

SABRE GOLD MINES CORP.

SAFETY, HEALTH AND ENVIRONMENTAL COMMITTEE CHARTER

This charter governs the operations of the Health, Safety and Environmental Committee (the "**Committee**") of Sabre Gold Mines Corp. (the "**Company**"). The purpose, composition, responsibilities, and authority of the Committee are set out in this Charter.

This Charter and the Articles of the Company and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time, shall govern the meetings and procedures of the Committee.

8. Purpose

The Committee shall provide assistance to the Board of Directors of the Company (the "**Board**") in fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to:

- (e) reviewing and monitoring the safety, health, environmental, social, technical and operational aspects of the Company's mining operations and exploration programs, policies and performance; and
- (f) monitoring current and future regulatory issues as they pertain to the Company's operations.

9. Composition

The Committee shall be composed of at least three (3) directors of the Company (the "**Members**"), the majority of whom are "independent" as defined by applicable Canadian laws and regulations as well as the rules of relevant stock exchanges.

Members shall be appointed by the Board and shall serve until they resign, cease to be a director, or are removed or replaced by the Board.

10. Authority

The Committee is authorized to carry out its responsibilities as set out in this Charter, and to make recommendations to the Board arising therefrom.

The Committee will be granted unrestricted access to all information regarding Sabre that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

In discharging its oversight role, the Committee is empowered to retain, at the Company's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board. The Committee must pre-approve any other services such independent compensation consultant or advisors or any of their affiliates provides to the Company at the request of management.

The Company shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

11. Responsibilities

4.1 Responsibilities with respect to safety, health, technical and operational matters

The Committee shall:

- (a) review and recommendations, as appropriate, regarding the Company's safety and health programs, including corporate occupational health and safety policies and procedures;
- (a) review and recommendations, as appropriate, regarding the Company's mining, processing and exploration programs and procedures, including corporate policies where applicable;
- (b) review of key corporate and management level safety and health, operations and exploration personnel;
- (c) review and recommendations, as appropriate, regarding safety and health compliance issues, if any;
- (d) review and recommendations, as appropriate, regarding safety, health and other operational compliance issues, if any;
- (e) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the safety, health, mining, processing and exploration fields and evaluates the impact, if any, on the Company;
- (f) review the Company's safety, health, operational and exploration performance to:
 - (i) assess the technical, cost and overall effectiveness of mine plans, exploration programs, special projects, and safety and health programs and make recommendations for improvement, where appropriate; and
 - (ii) determine if any issues that may be identified as a result of such review are of significance to report to the Board; and
 - (iii) review the scope of potential liabilities and the adequacy of the management systems to manage these liabilities;

4.2 Responsibilities with respect to environmental matters

The Committee shall:

- (h) review and recommendations, as appropriate, regarding the Company's environmental management programs, including corporate environmental policies and procedures;
- (i) review and recommendations, as appropriate, regarding environmental compliance issues, if any;
- (j) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the environmental field, and evaluates their impact on the Company;

- (k) review of incident reports to:
 - (i) assess whether environmental management procedures were effective in such incidents, and to make recommendations for improvement, where appropriate; and
 - (ii) determine if such incidents are of significance to report to the Board; and
- (l) review of the scope of potential environmental liabilities and the adequacy of the environmental management systems to manage these liabilities.

4.3 Responsibilities with respect to social performance matters

The Committee shall:

- (e) review and recommendations, as appropriate, regarding the Company's social performance management programs, including community relations policies and procedures;
- (f) review and make recommendations, as appropriate, regarding social performance compliance issues, if any;
- (g) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the social performance field, and evaluates their impact on the Company; and
- (h) review with management, the potential effect that any major exploration, development, operating, or new business activity may have relating to the Company's social performance.

12. Chair Responsibilities

The Chair of the Committee shall provide leadership to the Committee to enhance the Committee's effectiveness and ensure adherence to this Charter:

- (f) convene and preside over Committee meetings and ensure they are conducted in an efficient, effective and focused manner that promotes meaningful discussion;
- (g) assist management with the preparation of an agenda and ensure that meeting materials are prepared and disseminated in a timely manner and is appropriate in terms of relevance, efficient format and detail; and
- (h) adopt procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition and management of meetings;
- (i) ensure that the Committee has sufficient time and information to make informed decisions; and
- (j) provide leadership to the Committee and management with respect to matters covered by this mandate.

The Committee shall designate one of its Members as chair of the Committee (the "**Chair**").

The Corporate Secretary of the Company, or the individual designated as fulfilling the function of Secretary of the Company, will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Corporate Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

13. Meetings and Proceedings

The Committee shall meet as frequently as required, but not less than once per each year. Any Member may call a meeting of the Committee.

The agenda of each meeting of the Committee will include input from the directors, officers and employees of the Company as appropriate. Meetings will include presentations by management, or professional advisers and consultants when appropriate, and will allow sufficient time to permit a full and open discussion of agenda items.

Forty-eight (48) hours advance notice of each meeting will be given to each Member verbally, by telephone or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. Any Member may call a meeting of the Committee.

The quorum for each meeting of the Committee is a majority of the Members. The Chair of the Committee shall chair each meeting. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.

The Committee shall meet *in camera* at each meeting, as necessary, to facilitate full communication.

The Chair of the Committee or his delegate shall report to the Board following each meeting of the Committee.

The Secretary or his delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Company after preliminary approval thereof by the Chair of the Committee.

14. Self-Assessment

The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices.

The Committee shall review and reassess this Charter at least annually and obtain the approval of the Company's Board for any changes.

Last approved: November 4, 2021

Approved by: Board of Directors