



**Board of Directors' Charter  
(Adopted by the Board on February 16, 2021)**

The Board of Directors (the "Board") of Whitehorse Gold Corp. (the "Company") is responsible for the stewardship of the Company and for the oversight of its management and affairs. The directors shall exercise their best business judgment in a manner consistent with their fiduciary duties.

**1. Composition, Procedures and Organization**

- A majority of the Board members shall be "independent" as defined in accordance with all applicable Canadian and U.S. securities laws and regulations and applicable stock exchange rules, unless otherwise permitted by all applicable regulations.
- The Board shall affirmatively determine whether each director, or person nominated to be a director, qualifies as independent under the applicable Canadian and U.S. securities laws and regulations and applicable stock exchange rules. Where required by such laws, regulations or exchange rules, the Board shall also determine the independence of each member of a Committee of the Board (collectively, the "Committees") under the standards of independence applicable to such Committee.
- Any director who is deemed independent and whose circumstances change such that he or she might be considered to no longer be an independent director or independent member of a particular Committee, shall promptly advise the Board of the change in circumstances.
- The Board shall appoint a chair of the Board (the "Chair") from among the Board members and shall annually evaluate the independence of the Chair. In the event that the Chair is not an independent Board member, the Board shall also elect a lead director (the "Lead Director") from among the independent directors to, among other things, chair the Board at all meetings where management members are absent.

**2. Responsibilities**

The Board's primary responsibilities, which are discharged directly and through delegation to the Committees, include the following:

- To meet regularly as needed, and in no event less than once per quarterly period, with all directors expected to attend and to review in advance any materials provided to them in connection with the meeting.
- To hold meetings of the independent directors as frequently as necessary to carry out other responsibilities under this Charter, but in no event less than once per year, at which non-independent directors and members of management are not in attendance.
- To act honestly and in good faith with a view to the best interests of the Company.

- To exercise due care, diligence and skill that reasonably prudent persons would exercise in comparable circumstances.
- Consistent with its responsibilities to the Company, to further the interests of the shareholders.
- To consider business opportunities and risks, and to adopt business strategies and/or strategic plans from time to time.
- To review and approve material transactions and transactions which are outside the ordinary course of business of the Company.
- To ensure that Directors exercise independent judgement in considering transactions and agreements in respect of which a Director or officer has a material interest.
- To identify the principal risks of the Company's business in consultation with management, and to implement an appropriate system to manage these risks.
- To develop, approve, oversee and annually review the Company's policies and procedures, including, but not limited to the Company's Whistleblower Policy and Anti-Corruption Policy.
- To oversee management's adoption of effective internal control and management information systems.
- To review and approve annual and quarterly financial statements and the publication thereof by management.
- Through the Audit Committee, to be responsible for the appointment, compensation, retention, oversight and discharge of the Company's external auditors.
- To review and approve operating plans and any capital budget plans.
- To select and approve all key executive appointments, and to monitor executive development.
- To determine the compensation of senior management and executive officers.
- To determine position descriptions for the Chair of the Board, the Chair of the Committees, and the Chief Executive Officer (the "CEO") of the Company. To develop or approve the corporate goals and objectives that the CEO is responsible for meeting.
- To develop a position description for the Lead Director, if any.
- To develop and update, as required, the Company's approach to corporate governance, including establishing a set of corporate governance principles and guidelines that are specifically applicable to the Company.
- To adopt a code of conduct to govern employees and management in their activities for and on behalf of the Company.
- To promote diversity throughout the Company, commensurate with the Company's needs.

- To promote a culture of integrity throughout the Company consistent with the adopted code of conduct.
- To take action on issues that by law or practice require the independent action of a Board or one of the Committees.
- To oversee management in its implementation of effective programs to provide a safe work environment, to employ sound environmental practices, and to operate in accordance with applicable laws, regulations and permits.
- To oversee management in its implementation of an effective communications policy with regard to investors, employees, the communities in which it operates and the governments of those communities.
- To ensure that appropriate measures are taken to orient new directors regarding (i) the role of the Board, the Committees and its directors and (ii) the nature and operation of the Company's business. To also ensure that measures are taken to provide continuing education for the directors to ensure that they maintain the skill and knowledge necessary to meet their obligations as directors.
- To enforce its policies respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.