

GOGOLD RESOURCES INC.
(the “Corporation”)

CHARTER OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
(the “ESG Committee”)

(approved by the board of directors (the “Board”) of the Corporation February 14, 2022)

1. The ESG Committee shall advise and make recommendations to the Board in its oversight role with respect to the environmental, social responsibility and corporate governance (“**ESG**”) strategy, policies, programs and performance of the Corporation.
2. The ESG Committee shall advise and assist the Board in regards to:
 - 2.1. Setting the Corporation’s general strategy relating to ESG, as well as developing, implementing, and monitoring initiatives and policies at the Corporation based on that strategy;
 - 2.2. Monitoring and reviewing any risks related to ESG;
 - 2.3. Overseeing communications with employees, investors, and other stakeholders of the Corporation with respect to ESG matters;
 - 2.4. The Corporation's compliance with applicable legal and regulatory requirements associated with ESG; and
 - 2.5. Supporting the furtherance of the Corporation's commitment to adoption of best practices in mining operations, promotion of a healthy and safe work environment, and environmentally sound and socially responsible resource development.
3. The ESG Committee shall have the authority to delegate to one or more of its members responsibility for developing recommendations for consideration by the ESG Committee with respect to any of the matters related to ESG.
4. The meetings of the ESG Committee shall proceed as follows:
 - 4.1. The ESG Committee shall meet quarterly or more frequently if required. The ESG Committee may invite such other persons (including members of management) to its meetings as it deems necessary.
 - 4.2. No business shall be transacted by the ESG Committee unless a quorum of the ESG Committee is present or the business is transacted by resolution in writing signed by all members of the ESG Committee. A majority of the ESG Committee shall constitute a quorum. The time at which and the place where, or communication facility through which, the meetings of the ESG Committee shall be held, and the procedure in all respects of such meetings, shall be determined by the ESG Committee, unless otherwise provided for in the articles or by-laws of the Corporation or otherwise determined by resolution of the Board.

- 4.3. The ESG Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of members of the ESG Committee participating in any meeting of the ESG Committee shall be sufficient for the adoption of any resolution.
5. The ESG Committee membership shall be structured as follows:
 - 5.1. The ESG Committee shall be comprised of a minimum of three directors appointed by the Board in accordance with the applicable requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities, and at least a majority of which will be independent directors of the Corporation. A member may resign or be removed from the ESG Committee at any time and thereafter shall be replaced by the Board. A member of the ESG Committee will automatically cease to be a member at such time as that individual ceases to be a director of the Corporation.
 - 5.2. The Board shall appoint a chair of the ESG committee (“**Chair**”) from among the members of the ESG Committee. In the Chair’s absence, or if the position is vacant, the ESG Committee may select another member to act as interim Chair. The Chair shall be responsible to ensure the ESG Committee meets and performs its duties as set out in this Charter and to report to the Board on the activities of the ESG Committee.
 - 5.3. The members of the ESG Committee shall be entitled to receive such remuneration for acting as a member of the ESG Committee as the Board may from time to time determine.
6. The ESG Committee will be responsible to:
 - 6.1. Review and assess the adequacy of this Charter and all the Corporation’s ESG policies approved by the board at least annually and, where necessary or desirable, recommend changes to the Board;
 - 6.2. Review, on a regular basis, reports and activities by management on ESG;
 - 6.3. Encourage, assist, support and counsel management in developing short- and long-term policies, standards and processes to ensure that the principles set out in any ESG policies are being achieved;
 - 6.4. Overseeing management of the Corporation in monitoring trends and reviewing current and emerging issues in ESG, as well as evaluating their impact on the Corporation;
 - 6.5. Review results of operational, ESG management's activities;
 - 6.6. Review and make recommendations to the Board and management in regard to ESG policies and procedures;
 - 6.7. Keep the Board abreast of their duties and responsibilities related to the scope of the ESG Committee;
 - 6.8. Evaluate the effectiveness of the Corporation’s ESG programs and make recommendations for improvement, if any;
 - 6.9. Review and make recommendations in regard to any ESG compliance issues;

- 6.10. Request investigation of any extraordinary negative ESG incidents where appropriate;
 - 6.11. Review with management the Corporation's internal and external communications with employees, investors, and other stakeholders regarding the Corporation's position on or approach to ESG matters, including by reviewing, as appropriate, draft press releases, reports, or other disclosures to stakeholders;
 - 6.12. Receive reports from management on the Corporation's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility programs;
 - 6.13. Make periodic visits to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to ESG;
 - 6.14. Monitor and review the management of the Corporation's diversity and inclusion initiatives;
 - 6.15. Review, assess and make recommendations to the Board in relation to the Corporation's Sustainability Report; and
 - 6.16. Report to the Board following each meeting of the ESG Committee and at such other times as the Board may consider appropriate.
7. The Committee shall have access to management and outside advisors as follows:
- 7.1. The ESG Committee shall have full, free and unrestricted access to management and employees and to inspect the relevant books and records of the Corporation and its subsidiaries, and may commission reports or supplemental information from management relating thereto.
 - 7.2. The ESG Committee shall have the authority to:
 - 7.2.1. Retain independent legal or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities; and
 - 7.2.2. Set and pay the compensation of any such advisors, at the expense of the Corporation.
 - 7.3. Any advisors retained by the ESG Committee shall report directly to the ESG Committee.