

HSS CHARTER

Effective Date: Feb 28, 2021

INTRODUCTION

This document outlines the procedures for addressing complaints and submissions related to ethical conduct, bullying, harassment, and accounting matters at Mashwa Minerals Ltd. ("the Company"). All directors, officers, employees, and key consultants engaged in roles comparable to employees are required to adhere to the Code of Business Conduct and Ethics ("the Code"), proactively prevent potential violations, and seek guidance when necessary. These procedures aim to provide a secure platform for reporting compliance concerns, encouraging personnel to disclose actual or potential violations without fear of retaliation.

REPORTING OBLIGATION

Personnel must promptly report any actual or potential breaches of the Code or applicable laws, including securities regulations, in accordance with these procedures. Cooperation in any subsequent investigation by the Company is mandatory. Concerns regarding questionable accounting practices, internal financial controls, or auditing issues should also be reported through these channels. Examples of reportable issues are listed in Schedule "A."

NON-RETALIATION AND GOOD FAITH

The Company strictly prohibits retaliation against individuals who, in good faith, report or address misconduct. Retaliation may result in disciplinary action, up to and including termination of employment. Individuals experiencing retaliation are encouraged to report it to the designated parties.

All reports of suspected violations must be made in good faith and based on reasonable grounds. Knowingly making false or malicious allegations is a serious offense and will be addressed accordingly.

REPORTING PROCESS

For assistance with compliance or reporting procedures, personnel should contact the Company's Chief Financial Officer.

GENERAL COMPLIANCE MATTERS

Reports of suspected Code violations can be submitted in writing, confidentially, to the Chair of the Corporate Governance and Nominating Committee ("Governance Committee"). Submissions should be enclosed in a sealed envelope, marked "Confidential" and labeled "To be opened by the Corporate Governance and Nominating Committee only, submitted under the Code of Business Conduct and Ethics." Reports may be submitted directly or through any

Company officer, who must promptly forward them to the Governance Committee Chair.

FINANCIAL AND ACCOUNTING COMPLIANCE

If a suspected violation pertains to accounting, internal controls, or auditing, personnel may submit reports to the Complaints Officer designated by the Audit Committee. If no Complaints Officer is designated, reports should be directed to the Chair of the Audit Committee. These reports may also be submitted confidentially, using similarly labeled envelopes or through Company officers.

REPORTING REQUIREMENTS

Officers and directors who become aware of Code violations must report them to the Chair of the Governance Committee or the Complaints Officer/Chair of the Audit Committee. Supporting documents, such as emails, notes, photographs, or other evidence, should accompany the report whenever possible.

Reports should include:

- Names of involved parties
- Witness details
- Date, location, and time of the incident
- Specific actions and statements involved
- Additional details to aid the investigation
- Reports may be submitted anonymously. For non-anonymous submissions, acknowledgments will be sent within five business days.

COMPLAINTS OFFICER

The Complaints Officer's name will be communicated annually to all personnel via email. The Complaints Officer is responsible for maintaining confidentiality, providing regular reports to the Audit Committee (at least quarterly), and preserving complainant identities. Complaint records will be retained for six years.

HANDLING AND INVESTIGATING REPORTED VIOLATIONS

The relevant Board committee will review reports and take appropriate action, which may include initiating investigations. The committee may notify the subject of the report and recommend measures to prevent future violations. Investigations will maintain strict confidentiality.

All complaints will be investigated promptly and thoroughly in accordance with the Code. Recommendations for corrective actions, including termination of employment, will be made to the Board when warranted. Investigations will be impartial and respect the confidentiality and requests of all parties involved. Evidence will be collected through interviews and other appropriate means.

EXAMPLES OF REPORTABLE MATTERS

- Fraud and theft
- Accounting irregularities and financial disclosure issues
- Non-compliance with internal controls
- Discrimination, bullying, and harassment
- Falsification of Company records
- Unauthorized release of proprietary information
- Safety and security violations
- Securities law violations, including insider trading
- Breaches of applicable laws, including environmental and employment regulations
- Ethical violations