
BYLAWS

STIBNITE ADVISORY COUNCIL

ARTICLE I NAME

The name of the organization is the Stibnite Advisory Council.

ARTICLE II MISSION

The mission of the Stibnite Advisory Council is to serve as the main forum for communication among the communities in or near the West Central Mountains region of Idaho regarding the Stibnite Gold Project, its effect on the communities represented, and also, for the longer term, to collectively create an enduring model of partnership, transparency and accountability that will advance our shared Community values. We believe the Stibnite Advisory Council creates a path forward for local community members to influence how Perpetua Resources conducts its business and continues to grow along with the Community. By participating in the Stibnite Advisory Council, we will approach the changes that come as a result of the Stibnite Gold Project with a value-based vision for our future as we balance economic opportunities with the desire to support local families, promote quality of life, and protect the environment.

ARTICLE III MEMBERSHIP

Section 1 – Background. In accordance with the agreement titled “Community Agreement” effective November 30, 2018, each participating signatory to the Community Agreement (“Signatory”) has the right to designate an individual (“Representative”) to serve on the Stibnite Advisory Council. Each participating Signatory would have the right to designate a Representative, thus adding such Representative to the Stibnite Advisory Council.

Section 2 – Composition: The Stibnite Advisory Council shall be composed of Representatives, with each Representative being designated by a Signatory. A non-participating signatory may participate in the Community Agreement upon a formal written request from the signatory and a simple majority vote by the Stibnite Advisory Council. A signatory may opt out of the Community Agreement unilaterally upon written notice to the Stibnite Advisory Council. If a signatory to the Community Agreement has not appointed a representative within 6 months of a vacated position or if the signatory’s representative(s) have not attended a Council meeting for six consecutive months, the Stibnite Advisory Council may vote to remove the signatory’s participation from the Community Agreement.

Section 3 – Attendance at Meetings: Each Representative shall attend each meeting of the Stibnite Advisory Council, unless excused by the Chair.

Section 4 – Resignation of Representative:

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- i. An individual resigning from a position as Representative shall submit a resignation letter to the Signatory.
 - ii. An individual resigning from a position as Representative shall be deemed to be simultaneously resigning from any office held within the Stibnite Advisory Council.

Section 5 - Voting:

- i. Each Representative has one vote.
- ii. A Representative may vote in absentia by indicating her or his vote in advance and in writing to the Chair.

ARTICLE IV OFFICERS

Section 1 – Officer Positions: The officers of the Stibnite Advisory Council are:

- i. Chair,
- ii. Vice Chair,
- iii. Secretary,
- iv. Treasurer,
- v. Media Spokesperson, and
- vi. any other officers that may be elected by the Stibnite Advisory Council.

Section 2 - Election of Officers:

- i. Officer Elections will be held annually at the February meeting, and then as needed if an Officer position is vacated between February elections.
- ii. There are no Officer term limits or staggered terms.
- iii. Officers shall be elected from among the Representatives.
- iv. A Representative may serve in more than one office.
- v. Election of Officers shall be by simple majority vote.
- vi. Representatives may nominate themselves for an officer position.

Section 3 – Duties of Officers:

- i. **Chair.** The Chair shall preside at meetings of the Stibnite Advisory Council; ensure that meetings are held in accordance with the Bylaws; ensure that officers properly perform the duties of their office; and perform such other duties as are determined by the Stibnite Advisory Council.
- ii. **Vice-Chair.** The Vice-Chair shall assist the Chair; preside in the Chair's absence at any meeting of the Stibnite Advisory Council; or represent the Chair at any meeting that the Chair is unable to attend; and perform such other duties as are determined by the Stibnite Advisory Council.
- iii. **Secretary.** The Secretary shall act as Secretary of the Stibnite Advisory Council; record and keep a file of minutes of all Stibnite Advisory Council meetings; distribute minutes and agendas to all Representatives; prepare and distribute a meeting summary after each Stibnite Advisory Council meeting; maintain a current roster of all members of the Stibnite Advisory Council; and perform such other duties as are determined by the Stibnite Advisory Council. The Secretary shall be the custodian of the Bylaws and Rules of the Stibnite

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- iv. **Treasurer.** The Treasurer shall have charge of all funds of the Stibnite Advisory Council; shall issue checks and deposit funds according to the direction of the Council; shall furnish a brief financial report on a quarterly basis at the Stibnite Advisory Council meeting; and perform such other duties as are determined by the Stibnite Advisory Council.
 - v. **Media Spokesperson.** The Media Spokesperson shall act as the official representative of the Stibnite Advisory Council between meetings; shall respond to any requests from the media regarding the Stibnite Advisory Council; shall distribute press releases created by the Stibnite Advisory Council; and shall perform such other duties as are determined by the Stibnite Advisory Council.

Section 4 – Resignation of Officer:

- i. An individual resigning from an officer position shall submit a written resignation via mail or email and is valid only if sender receives confirmation of receipt from the Chair, or the Vice-Chair in the event the resigning individual is the Chair.
- ii. As soon as practicable after receiving such resignation, the Chair or Vice-Chair, as applicable, shall notify the Stibnite Advisory Council members, which shall elect a Representative to the relevant office in due course.

Section 5 - Removal of Officer: Each Officer serves at the pleasure of the Stibnite Advisory Council or until a successor is duly elected. An Officer, if found unwilling or unable to perform the duties of the office, may be removed from office by a supermajority vote of two-thirds of the Stibnite Advisory Council.

Section 6 - Removal of Representative. The Chair may direct the removal of a Representative from a meeting for disruptive behavior and/or for acting in a manner prohibited by these Bylaws. The Chair, with support of a simple majority of the Stibnite Advisory Council, may request the resignation of a Representative and/or permanent removal of a Representative by the relevant Signatory for repeated non-attendance, for repeated disruptive behavior, and/or for acting in a manner prohibited by these Bylaws.

ARTICLE V MEETINGS

Section 1 - Regular Meeting: Regular meetings shall be held monthly, generally 10:00 a.m. to noon (Mountain time) on the second Thursday of each calendar month at the Perpetua Resources offices in Donnelly, or at such other time and place that may be determined by the Stibnite Advisory Council. Meetings are open to the public via in-person or by electronic means such as conference call or internet for observation only.

Section 2 – Notice of Regular Meeting: The Secretary shall, provide a schedule of the subsequent 12 months of regular meetings, which schedule shall be deemed sufficient notice of each listed meeting.

Section 3 – Attendance by Electronic Means: While in-person attendance is desirable, Representatives may attend by electronic means such as conference call or internet.

Section 4 - Quorum: A Quorum shall consist of 50% plus one of the Stibnite Advisory Council, including those Representatives in attendance by electronic means.

Section 5 - Special Meeting: A special meeting may be called at the discretion of the Chair when deemed necessary by the Chair, with such notice deemed appropriate in the circumstance by the Chair.

Section 6 – Executive Sessions: The Stibnite Advisory Council is committed to transparency and welcomes the general public to attend, listen and observe public meetings. Executive sessions for purposes requiring an internal discussion will be held privately upon a majority vote of the Council. Any member of the Council may request to go into executive session, for any purpose.

ARTICLE VI COMMITTEES

Section 1 - Standing Committees: NONE.

Section 2 - Special Committees: The Chair may appoint, on a temporary basis, special committees as may be necessary for the administration of the business of the Stibnite Advisory Council.

Section 3 - Duties: The duties of all committees shall be determined by the Chair.

ARTICLE VII MINUTES AND PUBLIC STATEMENTS

Section 1 – Minutes shall be prepared by the Secretary and circulated to the Stibnite Advisory Council Representatives after approval by the Chair. Representatives shall review and approve minutes at a subsequent meeting.

Section 2 – A meeting summary shall be prepared by the Secretary and distributed to the media outlets and other entities as appropriate.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, specifically “Informal Procedures for Small Boards” shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws.

ARTICLE IX AMENDMENTS

Section 1 - Amendment: These Bylaws may be amended at any meeting of the Stibnite Advisory Council by two-thirds vote of the Representatives in attendance.

Section 2 - Effective Date of Amendments: All amendments shall become effective immediately upon approval, or on such other date as the Stibnite Advisory Council may determine.

Approved by the Stibnite Advisory Council on January 15, 2019 and revised March 9, 2023, April 11, 2024 and January 9, 2025.