



CHARTER OF THE TECHNICAL, HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE OF THE BOARD OF DIRECTORS

As at December 2, 2022

1. PURPOSE

The overall purpose of the Technical, Health, Safety and Environmental Committee (the “**Committee**”) of Nighthawk Gold Corp. (the “**Corporation**”) is to review and monitor:

- a) the technical aspects of the Corporation’s business on behalf of the Board of Directors (the “**Board**”);
- b) the activities of the Corporation as they relate to the health and safety of employees and consultants of the Corporation in the workplace;
- c) the environmental policies and activities of the Corporation on behalf of the Board; and
- d) other environmental, social, and governance matters as described herein that are not addressed by the Corporate Governance, Nominating and Sustainability Committee of the Corporation.

2. COMPOSITION, PROCEDURES AND ORGANIZATION

- a) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders or until their successors are duly appointed.
- b) The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- c) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. A Chair shall also be designated by the Board annually at the first meeting of the Board following the annual general meeting of shareholders or until the Chair’s successor is duly appointed. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.
- d) The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- e) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- f) The Committee shall meet regularly on such dates and at such locations as the Chair of the Committee shall determine and when and or if any senior officer of the Corporation responsible for environmental matters requests such.
- g) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone, video conference or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- h) The Committee shall have access to such officers and employees and to such information respecting the Corporation, and may engage independent consultants and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform

its duties and responsibilities; however, only doing so with the knowledge and approval of the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

a) Technical

- i) to review and monitor all technical activities of the Corporation on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Corporation's technical disclosure;
- ii) to review any technical reports prepared for or on behalf of the Corporation;
- iii) to review and recommend to the board exploration, drilling or other work programs to advance the Corporation's properties;
- iv) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- v) to report on a timely basis and at least annually to the Board on technical issues and on the advancement of the Corporation's properties.

b) Safety and Health

- i) to review and monitor the health and safety policies and activities of the Corporation on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Corporation's employees and consultants in the workplace and that established practices are applied;
- ii) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Corporation's policies related to the health and safety of its employees and consultants in the workplace are being adhered to and achieved;
- iii) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- iv) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Corporation.

c) Environmental Matters

- i) to review and monitor the environmental policies and activities of the Corporation on behalf of the Board;
- ii) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Code of Business Conduct and Ethics are being adhered to and achieved and that best practices are applied;

- iii) to design and implement baseline studies with adequate time to identify important biodiversity features, priority ecosystems services and related natural resource availability that may be impacted by new projects or expansions;
- iv) to evaluate and document all known potential impacts to important biodiversity features, priority ecosystems services and related natural resource availability;
- v) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action reasonable in the circumstances to protect the environment and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- vi) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended in connection with (i) through (v) above; and
- vii) to report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Corporation for consideration and the manner of disposition.

SCHEDULE "A"

Nighthawk Gold Corp.

POSITION DESCRIPTION FOR THE CHAIR OF THE TECHNICAL, HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE

1. GENERAL

The Chair of the Technical, Health, Safety and Environmental Committee ("**Committee**") of Nighthawk Gold Corp. (the "**Corporation**") shall be the principal liaison between the Committee, the Board of Directors (the "**Board**") and where required, the senior management of the Corporation. The Chair of the Committee shall be primarily responsible for ensuring that the Committee fulfils its purpose, as described in the Charter of the Technical, Health, Safety and Environmental Committee.

2. DUTIES AND RESPONSIBILITIES

It shall be the duty of the Chair of the Committee to:

- a) ensure that members of the Committee regularly receive the information necessary for them to be able to meet their obligations as members of the Committee;
- b) ensure that meetings of the Committee are held as required and in any event not less than the number of meetings per year dictated by the Charter of the Technical, Health, Safety and Environmental Committee;
- c) be responsible:
 - i) for the preparation and dissemination of notices, agendas and meeting materials for all Committeemeetings; and
 - ii) for chairing these meetings or designating the chair to another Committee member;
- d) to oversee the review, at least annually, by the Committee, the technical, environmental and health and safety policies and activities of the Corporation, as applicable; and
- e) ensure that minutes are kept at each meeting of the Committee and that copies of all minutes are provided to all members of the Committee.

3. REPORTING

The Chair of the Committee shall report regularly to the Board on all matters within the authority and mandate of the Committee and at a minimum at each meeting of the Board.