



## **HARTE GOLD CORP.**

### **HEALTH, SAFETY, ENVIRONMENT & TECHNICAL COMMITTEE CHARTER**

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The board of directors (the “**Board**”) of Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) has established a Health, Safety, Environment & Technical Committee (the “**Committee**”) whose membership, authority and responsibilities shall be as set out in this Charter, as it may be amended from time to time by the Board.

#### **FUNCTION**

The Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities with respect to health, safety and environmental matters at Harte Gold and its oversight of the management of the Company’s mining operations from a technical perspective.

#### **MEMBERSHIP**

Following each annual meeting of shareholders of Harte Gold, the Board shall appoint no fewer than three directors to the Committee (the “**Members**”) and shall appoint one of the Members to chair the Committee.

Members shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Company.

#### **MEETINGS**

The Committee shall meet as frequently as is necessary to carry out its responsibilities but at least three times each year.

Each meeting will include an *in camera* session of the Committee without members of management present.

The Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the constating documents or bylaws of Harte Gold, or (c) applicable law.

In the absence of the Committee chair for any meeting, the Members shall elect a chair from those in attendance to act as chair of that meeting.

The Committee shall keep minutes of its meetings which shall be submitted to the Board. The

Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

### **REPORTING TO BOARD**

Following each meeting of the Committee, the Committee shall report to the Board on the issues considered by the Committee, any recommendations being made by the Committee for approval by the Board and on any actions taken by the Committee.

### **RESPONSIBILITIES, DUTIES & POWERS**

#### **Strategies, Policies and Programs**

The Committee is responsible for overseeing the establishment and implementation of the Company's strategies, policies and programs with respect to safety, health and environmental matters and for monitoring the Company's performance against such strategies, policies and programs.

In fulfilling its responsibilities, the Committee will, among other things, review and monitor, seek recommendations from management or third-party experts (as considered appropriate by the Committee), and, when deemed appropriate by the Committee, make recommendations to the Board on:

- the Company's compliance with the Company's safety, health and environmental programs, policies and procedures related to as well as with applicable laws, rules, regulations and standards of corporate conduct;
- proposed changes to the Company's safety, health and environmental programs, policies and procedures;
- safety, health and environmental related trends and emerging issues and their impact on the Company;
- the Company's overall record of safety, health and environmental performance including against peer performance;
- significant incidents to assess whether existing procedures were effective and to determine whether the Company is taking appropriate actions in respect of such significant incidents;
- any material claims, demands, and legal proceedings against Harte Gold that arise from safety, health and environmental matters; and
- the potential safety, health or environmental impact that any new major exploration, development, operating, or new business activity may have.

#### **Audit and Management Plans**

The Committee will provide oversight in the development of the Company's safety, health and

environmental management plans and monitor the Company's compliance with such plans.

The Committee will ensure that appropriate safety, health and environmental audit plans are established and carried out and will review the results of any such audits.

### **Technical Oversight**

The Committee is responsible for overseeing the management of the Company's mining operations from a technical perspective. In fulfilling its responsibilities, the Committee will, among other things, review and monitor, seek recommendations from management or third-party experts (as considered appropriate by the Committee), and, when deemed appropriate by the Committee, make recommendations to the Board with respect to:

- the technical aspects of Harte Gold's exploration, development, permitting, construction and mining operations;
- mineral resource and mineral reserve estimates for Harte Gold's properties, management's procedures for the disclosure of mineral resource and mineral reserve information and the compliance of such disclosure with regulatory and listing requirements;
- material commercial arrangements;
- annual operating and production plans;
- life of mine plans, as proposed and revised from time to time;
- mine closure plans and reclamation obligations; and
- exploration programs.

### **Corporate Goals and Objectives**

The Committee is responsible for reviewing proposed safety, health, environmental and operational related goals and objectives for inclusion in the Company's compensation programs, making recommendations to the Nominating, Compensation and Governance Committee on such goals and objectives and monitoring performance against such goals and objectives throughout the year.

### **Risk Management**

The Committee shall assist the Board in fulfilling its risk oversight responsibilities by, among other things, ensuring that processes are in place to enable management to identify significant safety, health, environmental, technical and operating related risks; ensuring that management establishes appropriate action plans to mitigate against such risks; and monitoring management's implementation of such action plans.

## **Public Disclosure**

The Committee shall review and approve (or recommend to the Board for approval) prior to public release, any public disclosures containing information with respect to the matters set out in this Charter over which the Committee has responsibility.

## **Access to Management & Information**

The Committee will have full and free access to officers and employees of the Company and the Company's books and records. Any meetings or contacts that the Committee wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the chair or other member of the Committee. The Committee will use its judgment to ensure that any such contact is not disruptive to the business operations of the Company.

## **Advisors**

The Committee has the authority to retain, obtain the advice of, and terminate any consultant, external legal counsel or other advisor, to assist it in the performance of its duties. Harte Gold will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. The Committee shall have sole authority to approve such consultants' fees and retention terms, and shall be directly responsible for the selection, compensation and oversight of the advisors it retains.

## **Committee Evaluation**

The Committee shall review, at least annually, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary or otherwise deemed appropriate by the Committee.

Approved by the Board of Directors on November 24, 2020