
CORPORATE GOVERNANCE AND NOMINATION COMMITTEE CHARTER

1. PURPOSE

The primary functions of the Corporate Governance and Nomination Committee (the “**Committee**”) of Solstice Gold Corp. (the “**Company**”) are to:

- (a) if requested by the Board, identify individuals qualified to become new directors of the Company, while giving equal consideration to all genders for board positions;
- (b) recommend to the board of directors (the “**Board**”) the director nominees for the next Annual General Meeting of shareholders (the “**AGM**”);
- (c) review this charter and the Corporate Governance Guidelines (“**Guidelines**”) of the Company on an annual basis and, if considered appropriate by the Committee, suggest changes to the Board;
- (d) perform such tasks as indicated in the Guidelines;
- (e) administer the Company’s Code of Business Conduct and Ethics (the “**Code**”), and the Company’s Anti-Hedging Policy ; and
- (f) perform such other tasks as may be assigned by the Board from time to time.

2. MEMBERSHIP AND OPERATIONS

Unless permitted by the exchange on which the Company is listed, the Committee shall be composed **entirely** of “independent” directors, as such term is defined in National Instrument 52-110, and any applicable stock exchange rules, each as may be amended or replaced from time to time.

Committee members shall serve until qualified successors are duly designated and appointed by the Board. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a member of the Board selected by a majority of the Board then in office.

The Committee’s chairperson shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

3. AUTHORITY

The Board of Directors has granted the Committee the authority herein provided. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company's expense, persons having special competencies (including, without limitation, legal, accounting, compensation or other consultants and experts) to assist the Committee in fulfilling its responsibilities. The Committee has the sole authority to terminate the Committee's engagement of its experts and to approve the fees and other terms of retention of such experts.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under provincial or federal law for directors or officers of a company.

4. RESPONSIBILITIES

In discharging its responsibilities, the Committee shall have the sole authority to, and shall, do the following:

- (a) review this charter and the Guidelines on an annual basis or as required and, if considered appropriate by the Committee, recommend changes to the Board;
- (b) review whether any director who has a change of employer or primary occupation, or whose occupational responsibilities are substantially changed from when the director was elected to the Board (excluding retirement), should be asked to resign as a director of the Company and make an appropriate recommendation to the Board;
- (c) If requested by the Board, ensure that an appropriate system is in place for the evaluation of the performance of the Board, each of its committees and each individual director; and report to the Board on the results of such evaluation;
- (d) with regard to the Code:
 - (i) review and, if required, update periodically the Code and ensure that management has established a system to enforce the Code;
 - (ii) review any actions taken to ensure compliance with the Code and the results of confirmations and violations of the Code;
 - (iii) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Committee are disclosed in a manner that meets regulatory guidelines;

- (iv) ensure that any departures from the Code by a director or senior officer that constitute a “material change” within the meaning of applicable securities laws are reported in a manner that fully meets regulatory requirements;
- (e) review with the Board, on an annual basis or as required, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board and any perceived needs;
- (f) assess, on an annual basis, the Board’s compliance with laws and policies relating to the independence of Board members; and
- (g) such other tasks as may be assigned to the Committee by the Board from time to time.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a company.

5. BOARD AND DIRECTOR REQUIREMENTS

The directors will be elected each year by the shareholders at the AGM. The Board will propose a slate of nominees to the shareholders for election to the Board at such meeting. Between AGMs, the Board may appoint directors to serve until the next such meeting.

In discharging its responsibilities, the Committee shall ensure the Board and any recommendations for new nominee directors to the Board comply with the following requirements:

1. Each director should possess the following minimum qualifications: (a) the highest personal and professional ethics, integrity and values; (b) commitment to representing the long-term interest of the shareholders; (c) relevant business or professional experience; and (d) sufficient time to effectively fulfill duties as a Board member. The Committee will endeavor to recommend qualified individuals to the Board who, if added to the Board, would provide the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the company.
2. The Board will have a sufficient number of directors who meet the criteria for independence required by applicable laws, rules and regulations and the guidelines established by the Board.

Approved and Adopted by the Board Effective April 4, 2018