



GOLDSHORE RESOURCES INC.

TECHNICAL AND SUSTAINABILITY COMMITTEE CHARTER

1. Introduction and Purpose

The Board of Directors of Goldshore Resources Inc. (“**Goldshore** or the “**Company**”) has established a Technical and Sustainability Committee (the “**Committee**”) in furtherance of its commitment to inclusive social stewardship; technical excellence; environmentally responsible exploration and development activities; respectful and transparent interaction with all stakeholders; and maintaining 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 responsibilities of fiduciary oversight.

2. Committee Composition

The independent members of the Board will appoint the members of the Committee on an annual basis. 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.

The Committee will consist of at least three directors, one of who shall be an independent non-executive director, free from any relationship that, in the opinion of the Board, could interfere with the exercise of his or her independent judgment as a member of the Sustainability Committee.

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 relevant breadth of industry or relevant experience and technical knowledge.

The Board will appoint one of the members to act as the Chair of the Committee (the “**Chair**”).

3. Role of the Committee

The role of the Committee is to conduct the development, regular evaluation and assessment of the Company's policies, procedures, protocols and performance with respect to its health, safety, social, environmental matters, with a view of identifying areas of weakness and recommending improvement where appropriate. These areas will strive to incorporate best practices (where possible and where applicable) in:

- Health, Safety and Wellness of Company employees and related stakeholders
- Inclusion, Social Responsibility and First Nations Indigenous Relations
- Environmental Stewardship, Climate Awareness and Compliance

The Committee also has oversight on all technical matters relating to the Company's exploration and development activities, including but not limited to:

- Operating policies and practices when reviewing exploration and field operations with respect to the drilling campaign, and other exploration activities;
- Technical QA/QC processes and protocols related to National Instrument (NI 43-101) standards of disclosure;
- Assumptions and methodology when assessing management's preparation and disclosure of resource and reserve information for the Company's properties, and general technical oversight;
- Recommend board approval of technical reports and annual mineral reserve and mineral resource estimates, and ensure such disclosure complies with regulatory requirements;
- 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.
- Review with management the Company's goals, policies and programs relative to sustainability issues.
- Review the results of any health, safety and environmental audits.
- 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.
- Review the Company's policies with respect to risk assessment and risk management from time to time;
- Review the steps management has taken to monitor and control significant health, safety or environmental risk exposures; and
- 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.

4. Committee Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances require.

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, and requires a majority of the members of the Committee shall constitute a quorum.

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.

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.

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.

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.

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.

In order to properly carry out its responsibilities, the Committee may retain outside consultants upon the approval of the Board Chair.

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.

At each meeting of the Committee, there shall be an *in camera* session of only the independent members if applicable.

The Committee shall report its discussions to the Board at the next Board meeting.

As adopted by the Board of Directors on July 29, 2021.