



## ENVIRONMENT, SOCIAL & GOVERNANCE COMMITTEE MANDATE

### A. PURPOSE

The overall purpose of the Environment, Social & Governance Committee (the “**ESG Committee**”) of TDG Gold Corp. and its subsidiaries (collectively the “**Company**”) is to provide a focus on environment, social and governance matters (“**ESG Matters**”) on behalf of the Board of Directors (the “**Board**”) so that the Company’s environment, social and governance management systems are effective in the discharge of the Company’s obligations to the Company’s stakeholders. The Committee will review, and update if applicable, the Environmental, Social & Governance Policy (the “**ESG Policy**”) on an annual basis.

### B. COMPOSITION, PROCEDURES & ORGANIZATION

1. The ESG Committee shall consist of at least three members of the Board, all of whom shall be non-management directors, and the majority being independent within the meaning of all applicable Canadian securities laws and the rules of each stock exchange on which the Company’s securities are listed (collectively, the **Applicable Regulations**), except if and to the extent that the Applicable Regulations permit otherwise.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the ESG Committee for the ensuing year. The Board may at any time remove or replace any member of the ESG Committee and may fill any vacancy in the ESG Committee.
3. Unless the Board shall have appointed a Chair of the ESG Committee, the members of the ESG Committee shall elect a Chair from among their number.
4. The secretary of the ESG Committee shall be the Corporate Secretary of the Company, unless otherwise determined by the ESG Committee.
5. The ESG Committee shall have the opportunity to meet ahead of each regularly scheduled Board meeting and will meet not less than quarterly at such locations or by such electronic methods as the Chair of the ESG Committee shall determine. The ESG Committee may also meet at any other time or times on the call of the Chair of the ESG Committee or any two members of the ESG Committee.
6. The quorum for properly noticed meetings shall be a majority of the members of the ESG Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
7. Any two directors may request the Chair to call a meeting of the ESG Committee and may attend at such meeting or inform the ESG Committee of a specific matter of concern to such directors and may participate in such meeting to the extent permitted by the Chair of the ESG Committee.
8. The ESG Committee shall have access to such officers, employees and the external auditors and legal counsel of the Company, and to such information respecting the Company, and may engage separate independent counsel and advisors at the expense of the Company, all as it considers necessary or advisable in order to perform its duties and responsibilities. Expenditures or commitments in excess of \$25,000 are subject to Board approval.



## **C. ENVIRONMENTAL, HEALTH & SAFETY RESPONSIBILITIES**

### *1. Environmental Matters*

The duties and responsibilities of the ESG Committee in respect of environmental matters shall be as follows:

- (a) Review and monitor the implementation of the environmental guidelines outlined in the ESG Policy and related activities of the Company on behalf of the Board.
- (b) Recommend actions for developing policies, programs and procedures to management so that the principles set out in the Code of Conduct & Ethics Policy are being adhered to and achieved and that best practices are applied.
- (c) Review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Company is taking what it believes are all necessary action reasonable in the circumstances to protect the environment and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard.
- (d) Review and report to the Board on its opinion in respect of the adequacy of resources available for carrying out the actions and activities recommended in connection the above.
- (e) Report regularly and on a timely basis to the Board on matters relating to the environment and on the state of compliance with applicable laws and legislation, and adherence to the policies of the Company.

### *2. Employees' Health & Safety*

The duties and responsibilities of the ESG Committee in respect of employee health and safety matters shall be as follows:

- (a) Review and monitor the social guidelines outlined in the ESG Policy and its implementation in the day-to-day activities of the Company on behalf of the Board to evaluate whether management is taking what it believes are the appropriate actions to remain in compliance with applicable laws, legislation and policies as they relate to the Company's employees in the workplace and to provide its opinion as to whether established practices are applied.
- (b) Recommend actions for developing policies, programs and procedures to management so it can evaluate whether the principles set out in the Company's policies related to the health and safety of its employees in the workplace are adhered to and achieved.
- (c) Review and report to the Board on its opinion in respect of the sufficiency of resources available for carrying out the actions and activities recommended.
- (d) Report on a timely basis, and at least annually, to the Board on health and safety issues and on the state of compliance with applicable laws and legislation, and its opinion as to adherence to the policies of the Company.

### *3. Social & Community Responsibilities*

The duties and responsibilities of the ESG Committee in respect of social and community responsibility matters shall be as follows:

- (a) Review and monitor the Diversity & Inclusion Policy and its implementation in the day-to-day activities of the Company on behalf of the Board.
- (b) Review the Company's human capital initiatives such as commitment to diversity and any goals related thereto as well as employee engagement initiatives.



- (c) Review local hiring practices and supply chain management to assess if the Company is focused on supporting the economic development of its community and minimizing its environmental footprint in the context of employing people locally, and maintaining a sustainable and competitive supply chain.
- (d) Review annual charitable contributions and social investments of the Company.
- (e) Review and monitor negotiations in respect of potential community benefit and other operational agreements with local First Nations and other communities and, if any such are entered into, monitor compliance with the spirit and the text of such agreements.

#### **D. GOVERNANCE DUTIES & RESPONSIBILITIES**

The duties and responsibilities of the ESG Committee in respect of governance matters shall be as follows:

1. Develop and monitor the overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance that reflects superior standards of corporate governance practices.
2. Report annually to the shareholders, through the annual management proxy circular or annual report to shareholders, on the Company's system of corporate governance and the operation of its system of governance, having reference to National Policy 58-201 Corporate Governance Guidelines.
3. Analyze and report annually to the Board as to the relationship of each director to the Company, and to make annual recommendations to the Board as to whether such director should be classified as an independent director, a related director, or an unrelated director.
4. Advise the Board or any of the committees of the Board of any corporate governance issues which the ESG Committee determines ought to be considered by the Board or any such committee.
5. Review and report quarterly to the Board on the Company's reported compliance with the Anti-Bribery & Anti-Corruption Policy and governance objectives outlined in the ESG Policy.
6. On an annual basis, the ESG Committee will:
  - (a) Monitor the implementation of the Diversity & Inclusion Policy.
  - (b) Assess the effectiveness of the nomination and appointment processes at achieving the Company's diversity objectives outlined in the Diversity & Inclusion Policy.
  - (c) Review best practices with respect to diversity on boards, Executive Officer and Senior Management positions.
7. To review with the Board, on a regular basis, but not less than annually, the role of the Board, the mandate of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities.
8. To develop and implement a process for evaluating the performance of the Board, committees of the Board, the chairpersons of such committees and to annually evaluate the performance of such committees and chairpersons and the Board. Additionally, the ESG Committee will develop a similar process to be conducted on a regular, but not annual, basis to evaluate the performance of individual directors and the Chair and, if applicable, the Independent Lead Director.
9. To recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Company in appropriate circumstances and, upon the approval by the Board of such a process, to be responsible for the management and administration thereof.
10. Be responsible for identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for the next annual meeting of the shareholders, and in so doing consider:



- (a) Competencies and skills that the board considers to be necessary for the Board, as a whole, to possess.
  - (b) Competencies and skills that the board considers each existing director to possess.
  - (c) Competencies and skills each new nominee would bring to the boardroom.
  - (d) The Company's Diversity & Inclusion Policy.
11. Ensure an appropriate orientation and continuing education program is in place for new and existing directors.
12. Whenever the Chair of the Board is not independent, to establish practices and procedures to permit the Board to act independently, and to act as a forum for concerns of individual directors regarding matters not readily or easily brought to a full Board meeting for discussion.
13. To review, discuss and recommend approval to the Board, on an annual basis, the policies of the Company.
14. To oversee the maintenance of the Company's Anti-Bribery and Anti-Corruption Policy and monitor and review the processes that are in place to maintain compliance with the Extractive Sector Transparency Measures Act and other applicable legislation.
15. Provide oversight of Company's engagement efforts with shareholders and other key stakeholders (including nongovernmental organizations and key ESG rating agencies) related to ESG Matters.

#### **E. GENERAL ESG COMMITTEE DUTIES & RESPONSIBILITIES**

1. Review and monitor any significant examination or audit by external auditors, regulatory and key ESG rating agencies on ESG Matters.
2. Review and monitor actions and initiatives taken to prevent, mitigate and manage risks related to ESG Matters, which may have a materially adverse impact on the Company or is otherwise pertinent to its stakeholders.
3. Monitor risks and trends in respect of ESG Matters that could significantly impact the Company's ability to create long-term value.
4. Monitor management in reviewing and complying with any applicable legislative, regulatory rules and regulatory guidance changes with respect to ESG Matters.
5. Review the ESG Policy on an annual basis and monitor the implementation of the ESG Policy.
6. Provide oversight in respect of the Company's public disclosure of ESG Matters, including any sustainability reports.
7. Review and provide guidance on the Company's sustainability program and goals and the progress in achieving such goals.
8. Review such other matters as may be referred to the ESG Committee by the Board.

**Approved and adopted by the Board of Directors this 22<sup>nd</sup> day of June, 2023**