

GPM METALS INC.

CORPORATE GOVERNANCE CHARTER

PURPOSE

1. The Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of GPM Metals Inc. (the “Corporation”). Its purpose is to assist the Board in:
 - (a) establishing the Corporation’s corporate governance policies and practices generally;
 - (b) reviewing the effectiveness of the Board and its committees;
 - (c) promoting a culture of integrity throughout the Corporation; and.

COMPOSITION

2. The Committee shall be appointed by the Board annually and shall be comprised of a minimum of three directors. If an appointment of the members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed. The Board may at any time in its sole discretion file a vacancy that occurs in the Committee and remove a member of the Committee.
3. All members of the Committee shall be directors whom the Board has determined are independent, taking into account the applicable rules and regulations of securities regulatory authorities and/or stock exchanges.
4. The Chair of the Committee shall be designated by the Board from among the members. The Chair shall not be a former Officer of the Corporation. Such Chair shall serve as a liaison between members and senior management. If for any reason a Chair of the Committee is not appointed by the Board, members of the Committee may designate a Chair of the Committee by majority vote of the full membership of the Committee.

MEETINGS

5. The Committee will meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than once a year. Meetings may be held at any time deemed appropriate by the Committee.
6. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all things at such meetings shall be determined by the Chair of the Committee. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other communication equipment, given at least 48 hours prior to the time of the meeting provided that no notice of a meeting will be necessary if all of the members are represented either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

7. At least two members of the Committee will constitute a quorum at each meeting.
8. The Committee will hold an in camera session without any senior officers present when it deems such a session to be necessary or desirable.
9. The Committee will keep minutes of its meetings, which shall be available for review by the Board.
10. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
11. The Committee may invite such directors, senior officers and other employees of the Corporation and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.
12. Any matter to be determined by the Committee will be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Any action of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) and any such action will be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
13. The Committee will report its determinations and recommendations to the Board.

RESOURCES AND AUTHORITY

14. The Committee has the authority to:
 - (a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as considered advisable and consider requests from other Board committees to hire such advisors;
 - (b) retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms;
 - (c) determine and pay the compensation for any independent counsel and other experts or advisors retained by the Committee; and
 - (d) request any senior officer, or outside counsel for the Corporation, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

RESPONSIBILITIES – CORPORATE GOVERNANCE MATTERS

15. The Committee will:
 - (a) monitor the appropriateness of implementing structures, or of the structures implemented from time to time to ensure that the Board can function independently of the senior officers of the Corporation;

- (b) provide an orientation and education program for new directors which advises them of:
 - (i) the role of the Board and its committees, (ii) the nature of the business and affairs of the Corporation, and (iii) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments;
 - (ii) provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business and affairs of the Corporation remains current;
 - (iii) respond to, and if appropriate, authorize requests by, individual directors to engage independent counsel or other experts or advisors at the expense of the Corporation; and
 - (iv) implement a process for assessing the effectiveness of the Board as a whole, the committees of the directors and individual directors based upon: (i) for directors and committee members, the mandate of the Board and charters of the appropriate committees, respectively; and (ii) for individual directors, their respective position descriptions (if any) as well as the skills and competencies which directors are expected to bring to the Board.
16. The Committee will monitor on a continuing basis and, whenever considered appropriate, shall make recommendations to the Board concerning the corporate governance of the Corporation, including:
- (a) reviewing and assessing the Corporation's corporate governance policies and practices;
 - (b) reviewing and assessing the independence of each of the directors;
 - (c) evaluating the functioning of the Board, its committees (including this Committee) and individual directors on an annual basis;
 - (d) reviewing periodically the position descriptions of the Lead Director (or Chair if applicable) and CEO;
 - (e) reviewing and approving the annual disclosure of the Corporation's corporate governance practices in compliance with the requirements of the Canadian Securities Administrators and other applicable regulatory authorities; and
 - (f) assessing shareholder proposals as necessary for inclusion in the management information circular, and make appropriate recommendations to the Board.
17. The Committee is responsible for:
- (a) considering, or presenting to the Board for consideration, any transaction involving the Corporation and any "related party" as that term is defined in Applicable Laws (each a "Related Party Transaction");
 - (b) monitoring any Related Party Transaction and reporting to the Board on a regular basis regarding the status of any Related Party Transaction; and

- (c) if considered advisable, establishing guidelines and parameters within which the Corporation shall be entitled to engage in Related Party Transactions without the specific prior approval of the Committee or the Board.

RESPONSIBILITIES OF THE COMMITTEE CHAIR

- 18. The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities shall include:
 - (a) working with the Lead Director (or Chair if applicable) of the Board, the Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
 - (b) providing leadership to the Committee and presiding over Committee meetings;
 - (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
 - (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
 - (e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
 - (f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

ADOPTION

This Charter was adopted by the Board on May 9, 2016.