



SUSTAINABILITY COMMITTEE CHARTER

This Charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of GT Gold Corporation (“**GT Gold**”).

1.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with regard to sustainability, including but not limited to: environmental affairs, sustainable development, health and safety, government relations, human rights, human resources, and social performance management (collectively “Sustainability Matters”).

2.0 Composition and Membership

- a. The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of GT Gold or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- b. The Committee will consist of at least three independent directors. Each of the independent Members will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which GT Gold’s securities are listed. In addition, each independent director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- c. All Committee Members will have a working familiarity with sustainability matters.
- d. The Board will appoint one of the Members to act as the Chair of the Committee (the “**Chair**”). The secretary of GT Gold (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- e. The Board will appoint one member of the Technical Committee and one member of the Compensation, Nomination and Governance Committee to the Sustainability Committee.
- f. The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

3.0 Meetings

- a. Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two (2) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone or web-based conference facilities

- b. The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
- c. A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- d. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- e. In advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of GT Gold to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4.0 Duties and Responsibilities

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

- a. review the Safety, Environmental, and Social Responsibility performance and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation, policies, and principles;
- b. review with management the Company's risk assessment, risk exposure and risk management in respect of Sustainability Matters, and report to the Board in respect thereof;
- c. monitor management's action plans to address emerging Sustainability Matters and review the sufficiency of resources available for carrying out the actions and activities recommended;
- d. review and consider potential environmental and social liabilities and obligations and their potential financial impact on the Company, including the Company's operational, close down and rehabilitation provisions;
- e. inform the Audit Committee of the Board in respect of significant changes in financial risk or potential disclosure issues related to Sustainability Matters;
- f. evaluate and recommend to the Board for approval, commitments to reporting and disclosure of Sustainability Matters;
- g. review disclosure objectives for Sustainability Matters and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- h. annually review established corporate and individual performance objectives, recommend performance objectives to the Board in respect to Health and Safety, Environmental, and Social Responsibility;
- i. annually review Board Mandate, Committee Charters and principal corporate policies including; Code of Business Conduct and Ethics, Corporate Disclosure Policy, Corporate Governance Guidelines, Insider Trading Policy, and Whistleblower Policy, and, in the Committee's discretion, recommend any changes or additions to the Board for consideration;

- j. review grievance and whistleblower procedures and logs and the associated plans by management to address issues raised, and recommend actions for continuous improvement; and
- k. review and assess the adequacy of this Charter on a regular basis and submit any proposed revisions to the Board for consideration and approval.

5.0 Reporting

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding GT Gold that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee may retain, at GT Gold's expense, independent legal, financial and other advisors to assist the Committee in fulfilling its duties and responsibilities. The approval of contracts, fees and other retention items associated with retained independent legal, financial or other advisors is subject to the approval of the Board.

7.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: January 15, 2021

Approved by: Sustainability Committee
Board of Directors