

ASCOT RESOURCES LTD.

HSE AND TECHICAL COMMITTEE CHARTER

1. Purpose

The purpose of the Health, Safety, Environment and Technical Committee (the “**Committee**”) is to:

- (a) review and recommend to the Board, HSE and Technical practices, policies and policy improvements that will assist the Company, to comply with all applicable laws, regulations and best practice during exploration, development, operations, rehabilitation & closure activities;
- (b) monitor, on behalf of the Board, how the Company’s management is progressing on various HSE and technical matters that are considered important to the Board; and
- (c) monitor, on behalf of the Board, the Company’s important permits and permitting processes.

2. Composition and Qualification

- (a) the Committee shall consist of a minimum of three directors;
- (b) at least a majority of the members of the Committee shall be independent directors; and
- (c) the directors on the Committee shall represent, to the extent possible, the technical skills necessary to adequately address the issues facing the Committee.

3. Member Appointment and Removal

- (a) the Committee members are appointed by the Board on the recommendation of the Governance and Nominating Committee in consultation with the Chairman;
- (b) consideration will be given to rotating the Committee members periodically; and
- (c) the Board may at any time remove a member from the Committee.

4. Meetings

- (a) the Committee will meet at least twice annually, or more frequently as circumstances may warrant. The Committee may meet with, and receive reports from, management; and
- (b) a quorum for the transaction of business at all meetings of the Committee shall be a majority of members.

5. Position Description and Responsibilities for Chairman

The Chairman of the Committee shall be an independent director appointed by the Board on the recommendation of the Governance and Nominating Committee on an annual basis following the election of the Directors at the Company’s Annual General Meeting of shareholders.

The Chairman shall:

- (a) work with the Chairman of the Board and the CEO, and manage the Committee, in a manner that ensures these relationships are effective and efficient and furthers the best interests of the Company;
- (b) acts as the principal sounding board and counsel for the directors and the CEO with respect to HSE and Technical matters;
- (c) ensures that, as appropriate, the Chairman of the Board, and the CEO are aware of concerns of the Committee;
- (d) provide strong leadership of the Committee in reviewing and monitoring the aims, strategy, policy and directions of the Committee in order to achieve its objectives;
- (e) communicates with the Board to keep it current on all major developments involving HSE and technical matters;
- (f) sets the frequency of the Committee meetings and reviews such frequency as appropriate; and
- (g) chairs and manages meetings of the Committee.

6. Mandate and Responsibilities

The Committee shall act as an internal consultant to management and shall:

- (a) review the policies at least annually to ensure that they adequately reflect the Company commitment to environmental stewardship, the health and safety of its workers and the development and wellbeing of the communities in which it operates and technical best practice, where appropriate, report and make recommendations to the Board;
- (b) review with management any extraordinary event or condition involving environmental impact or risk to health or safety and, where appropriate, report and make recommendations to the Board;
- (c) review, at least annually, the legal, technical and financial commitments for mine closure and the adequacy of financial provisions to meet these commitments and, where appropriate, report and make recommendations to the Board;
- (d) review, at least annually, the status of all material environmental and operating permits and permit applications and, where appropriate, report and make recommendations to the Board;
- (e) review, at least annually, all material environmental and safety issues and related action plans at each site operated by the Company and, where appropriate, report and make recommendations to the Board;
- (f) assist management to develop environmental protection and safety management systems;
- (g) assist management to develop effective awareness, communication and training programs on matters of worker safety and environmental protection;
- (h) assist management in developing programs to effectively communicate with workers, contractors and local communities on matters of environmental protection and worker safety; and
- (i) perform any other activities consistent with this Charter and Applicable Laws as the Committee deems necessary or appropriate.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees or individual members as the Committee deems appropriate.

7. Authority

The Committee shall have the authority:

- (a) to engage independent counsel and other advisors, including without limitation environmental or safety consulting firms, that it determines are necessary to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the Committee for the purpose of carrying out its duties; and
- (c) to set and pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

8. Reporting

- (a) The Committee has a duty to report to the Board all matters that it considers to be important for Board consideration; and
- (b) The minutes of the Committee will be in writing and duly entered into the books of the Company, and will be circulated to all members of the Board.

This Health, Safety, Environment and Technical Committee Charter, as amended from time to time, was initially approved by the Board of Directors of Ascot Resources Ltd. on the 14th November, 2017. Annual review was conducted and approved by the Board of Directors, without any changes, on March 26, 2019.