

ENVIRONMENTAL, SOCIAL, GOVERNANCE (ESG) COMMITTEE CHARTER

I. ROLE AND MANDATE

The Environmental, Social and Governance Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Solstice Gold Corp. (the “**Company**”) to assist the Board in overseeing environmental, sustainable and corporate responsibility/governance (“**ESG**”) matters relating to the Company’s business.

The Committee has the general mandate to consider and evaluate all ESG matters related to the Company, to recommend to the Board any steps necessary to be taken in connection with ESG matters including establishing the adoption of any ESG policies and any amendments to such policies and to undertake actions related to the powers provided to the Committee as established herein.

II. MEMBERSHIP, MEETINGS AND QUORUM

The Committee shall consist of a minimum of three (3) directors as determined by the Board. Each member of the Committee shall serve until they are removed by the Board or they resign. When a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

All members shall have relevant experience with ESG matters. Meetings of the Committee shall be held from time to time as determined by the Committee or the Chair of the Committee but not less than two per year.

The Board shall appoint a Committee member who shall serve as Chair. The quorum at any meeting of the Committee is a majority of its members.

III. STRUCTURE AND OPERATIONS

Proceedings and meetings of the Committee will be governed by the provisions of the Company’s articles relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and other provisions adopted by the Board regarding committee composition and organization.

The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers, employees, consultants, and contractors will be directed to cooperate as requested by the Committee. Upon Board approval, the Committee may retain, at the Company’s expense, independent legal, financial, and other advisors, consultants, and experts, to assist the Committee in fulfilling its duties and responsibilities.

IV. SPECIFIC DUTIES

The following are the duties and responsibilities of the Committee which will be reviewed and updated as appropriate.

Policy and Goals

- (a) reviewing with the Company’s senior management team the goals in respect of ESG matters with respect to identifying and mitigating risk and a view to protecting the Company’s interests and those of its stakeholders;

- (b) adopting any ESG policy it deems appropriate to assist with the achievement of the Company's ESG goals and amending such policy as is necessary from time to time;
- (c) monitoring performance of the Company's ESG activities with respect to established goals and policies;
- (d) reviewing and monitoring ESG matters with respect of the Company's operations to ensure compliance with applicable laws, societal expectations and industry best practices;
- (e) ensuring the Board is properly educated with respect to its ESG duties and responsibilities;
- (f) engaging with shareholders and stakeholders of the Company in respect of ESG issues;
- (g) ensuring there exists the acknowledgement of traditional lands, a respect for indigenous cultural values and avenues to strengthen relationships with our home communities.
- (h) investigating or causing to be investigated any extraordinary ESG matters related to the Company where appropriate and if necessary, provide recommendations for corrective actions or process improvements;
- (i) ensuring there exists a general respect for local cultures and values and adopt an open communication policy regarding the Company's activities with all impacted parties in order to achieve transparency with respect to these relationships;

Communication and Reporting

- (j) ensuring that management demonstrates and communicates its commitment to ESG matters to stakeholders, and as necessary and appropriate, engaging with relevant parties in respect of ESG matters, including employees of the Company, by fostering a culture of respect and accountability regarding such matters;
- (k) annually reporting to the Board on the sufficiency of the resources available for carrying out the Company's ESG obligations;
- (l) receiving and discussing with management regular environmental and sustainable development reports;
- (m) reviewing the Company's annual ESG Report prepared under the direction of the Chief Executive Officer and recommending it to the Board for approval;

General

- (n) reviewing and considering other matters and issues not specifically referred to above that relate to ESG matters and may arise from time to time, by the Board or submitted to the Committee's attention; and
- (o) making relevant recommendations to the Board in respect of any of the foregoing.

The Committee or any member may undertake action and obtain information to satisfy itself, or the member, accordingly, that the Company implements and complies with this Charter with respect to ESG matters.

V. CHARTER

The Committee shall review and reassess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.

This Charter was adopted by the Board of Directors on September 9, 2022.