



Commitment to Diversity

Nighthawk Gold Corp. (“**Nighthawk**” or the “**Corporation**”) is committed to diversity, including diversity in relation to gender, age, ethnic origin, physical attributes, religion, beliefs, language, sexual orientation and disability.

A truly diverse Corporation will include and make good use of differences in the skills, experience, knowledge, gender, ethnic origin and other distinctions between directors and senior management of Nighthawk. To this end, the Board of Directors (the “**Board**”) of the Corporation has adopted this Diversity Policy (the “**Policy**”) to set out a framework to promote diversity on the Board and on the senior management team of the Corporation.

Policy Objectives

The Corporation’s overall strategy includes pursuing the following objectives:

1. identify relevant factors to be taken into account in the director and employee selection process and develop practices to limit potential unconscious bias;
2. except where affirmative action is required by law or by agreement, recruit, manage and promote on the basis of an individual’s competence, qualification, experience and performance, regardless of gender, age, race, nationality, religious beliefs, cultural background, sexual orientation or any other basis;
3. foster a diverse environment where the ability to contribute and access opportunities is based on performance, skill and merit, while actively promoting diversity in leadership positions throughout the organization, including at the Board level and in senior management positions;
4. identify and address systemic barriers that negatively impact diversity within the organization;
5. provide appropriate work practices and policies to support employees;
6. create a workplace characterized by inclusive practices and behaviours for the benefit of all staff and stakeholders, which is free from bullying, harassment and discriminatory behaviours; and
7. establish procedures for monitoring, encouraging and assessing diversity within the Corporation that recognize and respect privacy issues and laws.

Implementation Measures

To support increased diversity at the Board and senior management level:

- In reviewing Board and senior management composition and assessing effectiveness, the Board and the Corporate Governance, Nominating and Sustainability Committee will consider the benefits of diversity and the diversity of the Board members and the members of the senior management team.

- At least annually, the Board or the Corporate Governance, Nominating and Sustainability Committee will review and discuss the level of representation of women on the Board and senior management. This review will include consideration of the effectiveness of this Policy in increasing such representation as new directors join the Board and/or senior management team over time, which will be assessed based on the number of female director and/or senior management team candidates identified, the number of such candidates that advance in the selection process and the number that are appointed or nominated to the Board and/or senior management team.
- In an effort to increase the representation of diversity, including women on the Board and at senior management levels, when identifying new candidates to recommend for election or appointment to the Board or appointment to the senior management team, the Board (or the Corporate Governance, Nominating and Sustainability Committee) will consider engaging qualified external advisors to conduct a search for candidates who meet the Board's and/or senior management team's criteria. If such external advisors are engaged, they will be instructed to put forward a diversity of candidates, including female candidates.

The Board hereby sets a target to continue to have at least two female members of the Board, or a minimum 25% female member representation, whichever is greater. While the Corporation endeavours to also promote diversity on the senior management team, this Policy does not mandate quotas based on any specific area of diversity and specifically does not set targets for women in senior management positions at the Corporation nor does this Policy purport to condone activity that might violate any anti-discrimination, equal employment or other laws and regulations. All Board and senior management team appointments will be made on merit, in the context of the skills, experience, independence, knowledge and other qualities which the Board and senior management team, each as a whole, requires to be effective, with due regard for the benefits of diversity (including the level of representation of women on the Board and/or senior management team). In addition to the foregoing, the Board recognizes that it is the responsibility of everyone at the Corporation to sustain a culture that promotes and supports principles of diversity and inclusivity. Accordingly, for every open position within the organization, the Board will endeavour to promote the candidacy of at least one female and a representation of the other members of a minority group to be considered as potential candidates.

Review and Amendment of Policy

The Corporate Governance, Nominating and Sustainability Committee and the Board will proactively monitor the Corporation's performance in meeting the standards outlined in this Policy. This Policy is subject to change from time to time by the Board. Any departure from this Policy may only be approved by the Board.