



## HARTE GOLD CORP.

### NOMINATING, COMPENSATION & GOVERNANCE COMMITTEE CHARTER

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The board of directors (the “**Board**”) of Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) has established a Nominating, Compensation & Governance 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 functions are to assist the Board in discharging its responsibilities relating to the nomination of Board members, executive compensation and corporate governance including,

- (a) *with respect to the nomination of Board members*, identifying individuals qualified to become Board members consistent with the criteria approved by the Board and recommending director nominees to the Board and for each committee;
- (b) *with respect to executive compensation*, (i) the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other officers (“**Officers**”); (ii) the Company’s management compensation structure, policies and programs; and (iii) the annual report on executive compensation for public disclosure in the Company’s proxy statement or otherwise, as required by applicable securities laws and the rules and regulations promulgated thereunder; and
- (c) *with respect to corporate governance*, (i) leading the Board in its annual review of the Board’s performance; (ii) overseeing the recruitment of the CEO and succession planning; and (iii) developing and recommending to the Board corporate governance principles applicable to Harte Gold.

#### MEMBERSHIP

Following each annual meeting of shareholders of Harte Gold, the Board shall appoint no fewer than three directors to the Committee (the “**Members**”), the majority of whom shall be "independent" as determined by the Board in accordance with applicable securities laws and stock exchange rules 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.

The Committee may form and delegate authority to subcommittees when appropriate.

## **MEETINGS**

The Committee shall meet as frequently as is necessary to carry out its responsibilities, but at least twice 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**

### **Nominating Function**

#### **Board Membership**

The Committee assists the Board in identifying individuals qualified to become members of the Board.

The Committee will lead the search for, screen, evaluate and recommend to the Board qualified candidates or nominees for election or appointment as directors, consistent with criteria approved by the Board. In making its recommendations, the Committee shall take into account:

- the independence of the prospective candidate;
- the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole currently possesses and the

competencies and skills that the prospective candidate would bring to the Board;

- the ability of the prospective candidate to contribute to effective oversight of the management of the Company, taking into account the needs of the Company and the individual's background, experience, competencies, expertise, perspective, skills and knowledge that are appropriate and beneficial to the Company;
- the prospective candidate's contacts in the communities in which Harte Gold does business and in the mining industry;
- the personal qualities, characteristics and accomplishments of the prospective candidate
- the prospective candidate's integrity and reputation in the business community;
- the ability of the prospective candidate to represent the Company's shareholders and be committed to enhancing long-term stockholder value; and
- the prospective candidate's qualification to serve on Board committees.

The Committee shall review, on an annual basis, the composition, organization and size of the Board in order to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.

The Committee will maintain a matrix of the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing director to possess in order to identify any competency and skill gaps on the Board.

The Committee will establish and oversee a policy for considering shareholder nominees for directors and develop the procedures that must be followed by shareholders in submitting recommendations.

### **Committee Structure**

In consultation with the Board chair and the chair of each committee, the Committee will, on an annual basis, make recommendations to the Board with respect to assignments to committees of the Board, including recommendations as to the chair of each committee, the types, duties, functions, size and operation of committees of the Board and the adequacy of committee mandates.

### **Succession Planning**

The Committee shall:

1. review periodically the overall succession planning for the chair of the Board and, when appropriate, recommend to the Board the process for selecting the chair of the Board;

2. oversee the selection and recruitment of any new CEO or other senior officer who may be considered to serve as a director; and
3. prepare an annual report to the Board on succession planning which should include policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO and ensure that a CEO succession plan is in place.

## **Compensation Function**

### **Compensation Strategy, Policies and Programs**

On at least an annual basis, the Committee will review and make recommendations to the Board on the Company's compensation strategy, policies and programs for directors, officers and employees. In its review, the Committee will ensure that such policies and programs:

- ✓ properly reflect the respective risks, duties and responsibilities of positions;
- ✓ are competitive in attracting, retaining and motivating people of the highest quality;
- ✓ are considered against market compensation data for similar roles and levels of responsibility with the Company's peer group;
- ✓ align the interests of the CEO and Officers with shareholders; and
- ✓ are based on established corporate and individual performance objectives.

The Committee will establish a peer group of comparable companies and a target competitive positioning or range for the Company's executive compensation program and individual elements.

### **Executive Performance and Compensation**

The Committee shall review, in consultation with the CEO, and make recommendations to the Board with respect to the corporate and individual goals and objectives relevant to the compensation of the CEO and other Officers, evaluate the performance of the CEO and other Officers in light of those goals and objectives, and recommend to the Board the amount and composition of the compensation of the CEO and other Officers based on this evaluation.

In making its determination, the Committee shall consider the degree to which the goals and objectives were met, Harte Gold's performance and shareholder return relative to its peers, the recommendations of the CEO for Officers, the compensation of chief executive officers and officers at comparable companies, the awards given to the CEO and Officers in past years, and such other factors as the Committee deems relevant. The CEO shall not be present during voting or deliberations about the CEO's compensation.

### **Executive Agreements**

The Committee shall review and, if appropriate, approve employment agreements, severance arrangements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for each Officer, subject to Board approval.

## **Director Compensation**

The Committee shall review and make recommendations to the Board with respect to the compensation to be paid to directors for service on the Board and on Board committees.

## **Equity Based Compensation Plans**

The Committee shall administer any equity-based compensation plan of the Company, including reviewing management's recommendations in accordance with its terms.

Subject to the terms of any equity-based compensation plan of the Company, the Committee will consider and make recommendations to the Board for approval regarding, among other matters, the determination of participants under the Company's equity-based compensation plans, stock option and restricted share unit grants (including performance-based share unit grants), the number of common shares of the Company purchasable pursuant to each option grant and the allotment of common shares issuable pursuant thereto, the exercise price, term of exercise, vesting conditions, termination provisions and such other terms and conditions as the Committee may propose in accordance with the terms of the stock option plan and restricted share unit plan.

Notwithstanding target performance having been met, the Committee may determine that the Annual Equity Award should be reduced based on the Company's financial, operational and share price performance, the performance of the Company relative to other companies affected by similar macro-economic factors, Harte Gold's strategic plan, retention of key talent, alignment of compensation and performance, the potential value of equity awards in different share price growth and performance scenarios and any other factors the Committee may consider relevant.

## **Corporate Governance Function**

The Committee is responsible for overseeing the establishment and implementation of the Company's corporate governance policies and practices and for monitoring, at least on an annual basis, the Company's performance against such policies and practices as well as applicable laws and regulations.

## **Orientation and Continuing Education**

The Committee shall provide an orientation and education program for new directors which advises them of the role of the Board and its committees, the nature and operation of the business of Harte Gold and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

## **Independence**

The Committee shall monitor the appropriateness of implementing structures from time to time to ensure that the Board functions independently of management. The Committee will consider questions of independence and possible conflicts of interest of members of the Board and of management and make recommendations regarding such matters to the Board, including the criteria for determining director independence. The Committee will, on an

annual basis, review and assess the independence of each director. The Committee is responsible for approving, and subsequently monitoring, all transactions involving the Company and “related parties” as that term is defined in applicable securities laws.

### **Performance Evaluation**

The Committee shall, on an annual basis, oversee the evaluation of the Board, its committees and the contribution of individual directors to determine whether the Board, its committees and the directors are functioning effectively. The Committee will prepare, for discussion with the Board, an assessment of performance of the Board and its committees.

### **Shareholder Engagement**

The Committee shall develop and regularly evaluate the processes by which shareholders may communicate with the Board chair or other members of the Board and shall manage the Board's relations with shareholders on executive compensation matters including the requirement to submit the Company's executive compensation program for an advisory vote by shareholders.

### **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 corporate governance and executive compensation 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 recommend to the Board for approval the disclosure of the Company's governance policies and practices and the Compensation Discussion and Analysis for inclusion in Harte Gold's management information circular as required by applicable rules and regulations. In addition, the Committee shall review and approve (or recommend to the Board for approval) prior to public release, any other public disclosures containing information with respect to 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