

ASCOT RESOURCES LTD.
(“Ascot” or the “Company”)

MANDATE FOR THE CHAIR OF BOARD COMMITTEES

The Chair of each Ascot committee has the responsibility to ensure that the committee executes its mandate to the satisfaction of the Ascot Board of Directors (“Board”). With one exception, the Audit Committee Chair will refer to the Mandate for the Chair of the Audit Committee.

Specific Role and Responsibilities

The Chair of each committee will:

- Together with the CEO, CFO and the Corporate Secretary prepare the committee meeting agendas to ensure that all tasks of the committee are covered in a timely fashion and that each topic is documented in a manner that allows the making of informed recommendations to the Board.
- Ensure that follow-up matters are being addressed.
- Direct the committee's meetings in a manner that facilitates the exchange of constructive and objective points of view and opinions, that encourages all committee members to participate and that is conducive to good decision-making. Also ensure that there are in-camera sessions that allow the Committee to meet separately from management.
- Ensure that the meetings' minutes properly reflect the discussions, recommendations and disagreements, if any, and that they are circulated in a timely fashion to the other members of the committee and to the Board subsequently and be responsible for reporting to the Board.
- Maintain a close liaison with the Chair of the Board and cooperate with him/her on any issue facing the committee or any special request he/she might have.
- Participate in the annual review of the committee’s performance and its mandate including the review of his/her own performance on a planned basis and encourage ways and means to ensure that the scope of the mandate consistently reflects the requirements of the various regulators and commissions.
- Ensure that communications regarding the committee's work and duties in the Company’s information circular are accurate.
- Participate in shareholder engagement in regard to matters arising in respect to the committee’s responsibilities.
- Provide ongoing development of existing committee members including the provision of continuing education opportunities for all committee members (and other directors as desired), so that individuals may maintain or enhance their skills and abilities as committee members, as well as ensure that their knowledge and understanding of the Company’s business remains current.

Annual review of this mandate was conducted and any revisions were approved by the Board of Directors on the 23rd day of March, 2023.

By order of the Board of Directors
ASCOT RESOURCES LTD.