



## TECHNICAL COMMITTEE CHARTER

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

### 1.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- technical matters relating to exploration, development, permitting, construction and operation of GT Gold’s mining activities;
- mineral resources and reserves on GT Gold’s properties;
- ensuring GT Gold implements best-in-class property development and exploration practices;
- planning & preparation of field programs, budgets and technical reports;
- adherence to annual work program and budget; and
- monitoring that the technical work is in accordance with permitted regulations.

### 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 directors, a majority of whom will meet the criteria for independence established by applicable laws and any rules of the stock exchanges upon which GT Gold’s securities are listed, including section 1.4 of National Instrument 52-110 - Audit Committees. In addition, each of the independent directors 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 general familiarity with technical matters.
- (d) The Board will appoint one of the Members to act as the chairman of the Committee (the “**Chairman**”). 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 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 Chairman may determine, but in any event not less than two (3) 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, by telephone or web-based conference facilities.
- (b) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chairman 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 Chairman 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 Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, 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:

#### **4.1 *Technical Matters***

- (a) review the technical aspects of GT Gold's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- (b) review all mineral resource and reserve estimates for GT Gold's properties, management's procedures for the disclosure of resource and reserve information and the compliance of such disclosure with regulatory and listing requirements, making recommendations to the Board for consideration;

- (c) review major commercial arrangements for activities planned for the development of mineral resource properties and, in the Committee's discretion, make recommendations to the Board for consideration;
- (d) Ensure that the work programs undertaken on GT Gold's properties adhere to the approved permit regulations;
- (e) review annual plans and proposed budgets, together with exploration results, for all proposed and existing properties and, in the Committee's discretion, make recommendations to the Board for consideration; and
- (f) review material assumptions, planning and elaboration of technical reports, make recommendations to the Board for consideration.

#### **4.2 General Matters**

- (a) direct and supervise the investigation of any matter brought to its attention, where, in the Committee's discretion, the investigation is appropriate and within the scope of its duties;
- (b) review proposed disclosure of all material documents related to the technical area which are to be made public and report to the Board with recommendations if necessary; and
- (c) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

#### **5.0 Reporting**

The Chairman 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 has the authority to retain, at GT Gold's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior 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: December 29, 2020

Approved by: Technical Committee  
Board of Directors