



HEALTH, SAFETY, ENVIRONMENT AND SOCIAL PERFORMANCE COMMITTEE CHARTER

Approved on August 27, 2021

1. PURPOSE

Our activities with respect to Health, Safety, Environment and Social Performance are guided by applicable law as well as the United Nations Guiding Principles on Business and Human Rights, the United Nations Declaration on the Rights of Indigenous People, The Truth and Reconciliation Commission of Canada's Calls to Action along with leading international performance and risk management standards.

- 1.1 The Health, Safety, Environment and Social Performance Committee (the "Committee") of Artemis Gold Inc. (the "Company") is a committee of the Board of Directors (the "Board") whose primary functions are to assist the Board in its oversight of:
- a) the risks, challenges and opportunities to the Company's business associated with health, safety, environment and social performance matters;
 - b) the Company's sustainability conduct, including health, safety, environment and social performance policies and programs;
 - c) the Company's compliance with applicable legal and regulatory requirements along with sustainable development responsibilities and commitments associated with health, safety, environment and social matters; and
 - d) the Company's external reporting in relation to health, safety, environment and social performance matters.

2. SCOPE

Health, Safety, Environment and Social Performance within the Company touches upon all aspects of the Company's business, but for clarity the Committee shall provide specific oversight of risks and opportunities in the following areas:

- a) **Health** – including aspects of the Company's business that relate to occupational health, community health, and the health and well-being of the Company's employees and contractors;
- b) **Safety** – including aspects of the Company's business that relate to the attainment of zero harm in the conduct of the Company's business and operations;
- c) **Environment** – including aspects of the Company's business that relate to protection of the environment, material stewardship, long-term mine closure liabilities, management of legacy issues, water management and climate change;

and

- d) **Social** – including aspects of the Company’s business that relate to Indigenous Peoples, communities, community development, local procurement, land acquisition and human rights.

3. COMPOSITION

- 3.1 The Committee shall be composed of two or more directors, the majority of whom shall be “independent” directors (within the meaning set out in National Instrument 58-101 on “Disclosure of Corporate Governance Practices” adopted by the Canadian Securities Administrators).
- 3.2 The members of the Committee shall be appointed by the Board and shall serve until the member resigns, is removed, ceases to be a member of the Board, or their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.
- 3.3 The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not so designated or present at a meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership.
- 3.4 A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director of the Company. The Board will fill vacancies in the Committee from among the directors of the Board in accordance with this Section 3.

4. MEETINGS

- 4.1 Except as expressly provided in this Charter, the Committee shall fix its own rules of procedure.
- 4.2 In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis (with meetings at least quarterly) and shall otherwise meet at such times as the Chair of the Committee shall designate.
- 4.3 The Committee may request any officer or other employee of the Company, or any representative of the Company’s legal counsel or other advisors (including, but not limited to, advisors performing independent tailings reviews), to attend meetings or to meet with any members or representatives of the Committee.
- 4.4 A majority of the number of appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee.
- 4.5 The Committee shall maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

5. AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

In furtherance of the Purposes set out above, the Committee's duties and responsibilities will focus on policies, management systems, risk management processes and resources, along with reporting and disclosure activities related to Health, Safety, Environment, and Social Performance. This shall include:

- a) review and monitoring of health, safety, environment and social performance management systems including policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation, corporate policies, commitments and agreements with Indigenous peoples and communities;
- b) review of health, safety, environment and social compliance issues and incidents to determine, on behalf of the Board, whether the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- c) the review and assessment of emerging trends, risks and activities related to climate change impacts, specifically energy use, greenhouse gas emissions and water management;
- d) review and assessment of emerging trends, risks and activities as it relates to the project and the social environment;
- e) verifying that management has identified the principal areas of health and safety risks; monitor management's risk management processes to address these risks; and review the sufficiency of resources available for carrying out the recommended actions and activities;
- f) recommending actions for developing policies, programs and procedures to ensure that the principles set out in the Company's policies related to health, safety, environment and social performance are being adhered to and achieved;
- g) encouraging, supporting, assisting and guiding management, as may be requested from time to time, in developing short- and long-term practices that achieve the principles set out in the health, safety, environment and social performance policies;
- h) reviewing and reporting to the Board on the sufficiency of resources available for carrying out the health, safety, environment and social actions, activities and management strategies recommended;
- i) the review of results of health, safety, environment and social audits and management's activities to maintain appropriate controls in regards thereto;
- j) reviewing, considering and responding to such reports required to be escalated to the Committee (if any), as determined within the Company's grievance redressal framework;
- k) reporting regularly and on a timely basis to the Board on matters coming before the Committee on policies and activities relating to health, safety, environment and social performance matters for consideration and the manner of disposition;

- l) the review and recommendation of corporate objectives as they relate to environment and social performance matters and monitor the Company's conformance against the objectives;
- m) the review, consideration and monitoring of potential environmental and social liabilities and obligations and their potential financial impact on the Company, including the Company's mine closure plans and reclamation provisions;
- n) providing management with oversight in its assessment on the impact of current and developing health, safety, environment and social responsibility laws, regulations and treaties on the Company;
- o) review of public reporting (if any) by the Company relating to its health, safety, environment and social performance;
- p) contributing to the assessment of executive management's performance against health, safety, environment and social commitments, objectives and targets;
- q) evaluating the function and performance of the Committee on an annual basis, and participate in relevant educational and professional development;
- r) developing an annual work plan to assist the Committee in carrying out its responsibilities;
- s) recording minutes of Committee meetings and report to the Board on all matters and recommendations made by the Committee;
- t) review and assessment of the adequacy of this Charter on an annual basis, and recommend changes to the Board when necessary; and
- u) exercising such other powers and performing such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

Members of the Committee may on a regular basis visit the mine operations and its surrounding communities to monitor the Company's performance against Health, Safety, Environment and Social Performance objectives.