

POLYMET MINING CORP.
TECHNICAL STEERING COMMITTEE CHARTER

1. PURPOSE

The purpose of the Technical Steering Committee (in this charter, the “Committee”) is to oversee the development and production of PolyMet Mining Corp. (the “Company”) mining projects. The Committee’s mandate is oversight of and guidance to members of the Company’s management team (“Management”) of: capital and operating cost estimates, mine plans, financial models, project construction strategies, operations performance and technical review of potential strategic acquisitions. In addition and because of its technical composition, this committee is responsible for providing the full board with recommendations on the above scopes.

2. STRUCTURE AND OPERATIONS

The Committee shall be composed of not less than three (3) directors. Members of the Committee shall be appointed or reappointed at the meeting of the Board, immediately following the annual general meeting of the shareholders of the Company (the “AGM”), and in the normal course of business will serve a minimum of three (3) years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

The Board or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the meeting of the Board immediately following the AGM, a chairman from among their number. The chairman shall serve as a liaison between the Committee and members of the Company’s management team (“Management”).

Meetings of the Committee shall be held at least once annually, provided that due notice is given and a quorum of a majority of the members is present. Where a meeting is not possible, resolutions in writing which are signed by all members of the Committee are as valid as if they had been passed at a duly held meeting. The frequency and nature of the meeting agendas are dependent upon business matters and affairs which the Company faces from time to time.

The Committee shall report to the Board on its activities after each of its meetings. In addition, it shall review and assess the adequacy of this charter annually and, where necessary, recommend changes to the Board for approval. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee.

3. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and to obtain advice and assistance from internal or external legal, accounting or other advisors and the funding for compensating any such external advisors. In addition, the Committee shall have sole authority to retain and terminate any such firms and to approve the fees and other retention terms related to the appointment such firms.

4. SPECIFIC DUTIES

The Committee shall:

1. review and assess the following:
 - a. Technical assessments of the Company’s projects;
 - b. Mining and process recovery methods of the Company’s projects;
 - c. Environmental studies, permitting, and social or community impact of the Company’s projects;
 - d. Capital and operating costs of the Company’s projects;
 - e. Economic analysis of the Company’s projects;
 - f. Construction strategies
 - g. Geology, mineralization, and drilling programs of the Company’s projects;
 - h. Mineral resource and reserve estimates (43-101 compliant) of the Company’s projects; and
 - i. Technical merit of resource expansion; and
 - j. Assessment of potential strategic acquisitions.
2. complete an annual evaluation of the Committee’s performance; and
3. have such other powers and duties as delegated to it by the Board.

Reviewed and last approved by the Board of Directors on June 26, 2019.