



## CHARTER OF THE HEALTH, SAFETY & SUSTAINABILITY COMMITTEE

### 1. ROLE AND OBJECTIVE

The Health, Safety and Sustainability Committee (the "**Committee**") is appointed by and reports to the board of directors (the "**Board**") of Contact Gold Corp. (the "**Corporation**"). The Committee assists the Board in fulfilling its oversight responsibilities relating to monitoring sustainable development practices, and the development and implementation of any environmental, health and safety policies of the Corporation. The Committee and its membership shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Corporation's shares are listed, Nevada law, including the *Nevada Revised Statutes applicable to Nevada corporations*, and all applicable securities regulatory authorities.

### 2. COMPOSITION

- The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
- Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting. Each member shall serve until his/her successor is appointed unless he shall resign or be removed by the Board or he/she shall otherwise cease to be a director of the Corporation. Any member may be removed or replaced at any time by the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by a vote of a majority of the Board.
- The Chair of the Committee (the "**Chair**") may be designated by the Board or, if it does not do so, the members of the Committee may elect a chair by vote of a majority of the full Committee membership. The Chair of the Committee shall be an independent director (as described above).
- If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.
- The Chair presiding at any meeting shall not have a casting vote.
- The Committee shall appoint a secretary (the "**Secretary**") who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee. This role is normally filled by the Secretary of the Corporation.

### 3. MEETINGS

- The Committee shall meet as required, but at least once per year, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements.



- The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.
- A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
- At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- The CEO is expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera discussion without the CEO, or any other member of management, being present.
- The Committee may by specific invitation have other resource persons in attendance including such officers, directors and employees of the Corporation and its subsidiaries, and other persons as it may see fit.
- The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- Minutes of Committee meetings shall be sent to all Committee members.
- The Chair of the Committee shall report periodically the Committee's findings and recommendations to the Board.

#### **4. RESOURCES AND AUTHORITY**

- The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information with respect to the Corporation and its subsidiaries as it considers being necessary or advisable in order to perform its duties and responsibilities.
- The Committee shall have the authority to:
  - investigate any activity of the Corporation that relates to sustainable development, community development, environment, health and safety;
  - engage independent counsel and other advisors as it determines necessary to carry out its duties; and
  - set and pay the compensation for advisors employed by the Committee.

#### **5. RESPONSIBILITIES**

##### **A. Chair**

To carry out its oversight responsibilities, the Chair of the Committee shall undertake the following:

- provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- chair meetings of the Committee (unless not present, including in camera sessions) and reports to the Board of Directors following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- ensure that the Committee meets on a regular basis and at least once per year;
- in consultation with the Committee members, establish a calendar for holding meetings of the Committee;
- establish the agenda for each meeting of the Committee, with input from other Committee members, and other parties, as applicable;
- ensure that Committee materials are available to any Director on request;
- report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole;
- act as liaison and maintains communication with the Chair of the Board (or Lead Director, if an individual other than the Chair) and the Board to optimize and coordinate input from Board members, and to optimize the effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;
- ensure that the members of the Committee understand and discharge their duties and obligations;

- foster ethical and responsible decision making by the Committee and its individual members;
- oversee the structure, composition, membership and activities delegated to the Committee from time to time;
- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approves work to be done for the Committee by consultants;
- facilitate effective communication between members of the Committee and management;
- encourage Committee members to ask questions and express viewpoints during meetings;
- attend each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair; and
- perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

#### **B. Committee**

To carry out its oversight responsibilities, the Committee shall undertake the following:

- Encourage, assist, support and counsel management in developing short and long term policies, standards and principles with respect to sustainability, environmental, health and safety;
- Review and monitor the sustainability, environmental, safety and health policies and activities of the Corporation on behalf of the Board to ensure that the Corporation is in compliance with appropriate laws and legislation, and policy;
- Review periodic sustainability, environment, health and safety reports;
- Review an annual report by management on sustainable development, environmental, safety and health issues;
- Periodically review community, environmental, health and safety response compliance issues and incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- Review results of operational community, environment, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits;
- Ensure that principle areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- Ensure that the Corporation's directors are kept abreast of their duties and responsibilities related to the scope of this Committee;



- Make periodic visits, as individual members or as the Committee, to corporate locations in order to become more familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability, environment, health and safety;
- Investigate, or cause to be investigated, any extraordinary negative sustainability, environment, and health and safety performance where appropriate.
- Perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate; and
- Review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board of Directors for approval.

Enacted June 7, 2017