

## **Audit Committee Charter**

### **I. Purpose**

The main objective of the Audit Committee is to act as a liaison between the board of directors and Edge Copper's ("Edge" of "the Company") independent auditors (the "Auditors") and to assist the board of directors in fulfilling its oversight responsibilities related to financial reporting and disclosure, other financial information provided by the Company, internal controls, risk and audit processes, and compliance with legal and regulatory requirements.

### **II. Composition and Organization**

The Audit Committee shall consist of a minimum of three directors, all of whom must be financially literate. A majority of the members must be independent in accordance with NI 52-110 and TSX Venture Exchange policy.

The members of the Audit Committee and the Chair of the Audit Committee shall be appointed by the board of directors. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Audit Committee shall be empowered to act on behalf of the Audit Committee. Matters decided by the Audit Committee shall be decided by majority votes.

Any member of the Audit Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Audit Committee as soon as such member ceases to be a director. The Audit Committee may form and delegate authority to subcommittees when appropriate.

### **III. Responsibilities**

- Recommend the nomination of the Auditors for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and the compensation of the Auditors.
- Oversee the work of Auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and Auditors regarding financial reporting.

- Pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's Auditors.
- Review the Company's annual, quarterly or other interim financial statements, MD&A, and earnings press releases to be announced publicly.
- Monitor internal controls and accounting policies
- Review risk management processes and internal audits
- Establish and oversee whistleblower procedures
- Monitor compliance with financial disclosure policies and code of conduct.

#### **IV. Meetings**

The Audit Committee shall meet as frequently as circumstances require. The Audit Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The Company's accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

#### **V. Authority**

The Committee shall have the following authority:

- to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- to set and pay the compensation for any advisors employed by the Audit Committee; and,
- to communicate directly with the Auditors.

Approved by the Board of Directors of Edge Copper  
*September 16, 2025*