

SolGold Plc (the "Company")

Health, Safety, Environment and Community Committee

Terms of Reference

1. PURPOSE AND MANDATE

The main purpose of the Committee is to review, monitor and make recommendations to the Board of Directors (the "Board") in respect of the environmental, health, safety and community policies and activities of the Company in order to ensure that such policies and activities reflect and are in accordance with the matters set out below.

The Committee may review or investigate any activities of the Company relating to the health, safety and environment and will have unrestricted access to any officers and employees of the Company, independent consultants and advisors, and such information and resources as the Committee considers necessary in order to perform its duties and responsibilities.

2. ENVIRONMENTAL

The Company is committed to minimizing the impact of its operations on the environment through the responsible stewardship of its properties. The underlying principles of the Environmental Charter are (a) compliance, (b) awareness, and (c) implementation.

(a) Compliance

- The Company and its directors, officers, managers and employees will comply with all applicable environmental laws, regulations and internal operating procedures and standards. As deemed appropriate by the Board of the Committee, third party audits of the Company's activities may be undertaken to ensure compliance with its charters, policies and other standards.
- The Company will monitor and require environmental compliance by all parties who provide services to the Company at any Company controlled site.

(b) Awareness

- The Company will promote environmental education and awareness among its employees and will ensure that all directors, officers and employees understand the importance of compliance with all applicable environmental laws, regulations and internal operating procedures and standards.
- The Company will work with governmental and local civic leaders, environmental groups and other concerned parties in order to continually develop a mutual understanding of relevant environmental issues and sensitivities.

(c) Implementation

- The Company will foster the development of environmental initiatives and programs in the communities in which it operates.
- The Company will implement specific environmental policies and measures appropriate to the laws, customs and community attitudes as each project site requires.

3. HEALTH AND SAFETY

The Company is committed to the overall health and safety of its employees, contractors, and the communities in which they operate. The Company believes that a safe and healthy workplace is a moral imperative reflecting the Company's respect for the individual. The underlying principles of the Health and Safety Charter are (i) compliance, (ii) awareness, and (iii) implementation.

(a) Compliance

- The Company and its directors, officers, managers and employees will comply with all applicable occupational health and safety laws and regulations in the jurisdictions in which the Company operates as well as the Company's internal operating procedures and standards.
- The Company may monitor and require occupational health and safety compliance by all parties who provide services to the Company at any Company controlled site.

(b) Awareness

- The Company will promote education and awareness in respect of occupational and personal health and safety among its employees and will ensure that all directors, officers and employees understand the importance of compliance with all applicable occupational health and safety laws, regulations, and internal operating procedures and standards.
- The Company will strive to continually improve its understanding and knowledge of health and safety issues and to identify and implement effective measures in respect of potential health and safety risks.
- The Company and its employees will work collectively to monitor health and safety performance in the workplace.

(c) Implementation

- The Company will encourage and support the development of health and safety initiatives which would improve the health and safety of the Company's work environment.
- The Company will implement and document the specific health and safety policies and measures appropriate to the laws, customs and community attitudes as each project site requires.

4. COMMUNITY RELATIONS & LAND ACCESS & RESETTLEMENT CHARTER

The Company is committed to positive and informed engagement with its stakeholders and the development of proactive relationships with project-affected communities to ensure the on-going well-being of these communities. The underlying principles of the Company's Community Relations Charter are (i) compliance, (ii) awareness, and (iii) implementation.

(a) Compliance

- The Company and its directors, officers, managers and employees will comply with all applicable laws, regulations, and internal operating procedures and standards relating to stakeholder engagement.
- The Company will monitor and require parties providing services to the Company to adhere to acceptable stakeholder engagement practices in line with applicable laws, regulations, and the Company's requirements.

(b) Awareness

- The Company will promote education and awareness in respect of its social engagement responsibilities and activities amongst its employees and the communities in which they operate.
- The Company will strive to continually improve its engagement with external stakeholders and to identify and implement effective measures in respect of social impacts and risks.

(c) Implementation

- The Company will encourage and support the development of engagement initiatives.
- The Company will implement the specific social policies and measures appropriate to the laws, customs and community attitudes as each project site requires.

5. DUTIES AND RESPONSIBILITIES OF COMMITTEE

In discharging its responsibilities, the Committee is expected to do the following:

- review, formulate and revise with management the Company's goals, policies and programs relative to environmental, health and safety and social issues;
- make inquiries and recommendations to the Board in respect of the Company's compliance with applicable environmental and occupational health and safety laws, regulations, and internal operating procedures and standards;
- review with management the Company's risk assessment, risk exposure and risk management in respect of environmental, health and safety matters;
- review with management the Company's record of performance on environmental, health and safety matters, along with any proposed actions based on such record;
- inform the Audit Committee of the Board in respect of significant changes in financial risk or potential disclosure issues related to environmental, health and safety matters;
- perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;
- review and reassess the adequacy of these Terms of Reference on a regular basis and submit any proposed revisions to the Board for consideration and approval; and
- on a regular basis, review and assess the adequacy of the Company's individual Policies relating to sustainable development.

6. PROCEDURES AND ORGANIZATION

- The Committee shall consist of at least three Board members, composed of at least two independent directors. Currently, the function of the Committee is undertaken by the full Board.
- The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the Committee Chair ("Chair") and members of the Committee for the ensuing year. It is desirable that at least one member of the previous Committee be carried over to any newly constituted Committee. Any member

may be removed from the Committee or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a Director.

- (c) The Secretary of the Company shall be the secretary of the Committee, unless otherwise determined by the Committee.
- (d) In the absence of the Chair or Secretary at any meeting of the Committee, the members present at the meeting shall appoint one of their members to act as Chair of the Committee meeting and shall designate any Director, officer or employee of the Company to act as Secretary.
- (e) The quorum for meetings shall be a majority of the members of the 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.
- (f) The Committee shall have access to such officers and employees of the Company, independent consultants and advisors, and to such information and records of the Company as it considers necessary or advisable in order to perform its duties and responsibilities.
- (g) Meetings of the Committee shall be conducted as follows:
 - the Committee shall meet at least annually at such times and at such locations as may be requested by the Chair of the Committee. Notice of meetings shall be given to each member not less than 48 hours before the time of the meeting. However, meetings of the Committee may be held without formal notice if all of the members are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting;
 - notice of meeting may be given verbally or by letter, facsimile, email or telephone and need not be accompanied by an agenda or any other material. The notice shall specify the purpose of the meeting; and
 - management representatives shall be invited to attend as determined by the Committee.
- (h) The Committee shall report to the Board at the Board's next regularly scheduled meeting all such information and action it has taken since the previous report.
- (i) The Chair shall call and convene a meeting of the Committee at the request of the Chief Executive Officer of the Company.
- (j) Any matter to be voted upon shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair shall be entitled to a second or deciding vote.