

WESDOME GOLD MINES LTD.
CHARTER OF THE TECHNICAL, SAFETY AND SUSTAINABILITY COMMITTEE

PURPOSE

The Board of Directors of Wesdome Gold Mines Ltd. (the “**Company**”) has established a Technical, Safety and Sustainability Committee (the “**Committee**”) in furtherance of its commitment to environmentally sound and responsible resource development and a healthy and safe work environment. The primary function of the Committee is to assist board of directors of the Company (the “**Board**”) in fulfilling its oversight responsibilities.

ROLE

The Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities, including:

- a. Development, evaluation and assessment of the Company’s policies and its performance with respect to health, safety and environmental issues with a view to identifying areas of weakness and suggesting improvements where appropriate.
- b. Technical matters relating to the Company’s mining and other activities;
- c. The Company’s procedures for the preparation and disclosure of resource and reserve information for the Company’s properties; and
- d. Policies and practices regarding health and safety, environmental issues, social responsibility and other sustainability matters, including staying apprised of climate change practices and environmental issues that may impact Wesdome and its operations.

COMPOSITION AND MEMBERSHIP

- a. The independent members of the Board will appoint annually the members of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed.
- b. The Committee will consist of at least three directors, all of whom shall be independent non-executive directors, free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Sustainability Committee.
- c. All Committee members shall have a working familiarity with the health, safety and environmental issues relating to the Company's operations and shall have a breadth of industry or relevant experience and knowledge.
- d. The Board will appoint one of the members to act as the Chair of the Committee (the “**Chair**”).

MEETINGS AND PROCESS

- a. The Committee shall meet at least four times annually, or more frequently as circumstances require.
- b. Meetings of the Committee will be held at such times and places as the Chair may determine, and may be held in person, by telephone, and/or by video conference.
- c. A majority of the members of the Committee shall constitute a quorum.

- d. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.
- e. Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Committee.
- f. The Committee Chair, if present, will act as the chair of meetings of the Committee and shall establish the agenda of the meeting and, where possible, ensure that materials are circulated sufficiently in advance to provide adequate time for review prior to the meeting.
- g. The Committee Chair will appoint a Recording Secretary at each meeting. The Secretary will keep minutes of each meeting, which will be distributed in advance of subsequent meetings for Committee approval.
- h. The Committee may delegate work to one or more of its members, and such members must report to the Committee at its next scheduled meeting or as otherwise mandated.
- i. In order to properly carry out its responsibilities, the Committee may retain outside consultants upon the approval of the Board Chair.
- j. The Committee shall have access to officers and employees of the Company, its auditors, legal counsel and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities.
- k. At each meeting of the Committee, there shall be an *in camera* session of only the independent members if applicable.
- l. The Committee shall report its discussions to the Board at the next Board meeting.

DUTIES AND RESPONSIBILITIES

TECHNICAL MATTERS

The Committee will:

- a. Review management's assumptions and methodology in the preparation of the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercise was reasonable.
- b. Recommend board approval of technical reports and annual mineral reserve and mineral resource estimates, and ensure such disclosure complies with regulatory requirements.

OPERATIONS

The Committee will:

- a. Review all material proposals for mine construction programs and make recommendations to the Board for consideration where appropriate
- b. Review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and make recommendations to the Board for consideration, where appropriate.

SUSTAINABILITY MATTERS

The Committee will:

- a. Review management reports on sustainability matters, including health, safety, environmental and social matters, including first nation engagement activities, including the Company's record of performance on health, safety and environmental matters, along with any proposed actions based on the record of performance.
- b. Review with management the Company's goals, policies and programs relative to sustainability issues.
- c. Review the results of any health, safety and environmental audits.
- d. Make inquiries of management concerning the Company's compliance with its goals, policies, and programs and with applicable laws, rules, regulations and standards of corporate conduct, and make recommendations to the Board of Directors as the Committee determines appropriate.
- e. Confirm that management has in place compliance procedures that: (i) allow the Company to respond to health, safety and environmental violations and incidents in a timely and effective manner; (ii) allow the Committee and the Board of Directors to receive adequate notification of such violations and incidents and (iii) promote accountability, the avoidance of incidents and violations and improvements in the future.
- f. Review with management the following items as they relate to health, safety or environmental matters:
 - i. the Company's policies with respect to risk assessment and risk management;
 - ii. the steps management has taken to monitor and control significant health, safety or environmental risk exposures; and
 - iii. the effect of relevant regulatory initiatives and trends.
- e. Advise the Board of Directors regularly of significant developments in the course of performing the above duties, including reviewing with the full Board of Directors any issues that arise with respect to the Company's compliance with legal or regulatory requirements.

OTHER DUTIES

The Committee will:

- a. Annually review the Committee's agenda and mandate and report recommended changes to the Board.
- b. Annually conduct a self-assessment of the Committee's performance.
- c. Perform such other duties as may be assigned to it by the Board or as the Committee shall deem appropriate from time to time, or as may be required by applicable regulatory authorities or legislation.

APPROVAL

OWNER(S)

Technical, Safety and Sustainability Committee
Board of Directors

ADOPTED

March 22, 2016

POLICY TYPE

Board Governance

LAST REVIEWED AND APPROVED

Tech., Safety & Sust. Committee – Feb 21, 2019
Board – February 21, 2019