



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 Technical and Sustainability Committee.

All Committee members shall have a working familiarity with the wellness, health, safety and environmental, social and governance 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 “**Committee Chair**”).

3. Role of the Committee

The role of the Committee is broken into two key components: technical oversight and guiding / leading sustainability initiatives.

The first aspect of the role of the Committee is to oversee, guide and direct management in the area of **exploration development and technical integrity**.

The Committee will work with management to incorporate best practices (when possible and where applicable) in:

- Determining an over-arching technical strategy, which aligns with the mission of the Company;

- Reviewing all technical data for integrity and compliance, and in the (non-exhaustive) areas of: methodology, modelling and assumption(s) the Company uses for technical disclosure and the reporting of mineral reserves and mineral resources; as well as disclosure used as marketing information for general awareness;
- Calibrating and recalibrating with management; the on-going technical strategy based on results and performance of all exploration activities;
- Reviewing (and updating where required) the operating policies and practices of exploration and field operations with respect to any drilling and other exploration activities;
- Reviewing with management and the Qualified Person (“QP”), key technical QA/QC processes and protocols related to National Instrument (NI 43-101) standards of disclosure;
- Recommending board approval of technical reports and annual mineral reserve and mineral resource estimates, once satisfied that such disclosure complies with regulatory requirements;
- Discussing organic and inorganic growth prospects, in order identify mineral opportunities with a view to maximize shareholder value;

The second aspect of the role of the Committee is to oversee, guide and direct management in the area of **sustainable development and sustainability goals**.

The Committee will work with management to incorporate best practices (where possible and where applicable) in:

- Positive and proactive management of the Health, Safety and Wellness of Company employees and related stakeholders;
- Prioritizing Diversity, Equity, Inclusion, Social Responsibility and First Nations Indigenous Relations
- Constructively managing Environmental Stewardship, Climate Awareness and general ESG industry compliance

The Committee will regularly evaluate and assess the Company’s policies, procedures, protocols and performance with respect to both the technical and sustainability objectives of the Company, in an effort to meet or exceed best practices.

The Committee will also undertake a regular review of risks as they relate to both aspects of the Role of the Committee, and advise the Board accordingly with any observations, conclusions and recommendations that arise with respect to the Company’s compliance with legal or regulatory requirements.

4. Committee Meetings

The Committee shall meet at least two 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 of Directors.

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 April 23, 2024.