



HARTE GOLD CORP.

COMMITTEE CHAIR POSITION DESCRIPTION

APPOINTMENT

Each chair (the “**Committee Chair**”) of a committee (“**Committee**”) of Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) shall be a duly elected or appointed member of the Board and will be appointed as a Committee Chair by the Board following the annual meeting of shareholders. Each Committee Chair serves at the pleasure of the Board until his or her successor is appointed.

RESPONSIBILITIES, DUTIES & POWERS

The primary responsibility of the Committee Chair is to oversee the operations and affairs of the Committee and to provide leadership to the Committee to enhance the Committee’s effectiveness.

Each Committee Chair plays a critical role in guiding the Committee in the fulfillment of the Committee’s duties and responsibilities as set out in the Committee’s Charter and managing the process through which the Committee carries out such duties and responsibilities.

Leadership

The Committee Chair will provide leadership to the members of the Committee by, among other things:

- overseeing the Committee’s discharge of its duties as set out in the Committee Charter;
- maintaining a liaison and communicating with members of the Committee to coordinate input from all members of the Committee;
- establishing procedures to govern the effective and efficient conduct of the Committee’s work;
- ensuring that the work delegated to the Committee is carried out and reported on to the Board;
- ensuring that issues arising from Committee deliberations are adequately addressed by management and resulting outcomes are communicated to the Committee;
- facilitating effective communication between members of the Committee and members of senior management;
- ensuring that resources and expertise are available to the Committee so that it may function effectively;

- ensuring that any outside advisors retained by the Committee are appropriately qualified and independent in accordance with applicable law;
- reporting to the Board on behalf of the Committee following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibilities;
- evaluating the performance of the Committee and making recommendations for changes when appropriate;
- overseeing the structure, composition of, and activities delegated to, the Committee from time to time; and
- performing such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

Meetings

The Committee Chair will preside at meetings of the Committee and will, in consultation with the Board Chair, Chief Executive Officer and the chair of the Nominating, Compensation and Governance Committee, as appropriate:

- schedule meetings of the Committee;
- set the agenda for meetings of the Committee;
- prepare, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis;
- review items of importance for consideration and ensure that all business required to come before the Committee is brought before the Committee and resolution on such items is reached;
- monitor the adequacy and timeliness of materials provided by management in connection with deliberations by the Committee;
- ensure that all members of the Committee are afforded the opportunity to contribute their positions, views, advice and questions;
- ensure that the Committee has the opportunity to meet in separate closed sessions with members of management and external advisors;
- encourage free and open discussion to ensure that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view and encourages all Committee members to participate in such a way that is conducive to good decision-making;

- work constructively toward achieving a consensus among Committee members on any matter brought before the Committee; and
- ensure that Committee discussions and decisions are properly summarized and recorded in minutes of the Committee.

Approved by the Board of Directors on November 24, 2020.