsibilities, the Authorized Spokespersons will seek to ensure that no undisclosed material information is made available to any select group. If, for any reason, undisclosed material information is disclosed to analysts, investors, the media or others, the Chair and Chief Executive Officer should be immediately notified.

5.2 Disclosure Committee

INFINICO METALS CORP. will establish a disclosure committee (the “**Disclosure Committee**”) which will be responsible for determining whether information is material information, the timely disclosure of material information in accordance with applicable securities laws and stock exchange rules and regulations, monitoring compliance with this Policy and overseeing INFINICO METALS CORP. disclosure controls and procedures.

Members of the Disclosure Committee will be:

- (a) Chief Executive Officer
- (b) Chief Financial Officer
- (c) Vice President Projects & Evaluations
- (d) Vice President Exploration
- (e) Corporate Secretary

Each member of the Disclosure Committee may appoint a designate. Normally, decisions of the Disclosure Committee will be made by a majority of its members or their designates. Where, however, at least two members of the Disclosure Committee and their designates are not reasonably available for consultation on a particular issue in the time required to make determination on such issue, the remaining

members of the Disclosure Committee, or their designates, are authorized to make any determination required to be made by the Disclosure Committee in this Policy.

The Chief Executive Officer will organize all meetings of the Disclosure Committee, prepare agendas, assemble and circulate relevant draft and supporting documentation and keep minutes of meetings and decisions of the Disclosure Committee and will provide a copy of such records to the Audit Committee.

5.3 Disclosure Committee to be Fully Informed of Corporate Developments

All employees of INFINICO METALS CORP., directly or through their immediate supervisor, must keep all members of the Disclosure Committee sufficiently apprised of potentially material developments so they can discuss and evaluate any events that might give rise to a disclosure obligation.

5.4 Sub Certification for CEO/CFO Regulatory Certification

Members of the Disclosure Committee will be required to provide sub-certification to the Chief Executive Officer and Chief Financial Officer on relevant and appropriate matters in connection with the annual and quarterly CEO/CFO certification required to accompany the publication of annual and quarterly financial statements and results.

6.0 General Guidelines

6.1 Principals of Disclosure of Material Information

In complying with the continuous disclosure obligations imposed by Canadian securities law and the regulations and the rules of the TSXV, INFINICO METALS CORP. shall be governed by the following principles in disseminating material information:

- (a) material information shall be publicly disclosed immediately by way of press release, the dissemination of which shall contemporaneously include all applicable regulators;
- (b) material changes in the business and affairs of INFINICO METALS CORP. shall be described in a material change report, which shall be filed with the applicable Canadian securities regulators as soon as practical and in any event no later than ten (10) days after the material change occurs. In the event of a material change which the Chief Executive Officer has determined should remain confidential, upon approval by the Board of Directors (the "Board"), a confidential material change report shall be filed with the applicable Canadian securities regulators, and the Chief Executive Officer and the Board shall review their decision to keep the information confidential not less than every ten (10) days;
- (c) there is no distinction between favorable and unfavorable material information for disclosure purposes and both types of material must be disclosed promptly and fully in accordance with this Policy;
- (d) disclosure must be complete and include any information which by omission would make the rest of the disclosure misleading;
- (e) there should be no selective disclosure whether to an analyst, significant investor or other person which is not made to the general public;
- (f) disclosure should, to the fullest extent possible, be written in accordance with the plain language principles set forth in Companion Policy 51-102CP – Continuous Disclosure Obligations; and

- (g) everyone to whom this Policy applies who becomes aware of information that appears to be material shall immediately disclose that information to at least one of the members of the Disclosure Committee enumerated in Section 5.2.

6.2 Material Information

When determining whether or not information is material, the following factors should be taken into account:

- (a) the nature of the information, the volatility and liquidity of INFINICO METALS CORP. securities and how prevailing market conditions will impact on materiality;
- (b) the determination of whether or not information is material often involves the exercise of sound business judgments based upon experience; and
- (c) if there is any doubt about whether or not information is material, INFINICO METALS CORP. must err on the side of caution and the information must be disclosed to the public.

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that such information would be considered important to an investor in making an investment decision regarding the purchase or sale of INFINICO METALS CORP. securities. For a general discussion of material information and a non-exhaustive list of examples of information that may be material, depending on the circumstances, see Schedule B “Examples of Information That May Be Material” to INFINICO METALS CORP. Insider Trading Policy.

6.3 Issuing Press Releases

The Disclosure Committee will make the determination as to whether any particular material information should be disclosed and the timing of such disclosure. Thereafter:

- (a) the management team shall prepare a draft of the press release which shall be circulated to the members of the Disclosure Committee, and such other employees as may be appropriate given the contents of the proposed press release, for their review and approval;
- (b) once completed, the press release shall be submitted to the Disclosure Committee and, in cases where the press release contains financial information, the Audit Committee and the Board of Directors, for final review, approval and authorization for dissemination;
- (c) as time is of the essence in the dissemination of material information, approvals of press releases by the Disclosure or Audit Committees, or Board of Directors, as the case may be, will be obtained by a majority of members via email;
- (d) once approved,
 - (i) if the news release is to be released between 7am EST and 5pm EST, such press release shall, in accordance with the policies of the TSXV, be submitted to the Canadian Investment Regulatory Organization (“**CIRO**”) in advance of its release;
 - (ii) where a press release is to be released after 5pm EST, or before 7am EST, a copy should be sent to CIRO at the same time that INFINICO METALS CORP. disseminates it, and a voicemail should be left with CIRO to advise them of the news release;

- (e) after the press release has been disseminated, INFINICO METALS CORP. shall forthwith file it on SEDAR and post its contents in full on the INFINICO METALS CORP. website;
- (f) where the press release contains financial information, concurrently file the financial statements and all supporting documents on SEDAR, as applicable;
- (g) if a conference call is planned, provide advance notice by way of press release of the date and time of any conference call to discuss the material information, the subject matter of the call and the means for accessing it;
- (h) hold the conference call in an open manner, permitting investors and others to listen either by telephone or through internet webcasting; and
- (i) provide dial-in and/or webcast replay or make transcripts of the call available for a reasonable period of time after the conference call.

6.4 Designated Spokespeople

Employees other than the Authorized Spokespersons must not respond under any circumstances to inquiries from the investment community, the media, regulatory authorities or others unless specifically authorized by one of the Authorized Spokespersons. All such communications must be referred to an Authorized Spokesperson. Authorized Spokespersons for any subsidiary of INFINICO METALS CORP. shall be designated by the Chief Executive Officer.

Any spokesperson of INFINICO METALS CORP., whether authorized or not, who makes a public oral statement that contains a misrepresentation, could be sued. In addition, INFINICO METALS CORP. and each of the directors and officers of INFINICO METALS CORP. may also be sued as a result of a spokesperson making a public statement containing a misrepresentation.

6.5 Confidentiality of Information

All directors, officers and employees of, and consultants to, INFINICO METALS CORP. are legally bound not to disclose material undisclosed information, and shall not disclose confidential information, to anyone outside of INFINICO METALS CORP. In addition to the legal requirements, directors, officers and employees of, and consultants to, INFINICO METALS CORP. are expected to observe the following:

- (a) do not discuss INFINICO METALS CORP. business and affairs in places where the discussion may be overheard or through social media or other similar forms of electronic or internet communications;
- (b) confidential documents should not be read or displayed in public places or discarded where they can be retrieved;
- (c) documents and files containing confidential information should be kept in a safe place with restricted access;
- (d) access to mobile devices containing INFINICO METALS CORP. information (such as smartphones, tablets and laptops) should be restricted by passcodes or other appropriate security features;
- (e) appropriate precautions should be taken when sharing, replacing and/or discarding electronic devices including external hard drives and USB keys;

- (f) transmission of documents or information by fax, email, instant message or other electronic means should be made only where it is reasonable to assume that transmission can be made and received under secure conditions, and;

- (g) documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded and extra copies of confidential documents should be destroyed.

Every effort shall be made to limit access to such confidential information to only those who need to know the information, and such persons shall be advised that the information is to be kept confidential.

Outside parties who receive or are privy to undisclosed confidential information in the course of conducting business with INFINICO METALS CORP. must confirm their commitment to non-disclosure in a written confidentiality agreement.

6.6 Selective Disclosure

All directors, officers and employees of, and consultants to, INFINICO METALS CORP. are legally bound not to disclose confidential information, including material non-public information, to anyone outside of INFINICO METALS CORP.. Disclosure of such information that has not been publicly disclosed to any person or select group, including investment analysts, institutional investors, other market professionals and the media, is considered selective disclosure. Selective disclosure is illegal and is prohibited.

6.7 Unintentional Selective Disclosure

Disclosure of material non-public information by a person who either did not know or was reckless in not knowing, prior to making the disclosure, is unintentional selective disclosure. If unintentional selective disclosure has been made, then the Disclosure Committee must be immediately notified. The Disclosure Committee shall immediately take all appropriate steps including:

- (a) notify the TSXV immediately of the unintentional selective disclosure and determine with the TSXV whether a trading halt should be instituted pending issuance of a press release;
- (b) publicly disclose the material information by way of press release; and
- (c) notify the person to whom the unintentional selective disclosure was made that such information has not been publicly disclosed and must remain confidential and that they may not trade in securities of INFINICO METALS CORP. with knowledge of such information until it is generally disclosed to the extent applicable.

7.0 Dealing with Regulators

If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumour, the Disclosure Committee shall consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice, if any, of the securities regulatory authority or other external advisors, as it deems appropriate.

The Chief Executive Officer will be responsible for receiving inquiries from CIRO, with respect to unusual trading activity, market rumours or other similar inquiries.

The Chief Executive Officer is responsible for contacting CIRO in advance of a news release of material information, to seek approval of the news release, to watch for unusual trading, and to determine if a halt in trading is required.

8.0 Dealing with the Investment Community

8.1 General

In communicating with investment analysts, security holders, potential investors and the media, the following practices must be avoided:

- (a) announcing material undisclosed information that has not previously been announced by way of a press release;
- (b) selective disclosure;
- (c) attendance of less than two individuals designated by INFINICO METALS CORP. to communicate on its behalf during any such communication;
- (d) distribution of investment analyst reports (only lists of all analysts providing coverage will be supplied) to the public or employees; and
- (e) commenting on current period earnings estimates and financial assumptions other than as may be generally disclosed.

8.2 Analyst Meetings

INFINICO METALS CORP. executives may meet with analysts and portfolio managers on an individual or small group basis as required, and initiate or respond to analysts and investor calls in a timely manner. Normally, the Chief Executive Officer, or his/her designate, will attend such meetings. When the Chief Executive Officer, or his/her designate, is unable to attend such meetings, prior to such meetings, he/she may brief those participating in INFINICO METALS CORP. public disclosure to help ensure consistency in messages and disclosure. Where practical, statements and responses to anticipated questions should be scripted or discussed in advance. The purposes of the Chief Executive Officer's attendance at such meetings and/or the pre-briefing is to keep detailed records and/or transcripts of all meetings, and to ensure that selective disclosure of undisclosed material information does not occur and to allow follow-up cross-briefing to other Authorized Spokespersons to ensure that communication is consistent amongst all Authorized Spokespersons.

In general, conversations with analysts should be limited to explanations or clarifications of publicly disclosed material information or other non-material information or non-confidential information. When information is formalized into a written schedule for wide distribution, it will be included in the official disclosure record containing copies of all such information, and maintained for at least five years. While INFINICO METALS CORP. must provide the same oral or written schedule information to any person who requests it, it is not required to formally capture the various non-material discussions held.

If for any reason material non-public information is selectively disclosed to analysts, investors or media in any forum, the members of the Disclosure Committee should be immediately notified, and the Disclosure Committee shall determine the appropriate courses of action in accordance with this Policy.

8.3 Analyst Reports and Models

No one may comment on draft analyst reports, financial models and their underlying assumptions. INFINICO METALS CORP. may correct the accuracy of factual information and discuss economic and industry trends, which are generally known, that may affect it.

Final reports of the analyst are proprietary to the analyst's firm and INFINICO METALS CORP. should not be seen as endorsing such reports by redistributing or making them generally available to the public or to employees.

Notwithstanding this, subject to applicable laws, INFINICO METALS CORP. can distribute analyst reports to its board of directors, senior managers, credit agencies and financial and professional advisors to assist them in monitoring communications about INFINICO METALS CORP. and how corporate developments are affecting their analysis.

INFINICO METALS CORP. shall seek to post on its website a complete listing of the analysts who have reports available for their retail clients (regardless of their recommendation), their firm and phone number. INFINICO METALS CORP. will not provide a link to their website or publications and will not post copies of analyst reports on the INFINICO METALS CORP. website.

8.4 Analyst Estimates

Responses by the Chief Executive Officer with respect to inquiries by analysts regarding INFINICO METALS CORP. estimates shall be limited to: company forecasts and guidance already publicly disclosed and the range and average of estimates made by other analysts.

Should management determine that future results will likely be significantly or materially out of the range of any previously issued guidance by INFINICO METALS CORP., the Disclosure Committee should immediately consider the appropriateness of issuing a news release and conducting a conference call to explain the change.

8.5 Industry Conferences

INFINICO METALS CORP. may participate in various industry conferences in Canada and elsewhere. In general, conversations with interested parties should be limited to explanations or clarifications of publicly disclosed material information or other non-material information or non-confidential information. Brochures or other handouts must be approved by the Chief Executive Officer and, if required, by the Disclosure Committee, prior to dissemination to the public. The Chief Executive Officer should be present to monitor that material information is not disclosed.

8.6 No Trade Periods and Blackout Periods

The period beginning fifteen Trading Days prior to and ending two (2) Trading Days (as defined herein) following the date of public disclosure of the financial results for that quarter or fiscal year (a "**No Trade Period**") is particularly sensitive, as officers, directors, certain employees, consultants or others may often possess undisclosed material information about the expected financial results for the quarter and year end. "Trading Day" means a day on which the TSXV is open for trading.

From time to time, INFINICO METALS CORP. may also institute additional trading restricted periods for directors, officers, selected employees, consultants and others because of the existence of undisclosed material information (a "**Blackout Period**").

During No Trade Periods and Blackout Periods, as set out in the Insider Trading Policy, all Authorized Spokespersons are prohibited from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information. During No Trade Periods and Blackout Periods, all Authorized Spokespersons must also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information. INFINICO METALS CORP. does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organized by other parties, as long as material information which has not been publicly disclosed, is not selectively disclose

9.0 Dealing with the Media

In communicating with the media, the following procedures shall be followed:

- (a) INFINICO METALS CORP. shall not provide any material undisclosed information or related documents to a reporter on an exclusive basis;
- (b) Authorized Spokespersons should promptly respond to all media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure; and
- (c) Media news conferences on financial matters are normally conducted in separate forums from investors but access to information disclosed should be similar in all material respects. The Chief Executive Officer should attend media conferences to monitor that material information has not been generally disclosed.

10.0 Dealing With Leaks, Rumours and Speculation

In dealing with leaks, rumours and speculation, the following procedures shall be followed:

- (a) INFINICO METALS CORP. policy is to not comment, affirmatively or negatively, on rumours, subject to any requirement to do so by the TSXV. This also applies to rumours on the internet. INFINICO METALS CORP. designated Authorized Spokespersons shall respond consistently to those rumours by stating “It is our policy not to comment on market rumours or speculation”, subject to any requirement to do so by the TSXV;
- (b) If the TSXV requests that INFINICO METALS CORP. make a definitive statement in response to a market rumour, the Chief Executive Officer shall consider the matter and present a recommendation as to the nature and content of a response to the Disclosure Committee and the Disclosure Committee shall decide whether to make a policy exception, having regard to any requirement to do so by the TSXV; and
- (c) If the rumour is true in whole or in part with respect to undisclosed material information an obligation to disclose such information may be created. In such circumstances, INFINICO METALS CORP. shall immediately contact the TSXV to discuss whether trading in INFINICO METALS CORP. securities should be halted pending the issuance of a press release disclosing the relevant material information.

11.0 Maintenance of Disclosure Record

The Vice President of Investor Relations shall maintain:

- (a) a five-year record of all disclosure documents prepared and filed with securities regulators;
- (b) copies of all minutes of the meetings and decisions of the Disclosure Committee; and
- (c) copies of transcripts of presentations, conference calls and webcasts, notes from meetings with the media and analysts and analyst reports on INFINICO METALS CORP..

12.0 Electronic Communications

12.1 General

This Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures are also responsible for electronic communications.

12.2 Websites

- (a) the Vice President Investor Relations shall monitor INFINICO METALS CORP. website, seeking to ensure that all information on the INFINICO METALS CORP. website is accurate, complete, up-to-date and in compliance with all relevant securities laws and this Policy;
- (b) disclosure on the INFINICO METALS CORP. website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosure of material information on the INFINICO METALS CORP. website shall be preceded by the issuance of a press release;
- (c) if INFINICO METALS CORP. is considering a distribution of its securities, the content of the INFINICO METALS CORP. website must be reviewed before and during the offering to ensure compliance with applicable securities laws;
- (d) all investor relations material shall be contained within a separate section of the INFINICO METALS CORP. website and shall include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent disclosures. All material posted to the INFINICO METALS CORP. website shall indicate the date such material was issued. Any material changes to the material posted on the INFINICO METALS CORP. website shall be updated immediately;
- (e) the following information shall be included in the Investors Relations section of the INFINICO METALS CORP. website:
 - (i) all public information that has been disclosed, including complete copies of all documents that have been filed with the Canadian securities regulatory authorities on SEDAR; and
 - (ii) all information that is given to analysts, institutional investors and other market professionals, such as fact sheets, fact books, slides of investor presentations and material distributed at analyst and industry conferences;
- (f) links from the INFINICO METALS CORP. website to a third party website shall include a notice that advises the reader that they are leaving the INFINICO METALS CORP. website and that INFINICO METALS CORP. is not responsible for the contents of the other site;
- (g) no media articles pertaining to the business and affairs of INFINICO METALS CORP. shall be posted on the INFINICO METALS CORP. website; and
- (h) the Vice President Investor Relations will be responsible for:
 - (i) posting on the INFINICO METALS CORP. website forthwith after public dissemination has taken place, all public information that has been disclosed;
 - (ii) carrying out regular reviews of the INFINICO METALS CORP. website to ensure that the information on the INFINICO METALS CORP. website is accurate, complete, up to date and in compliance with this Policy, and to regularly update and correct any outdated or inaccurate information;

- (iii) ensure that all outdated or inaccurate information is removed on a timely basis and electronically archived with a link being provided to such archived information;
- (iv) ensuring that the following retention periods are applied to the following categories of information on the INFINICO METALS CORP. website:
 - (A) five years for annual financial statements, as applicable;
 - (B) three years for quarterly financial statements, as applicable;
 - (C) three years for press releases and other market announcements, as applicable;
 - (D) two years for annual information forms, as applicable;
 - (E) one year for National Instrument 43-101 technical reports, as applicable;
 - (F) six months for investor presentations, as applicable; and
 - (G) one month for webcasts and investor relations conferences, as applicable;
- (v) maintaining a log containing details, including the date and content, of all material information that is posted and/or removed from the website;
- (vi) approving all links from the INFINICO METALS CORP. website to third party websites and ensuring all such links include a notice that advised the reader that he or she is leaving the INFINICO METALS CORP. website and that INFINICO METALS CORP. is not responsible for the contents of the other site; and
- (vii) responding to all electronic enquiries and in so doing ensuring that only information that could otherwise be disclosed in accordance with this Policy shall be used in such responses.

12.3 Internet Chat Rooms and Electronic Bulletin Boards

In order to help ensure that no material non-public information is inadvertently disclosed, no director, officer, or employee of INFINICO METALS CORP., or any consultant or contractor to INFINICO METALS CORP. shall participate in any personal use of social media, internet chat room, newsgroup discussion or other similar forms of electronic or internet communications on matters relating to the business, affairs or securities of INFINICO METALS CORP., unless approved by the Chief Executive Officer or the Disclosure Committee. This prohibition extends to refraining from discussing INFINICO METALS CORP. business on Facebook and Twitter or via websites, online blogs, message boards or other online forums. This includes the use of social media through any alias or other anonymous means. Seemingly immaterial information, including comments or reactions to information that is disseminated by INFINICO METALS CORP. through its official channels can constitute selective or imbalanced disclosure and should therefore be avoided.

12.4 Email

All INFINICO METALS CORP. email addresses are INFINICO METALS CORP. corporate property, and all correspondence sent or received via such email addresses, is considered corporate correspondence on behalf of INFINICO METALS CORP. and is subject to the provisions of this Policy.

13.0 Forward-Looking Information

If INFINICO METALS CORP. decides to or is required to disclose forward-looking information, in any disclosure document, presentation or other public communication, it shall comply with all applicable legal requirements, including the following:

- (a) forward-looking information shall only be released in circumstances determined by the Chief Executive Officer;
- (b) to the extent any forward-looking information is provided in required disclosure documents under applicable securities laws, it shall be clearly marked as forward-looking and all material assumptions used in the preparation of the forward-looking information shall be described in reasonable detail;
- (c) all forward-looking information shall be disclosed, updated and withdrawn in compliance with all applicable securities laws and regulations;
- (d) written and oral statements shall be accompanied by appropriate contingency and cautionary language or notices, which shall identify or refer to the risks and uncertainties that may cause the actual results to differ materially from those projected in the statements;
- (e) all forward-looking information shall be accompanied by a statement that disclaims INFINICO METALS CORP. intention or obligation to update or revise the forward-looking information, whether the result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements to be materially different, INFINICO METALS CORP. may in its discretion choose to update or revise the forward-looking information, subject to any requirements to do so under applicable securities laws;
- (f) at the beginning of any conference call or presentation, an Authorized Spokesperson shall make a statement that forward-looking information may be discussed. This shall include appropriate cautionary language or references to cautionary statements contained in publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties; and
- (g) if INFINICO METALS CORP. has issued a forecast or projection in connection with an offering document pursuant to applicable securities laws, INFINICO METALS CORP. shall update that forecast or projection as required by applicable securities laws.

14.0 Consequences of Non-Compliance with Policy

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of this Policy may also violate certain Canadian securities laws including the policies of the TSXV and if it appears that a director, officer or employee may have violated such laws or regulations, then INFINICO METALS CORP. may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or even possibly imprisonment.

15.0 Annual Certification

All directors and officers of INFINICO METALS CORP., together with any employees, consultants and contractors specified by the Board of Directors of INFINICO METALS CORP., shall provide annual certification of compliance with this Policy in the form attached to INFINICO METALS CORP. Code of Business Conduct and Ethics.

The Chief Executive Officer of INFINICO METALS CORP. shall be responsible for ensuring that annual certifications are obtained on or before the end of the first fiscal quarter of each year for all directors, officers, specified employees, specified consultants and specified contractors and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarizing the results thereof.

16.0 Review of Policy

The Board of Directors of INFINICO METALS CORP. shall annually review and evaluate this Policy to determine whether the Policy is effective in ensuring accurate, complete and timely disclosure in accordance with INFINICO METALS CORP. disclosure obligations.

17.0 Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Chief Executive Officer INFINICO METALS CORP.

**INFINICO METALS CORP.
INSIDER TRADING POLICY**

(adopted by the Board of Directors and Corporate Governance and Compensation Committee of the Corporation on January 7, 2024)

1.0 Introduction

This policy formalizes the insider trading policy for INFINICO METALS CORP. and all subsidiaries and affiliates (collectively, "INFINICO METALS CORP."). It is the policy to ensure that securities trading by directors, senior executives and employees and other Insiders are in accordance with securities laws and regulations. Unless otherwise stated, all defined terms used in this Policy have the meaning set out in Schedule "A".

2.0 Objective of the Policy

Trading in securities, or recommending or encouraging others to trade, while in possession of material non-public information, and informing others of such material non-public information, is a violation of securities and criminal laws. The purpose of this Insider Trading Policy (the "**Policy**") is to provide guidelines and restrictions applicable to: (i) trading in Securities of INFINICO METALS CORP.; and (ii) communication of Material Non-Public Information (as defined in section 6.1).

The guidelines set out in this Policy supplement those set out in INFINICO METALS CORP.'s "Corporate Disclosure Policy".

3.0 Application of the Policy

This Policy applies to all Insiders of INFINICO METALS CORP., all employees, officers, directors, consultants, contractors and agents of INFINICO METALS CORP. who receives Material Non-Public Information from any such Insider in respect of trading in Securities of INFINICO METALS CORP. (including shares, convertible securities, options, restricted share units and other securities as defined in Schedule "A" to this Policy).

4.0 Communication of the Policy

Copies of this Policy are made available to directors, officers, employees and consultants, either directly or by posting of the Policy on the INFINICO METALS CORP. website at www.infinicometals.com. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy.

5.0 Administrative Responsibility

5.1 Compliance Officer

The Chief Executive Officer will act as the compliance officer (the "**Compliance Officer**") for this Policy and shall be responsible for its day-to-day administration, as well as monitoring and enforcing compliance with this Policy. The Compliance Officer may designate one or more individuals to assist in the administration of this Policy.

6.0 Specific Policies

6.1 Material Non-Public Information

Material Non-Public information of INFINICO METALS CORP. is Material Information (as defined in Schedule "B"), which has not been "**Generally Disclosed.**" In order to be "Generally Disclosed," information must:

- (a) consist of readily observable matter;
- (b) be disseminated to the public by way of a news release together with the passage of a reasonable amount of time for the public to analyze the information; and
- (c) have been made known in a manner that would, or would be reasonably likely to, bring it to the attention of persons who commonly invest in Securities of a kind whose price might be affected by the information and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed.

Unless otherwise advised that the period is longer or shorter, for the purposes of paragraphs 6.1(b) and 6.1(c), a reasonable amount or reasonable period of time will have passed at the close of business on the second day on which the Canadian Securities Exchange is open for trading ("**Trading Day**"), after the Material Non-Public Information has been Generally Disclosed.

Any person, who has knowledge of Material Non-Public Information with respect to INFINICO METALS CORP., must treat such Material Information as confidential until the Material Information has been Generally Disclosed. Refer to INFINICO METALS CORP.'s "Corporate Disclosure Policy" for further information on the treatment of confidential information.

Material Non-Public Information shall not be disclosed to anyone in any circumstances if the person considering making the disclosure knows, or ought reasonably to know, that the person to whom the Material Non-Public Information is being disclosed would or would be likely to:

- apply for, acquire, or dispose of, Securities, or enter into an agreement to apply for, acquire, or dispose of, Securities; or
- procure another person to apply for, acquire, or dispose of, Securities, or enter into an agreement to apply for, acquire, or dispose of, Securities.

Where the above is not applicable, Material Non-Public Information shall not be disclosed to anyone except in the "necessary course of business" (as defined in section 6.3). If Material Non-Public Information has been lawfully disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. When in doubt, all persons to whom this Policy applies must consult with the Compliance Officer to determine whether:

- disclosure in a particular circumstance is in the necessary course of business; and
- the person proposing to make the disclosure knows, or ought reasonably to know, that the person to whom the Material Non-Public Information is being disclosed would or would be likely to apply for, acquire, or dispose of, Securities, or enter into an agreement to apply for, acquire, or dispose of, Securities or procure another person to apply for, acquire, or dispose of, Securities, or enter into an agreement to apply for, acquire, or dispose of, Securities.

For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media is a form of “Tipping” (as defined in section 6.3) and will not be considered to be in the necessary course of business.

6.2 Trading of INFINICO METALS CORP. Securities

Insider Trading, for the purpose of this policy, refers to the purchase or sale of Securities by persons covered by this Policy with knowledge of Material Non-Public Information, whether or not they are in a “Special Relationship” with INFINICO METALS CORP. (“**Relevant Insider**”). Insider Trading is illegal and strictly prohibited by this Policy. For greater certainty, examples of prohibited transactions by such a person would include, but are not limited to the following:

- (a) buying or selling Securities of INFINICO METALS CORP.;
- (b) buying or selling Securities whose price or value may reasonably be expected to be affected by changes in price of Securities of INFINICO METALS CORP.;
- (c) selling Securities acquired through the exercise of share options; and
- (d) buying or selling Securities of another company in which INFINICO METALS CORP. proposes to invest or where the individual, in the course of employment with INFINICO METALS CORP., becomes aware of Material Non-Public Information concerning that other company.

6.3 Tipping

INFINICO METALS CORP., as a reporting issuer, and/or a person or a company who is covered by this Policy may not inform, other than in the necessary course of business and then only in certain circumstances having taken applicable precautions, another person or company of Material Non-Public Information. This activity, known as tipping (“**Tipping**”), is prohibited because it places Material Non-Public Information in the hands of a few persons and not in the hands of the broader investing public. Persons in a Special Relationship with INFINICO METALS CORP. who have Material Non-Public Information may also not, other than in the necessary course of business, recommend to or encourage others to purchase or sell Securities of INFINICO METALS CORP. (such “recommending” is all included in all references to “Tipping” in this Policy).

Material Non-Public Information may not be disclosed to anyone except in the “necessary course of business”. If Material Non-Public Information is to be lawfully disclosed in the necessary course of business, the person to whom it is disclosed should be informed that it is to be kept confidential, that by receiving the information they will be subject to trading restrictions and, in appropriate circumstances, be asked to execute a confidentiality agreement

The question of whether a particular disclosure is being made in the necessary course of business is a mixed question of law and fact that must be determined on a case-by-case basis. However, the necessary course of business exception would generally cover communications with:

- (a) vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts;
- (b) employees, officers, and board members;
- (c) lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to INFINICO METALS CORP.;

- (d) parties to negotiations;
- (e) labour unions and industry associations;
- (f) government agencies and non-governmental regulators; and
- (g) credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available).

However, and as noted above, the foregoing exceptions to Tipping will not apply where the person proposing to make the disclosure knows, or ought to reasonably know, that the Excepted Disclosure to the relevant party would or would be likely to result in such party engaging in a prohibited activity, such as:

- applying for, acquiring, or disposing of, Securities, or entering into an agreement to apply for, acquire, or dispose of, Securities; or
- procuring another person to apply for, acquire, or dispose of, Securities, or enter into an agreement to apply for, acquire, or dispose of, Securities,

in breach of the relevant Insider Trading prohibitions.

6.4 Insider Trading Reports

Canadian Securities Laws Requirements

Under Canadian securities legislation, subject to certain exceptions, Insiders that are deemed to be "Reporting Insiders" of INFINICO METALS CORP. are required to file an initial insider trading report within ten (10) days after becoming a Reporting Insider electronically through the System for Electronic Disclosure by Insiders ("SEDI") at www.sedi.ca.

Reporting Insiders are further required, subject to certain exceptions, to file an insider trading report on SEDI within five (5) days of a change in: (i) the beneficial ownership of, control or direction over, whether direct or indirect, Securities of INFINICO METALS CORP.; or (ii) a change in an interest in, or right or obligation associated with, a Related Financial Instrument involving a Security of INFINICO METALS CORP..

Reporting Insiders must also file an insider trading report within five (5) days if the Reporting Insider enters into, materially amends, or terminates an agreement, arrangement or understanding that (i) has the effect of altering, directly or indirectly, the Reporting Insider's economic exposure to INFINICO METALS CORP.; or (ii) involves, directly or indirectly, a Security of INFINICO METALS CORP. or a Related Financial Instrument involving a Security of INFINICO METALS CORP..

It is the responsibility of each such person to set up and maintain their SEDI profile and to make the necessary filings. However, INFINICO METALS CORP. may assist Insiders in making such filings, provided such persons provide the necessary information to the Compliance Officer in a timely manner.

A person that is uncertain as to whether he or she is a Reporting Insider or whether he or she may be eligible to be exempted from these requirements should contact the Compliance Officer.

7.0 Guidelines

7.1 *No Trade and Blackout Periods for Officers, Directors and Employees*

From time to time, INFINICO METALS CORP. may institute additional trading restricted periods for directors, officers, selected employees and consultants and others because of the existence of Material Non-Public Information (a "**Blackout Period**"). In the event a Blackout Period is initiated, the Compliance Officer shall determine whether necessary to disseminate a notice to suspend trading in INFINICO METALS CORP.'s Securities, in the form attached hereto as Schedule "C", or other approval form, instructing those people not to engage in any trading of INFINICO METALS CORP.'s Securities until further notice, without disclosing the facts giving rise to or the imposition of such suspension of trading. The determination will be based on how widely the information is disseminated. If the information is not widely known, the notice will not be issued.

Even outside of Blackout Periods, any person possessing Material Non-Public Information on INFINICO METALS CORP. should not engage in any transactions related to INFINICO METALS CORP.'s Securities until two Trading Days after such information has been publicly disclosed. All directors, officers, employees and other persons are expected to use their judgment in interpreting this Policy, and to err on the side of caution at all times. If in doubt, such person is required to contact the Compliance Officer.

At specific times, INFINICO METALS CORP.'s Board of Directors may award long term compensation under INFINICO METALS CORP.'s Stock Option Plan, or by other means. In the event that options or other Security related long-term compensation expire during a Blackout Period or No Trade Period, such expiry date will be extended as provided in the Incentive Stock Option Plan of INFINICO METALS CORP., or such other plan governing securities compensation matters, as applicable.

7.2 *Pre-Clearance of Trades*

Before initiating any trade in INFINICO METALS CORP.'s Securities, each person to whom this Policy applies must contact and get approval from the Compliance Officer. Each proposed transaction will be evaluated to determine if it raises insider trading concerns or other concerns under securities laws and regulations. Clearance of a transaction is valid only for a 48-hour period. If the transaction order is not placed within that 48-hour period, clearance of the proposed transaction must be re-requested. If clearance is denied, the fact of such denial must be kept confidential by the person requesting such clearance.

7.3 *Short-Swing Trades*

INFINICO METALS CORP. recommends that, other than in the course of exercising an option, Insiders do not buy and sell its Securities within the same six-month period.

7.4 Short Sales, Call and Put Options

Insiders are not permitted to sell “short” or sell a “call option” on any of INFINICO METALS CORP.’s Securities or purchase a “put option” where they do not own the underlying Security or, in the case of a short sale, an option currently exercisable therefor.

7.5 Buying INFINICO METALS CORP. Securities on Margin

Insiders are not permitted to buy INFINICO METALS CORP.’s Securities on margin.

7.6 Hedging

Insiders who are directors, officers and employees of INFINICO METALS CORP. are not permitted to enter into any transaction that has the effect of offsetting the economic value of any direct or indirect interest of such Insiders in Securities of INFINICO METALS CORP.. This includes the purchase of financial instruments such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity Securities granted to such Insiders as compensation or otherwise held directly or indirectly by such Insiders.

8.0 Potential Criminal and Civil Liability and/or Disciplinary Action

8.1 Liability for Insider Trading in Canada

Under applicable Canadian securities laws, Insiders guilty of trading on Material Non-Public Information of INFINICO METALS CORP. may be subject to:

- (a) penalties of up to the greater of \$5 million and triple any profit earned or loss avoided; and
- (b) imprisonment.

Additionally, such conduct may subject INFINICO METALS CORP. or other investors to civil liability.

8.2 Liability for Tipping in Canada

Insiders may also be liable for improper transactions by any person commonly referred to as a tippee, to whom they have disclosed Material Non-Public Information about INFINICO METALS CORP. or to whom they have made recommendations or expressed opinions on the basis of such information. The various Canadian securities regulators have imposed large penalties even when the disclosing person did not profit from the trading.

8.4 Possible Disciplinary Actions

Employees, officers, directors, consultants and contractors who violate this Policy will also be subject to disciplinary action by INFINICO METALS CORP., which may include restrictions on future participation in equity incentive plans or termination of employment.

9.0 Applicability of Policy to Insider Information Regarding Other Companies

This Policy and the guidelines described herein also apply to Material Non-Public Information relating to other companies, including joint venture partners, customers, vendors and suppliers of INFINICO METALS CORP. (the “**Business Partners**”), when that information is obtained in the course of employment with, or providing services on behalf of, INFINICO METALS CORP. For the purposes of



this Policy, information about Business Partners should be treated in the same way as information related directly to INFINICO METALS CORP.

10.0 Annual Certification

All directors and officers of INFINICO METALS CORP., shall provide annual certification of compliance with this Policy in the form attached to INFINICO METALS CORP.'s Code of Conduct.

11.0 General

The Board may, from time to time, permit departures from the terms of this Insider Trading Policy, either prospectively or retrospectively. The terms of this Insider Trading Policy are not intended in and of themselves to give rise to civil liability on the part of INFINICO METALS CORP., its directors, officers or employees, to any third party, including to any shareholder, securityholder, customer, supplier, competitor, other employee or regulator, but shall give rise to liability to INFINICO METALS CORP.

SCHEDULE "A"

INDIVIDUALS AND ENTITIES TO WHOM THIS POLICY APPLIES

"Employee" means a full-time, part-time, contract or secondment employee of

INFINICO METALS CORP. **"Insider"** means:

- (a) all directors, Officers, employees, contractors and consultants of INFINICO METALS CORP. and its affiliates who receive or have access to Material Non-Public Information (as defined in section 6.1), including members of their immediate families, members of their households, as well as the partnerships, trusts, corporations, estates, RRSPs, and similar entities over which any of these individuals exercise control or direction;
- (b) a director or Officer of a person or company that is itself an insider or subsidiary of INFINICO METALS CORP.;
- (c) a person or company that has
 - (i) beneficial ownership of, or control or direction over, directly or indirectly, Securities of INFINICO METALS CORP. carrying more than 10 per cent of the voting rights attached to all INFINICO METALS CORP.'s outstanding voting Securities, excluding, for the purpose of the calculation of the percentage held, any Securities held by the person or company as underwriter in the course of a distribution, or
 - (ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly, Securities of INFINICO METALS CORP. carrying more than 10 per cent of the voting rights attached to all INFINICO METALS CORP.'s outstanding voting Securities, excluding, for the purpose of the calculation of the percentage held, any Securities held by the person or company as underwriter in the course of a distribution;
- (d) INFINICO METALS CORP. itself, if it has purchased, redeemed or otherwise acquired a Security of its own issue, for so long as it continues to hold that Security;
- (e) a person or company designated as an insider in an order made under section 1(11) Securities Act (Ontario); and
- (f) a person or company that is in a class of persons or companies designated under subparagraph 40 v of subsection 143(1) of the Securities Act (Ontario).

"Major Subsidiary" means a subsidiary of an issuer if the assets of the subsidiary, as included in the issuer's most recent annual audited or interim balance sheet, or, for a period relating to a financial year beginning on or after January 1, 2017, a statement of financial position, are 30 per cent or more of the consolidated assets of the issuer reported on that balance sheet or statement of financial position, as the case may be, or the revenue of the subsidiary, as included in the issuer's most recent annual audited or interim income statement, or, for a period relating to a financial year beginning on or after January 1, 2017, a statement of comprehensive income, is 30 per cent or more of the consolidated revenue of the issuer reported on that statement;

"Management Company" means a person or company established or contracted to provide significant management or administrative services to an issuer or a subsidiary of the issuer;

“Officer” means:

- (a) a chair or vice-chair of the Board of Directors, a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer, a President, a Vice-president, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and a General Manager;
- (b) every individual who is designated as an officer under a by-law or similar authority, and
- (c) every individual who performs functions similar to those normally performed by an individual referred to above.

“Person or Company in a Special Relationship with a Reporting Issuer” means:

- (a) a person or company that is an insider, affiliate or associate of,
 - (i) INFINICO METALS CORP.,
 - (ii) a person or company that is considering or evaluating whether to or is proposing to make a take-over bid, as defined in Part XX of the Securities Act (Ontario), for the Securities of INFINICO METALS CORP., or
 - (iii) a person or company that is considering or evaluating whether to or is proposing to become a party to a reorganization, amalgamation, merger or arrangement or similar business combination with INFINICO METALS CORP. or to acquire a substantial portion of its property,
- (b) a person or company that is engaging in, considering or evaluating whether to engage in or that proposes to engage in any business or professional activity with or on behalf of INFINICO METALS CORP. or with or on behalf of a person or company described in subclause (a)(ii) or (iii),
- (c) a person who is a director, Officer or employee of INFINICO METALS CORP., a subsidiary of INFINICO METALS CORP. or a person or company that controls, directly or indirectly, INFINICO METALS CORP., or of a person or company described in subclause (a) (ii) or (iii) or clause (b),
- (d) a person or company that learned of the material fact or material change with respect to INFINICO METALS CORP. while the person or company was a person or company described in clause (a), (b) or (c),
- (e) a person or company that learns of a material fact or material change with respect to INFINICO METALS CORP. from any other person or company described in this subsection, including a person or company described in this clause, and knows or ought reasonably to have known that the other person or company is a person or company in such a relationship.

“Related Financial Instrument” means an agreement, arrangement or understanding to which an insider of INFINICO METALS CORP. is a party, the effect of which is to alter, directly or indirectly, the insider’s,

- (a) economic interest in a Security of INFINICO METALS CORP., or
- (b) economic exposure to INFINICO METALS CORP.

“Reporting Insider” means an insider of INFINICO METALS CORP. if the insider is

- (a) The CEO and CFO, of INFINICO METALS CORP., or a significant shareholder of INFINICO METALS CORP. or of a Major Subsidiary of INFINICO METALS CORP.;
- (b) A director of INFINICO METALS CORP., of a significant shareholder of INFINICO METALS CORP. or of a Major Subsidiary of INFINICO METALS CORP.;
- (c) A person or company responsible for a principal business unit, division or function of INFINICO METALS CORP.;
- (d) A significant shareholder of INFINICO METALS CORP.;
- (e) A significant shareholder based on post-conversion beneficial ownership of INFINICO METALS CORP.’s Securities and the CEO, CFO and every director of the significant shareholder based on post-conversion beneficial ownership;
- (f) A management company that provides significant management or administrative services to INFINICO METALS CORP. or a Major Subsidiary of INFINICO METALS CORP., every director of the management company, every CEO and CFO of the management company, and every significant shareholder of the management company;
- (g) An individual performing functions similar to the functions performed by any of the insiders described in paragraphs (a) to (f);
- (h) INFINICO METALS CORP. itself, if it has purchased, redeemed or otherwise acquired a Security of its own issue, for so long as it continues to hold that Security; or
- (i) Any other insider that
 - (i) in the ordinary course receives or has access to information as to material facts or material changes concerning INFINICO METALS CORP. before the material facts or material changes are generally disclosed; and
 - (ii) directly or indirectly, exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of INFINICO METALS CORP.

A **“Security”** is defined in section 1(1) of the Securities Act (Ontario) and includes, among other things, all shares, convertible or exchangeable Securities such as warrants or convertible debentures, options, restricted share units as well as a put, call, option or other right or obligation to purchase or sell Securities of INFINICO METALS CORP., or any Security, the market price of which varies materially with the market price of the Securities of INFINICO METALS CORP.

“Significant Shareholder” means a person or company that has beneficial ownership of, or control or direction over, whether direct or indirect, or a combination of beneficial ownership of, and control or direction over, whether direct or indirect, Securities of an issuer carrying more than 10% of the voting rights attached to all the issuer’s outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any Securities held by the person or company as underwriter in the course of a distribution.

A company is considered to be a **“Subsidiary”** of another company if it is controlled by (1) that other,

(2) that other and one or more companies, each of which is controlled by that other, or (3) two or more companies, each of which is controlled by that other; or it is a subsidiary of a company that is that other's subsidiary. In general, a company will control another company when the first company owns more than 50% of the outstanding voting Securities of that other company.

"Trading" in Securities refers to all investment activities over which a person covered by this Policy has control or direction, whether for their personal account or in a fiduciary capacity, as in the case of a partnership, trusteeship, or executorship. For the purposes of this Policy, trading includes any purchase or sale of a Security as well as the provision of investment advice.

SCHEDULE "B"

EXAMPLES OF INFORMATION THAT MAY BE MATERIAL

"Material information" consists of both "material facts" and "material changes". For Canadian purposes, a "material fact" means a fact that would reasonably be expected to have a significant effect on the market price or value of the securities of INFINICO METALS CORP.. For Canadian purposes a "material change" means a change in the business, operations or capital of INFINICO METALS CORP. that would reasonably be expected to have a significant effect on the market price or value of any of the securities of INFINICO METALS CORP. and includes a decision to implement such a change if such a decision is made by the board of directors or by senior management of INFINICO METALS CORP. who believe that confirmation of the decision by the board of directors is probable.

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of INFINICO METALS CORP.'s Securities.

Examples of such information may, depending on the circumstances, include:

- (a) financial results;
- (b) projections of future earnings or losses;
- (c) development of new products and developments affecting INFINICO METALS CORP.'s resources, technology, products or market;
- (d) news of a material merger, joint venture or acquisition;
- (e) news of a disposal of significant assets or a subsidiary;
- (f) increases, decreases and reclassifications of mineral reserves or resources;
- (g) significant exploration results;
- (h) impending bankruptcy or financial liquidity problems;
- (i) significant work stoppages or other events affecting production;
- (j) significant pricing changes or agreements that may affect pricing;
- (k) major labour disputes or disputes with major contractors or suppliers;
- (l) proposed changes in capital structure including stock splits and stock dividends;
- (m) proposed or pending material financings;
- (n) material increases or decreases in the amount outstanding of Securities or indebtedness;
- (o) material changes in the business of INFINICO METALS CORP.;
- (p) changes in INFINICO METALS CORP.'s auditors;

- (q) defaults in material obligations;
- (r) results of the submission of matters to vote of securityholders;
- (s) material transactions with directors, officers or principal securityholders;
- (t) significant litigation exposure due to actual or threatened litigation;
- (u) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of INFINICO METALS CORP.'s consolidated assets;
- (v) a recommendation or declaration of a dividend by INFINICO METALS CORP.;
- (w) a recommendation or decision that a dividend will not be declared by INFINICO METALS CORP.;
- (x) a material change in accounting policy adopted by INFINICO METALS CORP.; and
- (y) changes in senior management.

Either positive or negative information may be material.

SCHEDULE "C"

PRIVATE AND CONFIDENTIAL

TO: DIRECTORS, OFFICERS AND EMPLOYEES OF INFINICO METALS CORP (THE "COMPANY") AND ITS AFFILIATES

RE: SUSPEND TRANSACTION NOTICE

Further to our Insider Trading Policy, please suspend all further securities and related financial instrument transactions in respect of the Company until further notice.

Should you have any questions or concerns please contact SAM WALDING, CEO at swalding@infinicometals.com or phone Number +44 7568508610

INFINICO METALS CORP...

Sincerely,

INFINICO METALS CORP. WHISTLEBLOWER POLICY

(adopted by the Board of Directors and Audit Committee of the Corporation on January 7, 2024)

1.0 Introduction

INFINICO METALS CORP. and its subsidiaries (collectively, "**INFINICO METALS CORP.**") are committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively "**Legal or Accounting Matters**").

Pursuant to its charter, the Audit Committee of the Board of Directors of INFINICO METALS CORP. is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any concerns regarding Legal or Accounting Matters relating to INFINICO METALS CORP. In order to carry out its responsibilities under its charter the Audit Committee, together with the Board of Directors, has adopted this Whistleblower Policy (the "**Policy**").

For the purposes of this Policy, "Legal or Accounting Matters" is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of INFINICO METALS CORP. or in some other manner not right or proper. Examples would include:

- violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- violation of INFINICO METALS CORP.'s Code of Conduct;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of INFINICO METALS CORP.;
- fraud or deliberate error in the recording and maintaining of financial records of INFINICO METALS CORP.;
- deficiencies in or noncompliance with INFINICO METALS CORP.'s internal policies and controls;
- misrepresentation or a false statement by or to a director, officer or employee of INFINICO METALS CORP. respecting a matter contained in the financial records, reports or audit reports; and
- deviation from full and fair reporting of INFINICO METALS CORP.'s consolidated financial condition.

2.0 Communication of the Policy

Copies of this Policy are made available to directors, officers, employees and consultants of INFINICO METALS CORP., either directly or by posting of the Policy on the INFINICO METALS CORP. website at www.infinicometals.com. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy.

3.0 Reporting Alleged Violations or Complaints

3.1 Reporting Concerns

Any person, regardless of where they reside, with a concern regarding a Legal or Accounting Matter relating to INFINICO METALS CORP. may submit their concern to the Chair of the Audit Committee of INFINICO METALS CORP. (the “**Audit Committee Chair**”) or the Company’s legal counsel in writing, by telephone or email as follows:

In Writing: TOM PANOULIAS
Executive Chairman
INFINICO METALS CORP.
Email tpanoulias@infinicometals.com

Peterson McVicar LLP
Attn: Dennis Peterson
110 Yonge Street, Suite 1601 |
Toronto ON M5C 1T4

By E-mail: dhp@petelaw.com

3.2 Anonymity and Confidentiality

The Audit Committee Chair, or legal counsel, as applicable, will seek to treat submissions made under this Policy on a confidential and anonymous basis, to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation, save and except that submissions, other than those regarding (i) a violation of any applicable law or regulation that relates to corporate reporting and disclosure, (ii) a violation of INFINICO METALS CORP.’s Code of Business Conduct and Ethics or (iii) other concerns regarding questionable accounting or auditing matters, must identify the person making the submission.

4.0 No Adverse Consequences

A submission regarding a Legal or Accounting Matter may be made by an officer or employee of INFINICO METALS CORP. without fear of dismissal, disciplinary action or retaliation of any kind. INFINICO METALS CORP. will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a concern regarding a Legal or Accounting Matter or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Legal or Accounting Matter.

5.0 Acting in Good Faith

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

6.0 Treatment of Legal or Accounting Concern Submissions

Legal or Accounting Matters will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Legal or Accounting Matter.

Where possible and when determined to be appropriate by the Audit Committee notice of any such corrective measures will be given to the person who submitted the concern regarding a Legal or Accounting Matter.

7.0 Annual Certification

All directors and officers of INFINICO METALS CORP., together with any employees, consultants and contractors specified by the Board of Directors of INFINICO METALS CORP., shall provide annual certification of compliance with this Policy in the form attached to INFINICO METALS CORP.'s Code of Business Conduct and Ethics.

The Chief Executive Officer of INFINICO METALS CORP. shall be responsible for ensuring that annual certifications are obtained on or before the end of the first fiscal quarter of each year for all directors, officers, specified employees, specified consultants and specified contractors and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarizing the results thereof.

8.0 Retention of Records

The Audit Committee shall retain all records relating to any Legal or Accounting Matter or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

9.0 Review of Policy

The Audit Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Legal or Accounting Matters.

10.0 Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Audit Committee Chair.

11.0 Publication of the Policy on Website

This Policy will be posted on INFINICO METALS CORP.'s website at: www.infinicometals.com.

Infinico Metals Corp. (the “company”) Environment and Community Engagement Policy

1. PURPOSE

1.1 The purpose of this environment and community policy is to ensure that Infinico Metals Corp. is committed to operating in a manner which respects the environment and local communities.

2. ENVIRONMENT AND COMMUNITY PRINCIPLES

The company and its directors, officers, employees, consultants, and contractors are committed to:

2.1 Meeting legal requirements and good industry practice with respect to sustainability and where possible exceeding them.

2.2 Developing a culture of environmental and social responsibility.

2.3 Maximizing the benefits gained by all stakeholders from the extraction of resources.

2.4 Maintaining regular dialogue and continuous engagement with our stakeholders to ensure transparency and to fully understand their perspective and any concerns.

2.5 Respecting the history, culture, and customs of local communities.

2.6 Where possible contributing and promoting local employment and procurement.

2.7 Striving for excellence in environmental management so the impact of our activities is minimized and where possible mitigated.

2.8 Striving to achieve a high level of environmental performance.

2.9 Effectively managing the environmental footprint and the use of energy, water and other natural resources in all our activities.

2.10 Contributing to the conservation of biodiversity, with the aim of no net loss in biodiversity.

2.11 Promoting responsible land management practices.

2.12 Developing, implementing, maintaining, and monitoring appropriate tools that allow us to evaluate and manage socio-environmental impacts, risks, and opportunities.

2.13 Continually improving our stakeholder engagement practices.

Environmental

Infinico Metals Corp. is committed to responsibly managing the resources where it operates minimising and where possible mitigating the impact on the environment. We understand how important it is to respect, maintain and uphold the environments and habitats in which we operate. To achieve this, the company has adopted several schemes.

- A suitable Environmental Monitoring Program at all sites of active work. This usually includes:
 - o A plan of monitoring surface water proximal to extraction points.
 - o Sampling of the proposed work area before, during and after work to establish baselines.
 - o Noise reduction and mitigation during active exploration drilling.
 - o Responsible management and handling of harmful or dangerous substances such as fuel or oil.
- Wildlife management plan that includes aspects for the migration and nesting of birds, monitoring of fish habitat and migration routes of heard animals with an active wildlife observation log.
- Forest regulation in line with provincial guidelines.
- Progressive reclamation and remediation of sites following end of works. In line with provincial best practices and agreements with local stakeholders.

Social

Infinico Metals Corp. endeavours to work with local stakeholders to make a positive impact on them and their communities in which we operate, with the goal of creating a broad social and economic benefit. We understand that we are guests in the communities and territory we seek to work, and we respect the land, the people, and the culture. As a result, the company has implemented the following policies:

- Early engagement and regular project updates and open dialogue with local indigenous communities.
- Cultural and heritage reconnaissance surveys for any areas of proposed site works prior to “breaking ground”.
- Employment and business opportunities from local suppliers to source and serve exploration projects.
- Above and beyond best industry practice health and safety management.