

# TRISTAR GOLD INC.

## Environmental, Social and Sustainability Committee Charter

### 1. PURPOSE

- 1.1. The board of directors (the “**Board**”) of TriStar Gold Inc. (the “**Company**”) has established an environmental, social and sustainability committee of the Company (the “**Committee**”) to assist the Board in fulfilling its oversight responsibilities with respect to the Company’s compliance with environment, social and sustainability related matters, including health, safety, sustainable development, community relations, human rights, government relations and communications and social responsibility (collectively, “**ESS Matters**”).

### 2. OVERSIGHT

- 2.1. The Committee will provide oversight to: (i) the Company’s policies and disclosure related to ESS Matters; (ii) the Company’s compliance with legislation, regulations and policies related to ESS Matters; (iii) the Company’s risk exposures as they relate to ESS Matters and the management of those risks; and (iv) reporting of environmental, social and governance data to investors and other stakeholders.
- 2.2. Relying on the integrity of the Company’s management, the members of the Committee are members of the Board and, as such, are appointed to provide broad oversight of the Company’s activities and affairs, and are not accountable or responsible for the Company’s day-to-day activities in their capacity as members of the Committee, nor for the administration or implementation of arrangements relating thereto. Rather, the Company’s management is responsible for such matters.

### 3. COMPOSITION

- 3.1. The Committee will be comprised of at least 3 directors of the Company, each of whom shall be generally familiar with ESS Matters relating to mining activities and shall meet the independence, experience and other requirements under applicable securities laws and stock exchange rules, as determined by the Board. A majority of the Committee shall be independent of management.
- 3.2. The members of the Committee shall be appointed by the Board. Each member of the Committee will serve until such member’s successor is duly appointed or until such member’s earlier resignation or removal. The Board may remove a member of the Committee at any time and may fill any vacancy occurring in the Committee.
- 3.3. Unless a chair of the Committee (the “**Chair**”) is appointed by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.
- 3.4. The Committee will appoint an individual, who need not be a director or a member of the Committee, to be the secretary of the Committee (the “**Secretary**”).
- 3.5. The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time-to-time under the circumstances.

#### **4. MEETINGS**

- 4.1. Meetings of the Committee shall be held at such times and places, and by in-person, telephone or video conference meeting as the Chair may determine. The Chair shall provide a minimum of 24 hours' notice to each member of the Committee of each meeting orally, by telephone, email or other form of electronic communication. The notice period may be waived by a quorum of the Committee.
- 4.2. If no Chair has been selected, or at a meeting the Chair is not present within 15 minutes after the time set for holding the meeting, the members of the Committee present may choose one of their number to chair the meeting;
- 4.3. The Chair will chair all regular sessions of the Committee and set the agenda for matters to be addressed at Committee meetings, together with appropriate briefing materials.
- 4.4. The Committee will have access to such officers and employees of the Company, and to such information respecting the Company, as it considers necessary or advisable in order to perform its duties and responsibilities. Where appropriate the Committee will exclude from a meeting and its deliberations a member of the Committee who is an officer.
- 4.5. 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.
- 4.6. The quorum for the transaction of business at any meeting of the Committee or any subcommittee thereof shall be a majority of the members of the Committee or subcommittee, present in person or by telephone or other form of electronic communication that permits all persons participating in the meeting to speak and to hear each other. Decisions by the Committee will be by the affirmative vote of a majority of the members of the Committee, or by consent resolutions in writing signed by each member of the Committee. In the case of an equality of votes, the Chair of the meeting does not have a second or casting vote.
- 4.7. The Secretary shall prepare and maintain minutes of its meetings and deliberations.
- 4.8. The Committee shall periodically report to the Board regarding such matters as are relevant to the Committee's discharge of its responsibilities and shall report in writing on request of the Board.

#### **5. AUTHORITY**

- 5.1. The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by the Committee.
- 5.2. The Committee may retain the services of independent legal, financial and other advisors, consultants and experts to the extent it deems appropriate to assist the Committee in fulfilling its duties and responsibilities hereunder, and shall have the sole authority to approve their fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment to any advisors retained by the Committee.

## **6. DUTIES AND RESPONSIBILITY**

- 6.1. In furtherance of its commitment to a high level of performance by the Company in ESS Matters, the Committee will have the authority to conduct the following in terms of its duties and responsibilities:
- (a) recommend to the Board for approval, as necessary, policies and plans with respect to ESS Matters and action their implementation;
  - (b) review the impact on the Company of proposed or enacted laws, regulations, and policies related to ESS Matters;
  - (c) review the aspects of the Company's exploration, development, permitting, construction and mining programs relating to ESS matters, as applicable, and, in the Committee's discretion, make recommendations to the Board for consideration;
  - (d) encourage and review sustainability efforts and social investment in the communities impacted by the Company's operations;
  - (e) in the event of community conflicts that may affect the Company's operations, assets or personnel, oversee management's strategy and actions and make recommendations, as necessary, to management and the Board;
  - (f) if applicable, regularly review the health, safety and environmental risks arising from the Company's operations, the procedures and management plans designed to manage and mitigate such risks, and management's reports on those matters;
  - (g) promptly review reports prepared by management with respect to any extraordinary event or condition involving significant ESS Matters, and consider the recommendations of management in the reports, assess proposed action plans, report to the Board and, where appropriate, make recommendations to the Board;
  - (h) if any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of the Company's response to such situations, make recommendations to the Board where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved;
  - (i) oversee the Company's compliance with regulatory requirements regarding ESS Matters and review significant non-compliance issues including reviewing incidents, their investigation and mitigation activities;
  - (j) to review and recommend for approval corporate objectives for the Company as they related to ESS matters and monitor the Company's performance against the objectives;
  - (k) assess the diversity of the Company's hiring practices, and make recommendations to the Board with respect to policies that will maximize diversity in the Company's operations and promote the hiring of historically underrepresented groups;

- (l) oversee compliance by all directors, officers and employees of the Company and its subsidiaries as well as any third party working on the Company's behalf with the Company's Code of Ethics in relation to ESS Matters and report any significant non-compliance issues;
- (m) provide appropriate guidance, where available, to the Board on evolving laws and regulations in relation to ESS Matters with respect to directors' duties and responsibilities and as required, on evolving industry practices regarding social responsibility;
- (n) review and consider potential environmental liabilities and objectives as their potential financial impact on the Company, including the Company's mine closure plans and reclamation provisions;
- (o) 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;
- (p) review periodically the adequacy of the Company's policies for ESS Matters;
- (q) review the sufficiency of resources for carrying out the actions and activities recommended on ESS Matters;
- (r) review public reporting relating to the Company's performance related to ESS Matters;
- (s) periodically review the adequacy of this Charter and recommend appropriate revisions to the Board; and
- (t) report the Committee's findings in the above areas to the Board on a regular basis.

## **7. EFFECTIVE DATE**

This Charter was implemented by the Board on May 26, 2021.