



COMPENSATION COMMITTEE CHARTER
(Adopted by the Board on February 16, 2021)

The Compensation Committee of the Board of Directors (the "Board") of Whitehorse Gold Corp. (the "Company") which shall consist of three or more directors, each of whom shall be independent as defined in accordance with all applicable Canadian and U.S. securities laws and regulations and all applicable stock exchange rules; provided, however, that one or more members of the Committee may be non-independent, if permitted by all applicable regulations. The Committee meets at least annually, or more frequently as required.

The purpose of the Compensation Committee is to assist the Board in discharging its duties relating to compensation of the executive officers of the Company. The goals are to enable the Company to attract, retain and motivate the most qualified talent who will contribute to the long-term success of the Company by aligning compensation with the Company's business objectives and performance, and aligning incentives with the interests of shareholders to maximize shareholders' value.

1. Duties and Responsibilities

The Committee's duties and responsibilities are to:

- (a) make recommendations to the Board with respect to the compensation of senior management and executive officers of the Company;
- (b) review the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation reflects the responsibilities and risks involved in being a director;
- (c) review and make recommendations to the Board and senior management as to human resource policies and the general compensation and benefits policies and practices of the Company, including incentive stock options for all employees, consultants, directors and officers;
- (d) review and oversee any disclosure relating to executive compensation prior to public dissemination of such disclosure, including the disclosure to be made of director and executive remuneration in the Management Information Circular;
- (e) ensure there are appropriate training, development and benefit programs in place for management and staff;
- (f) ensure that the Company has in place programs to attract and develop management of the highest caliber and a process to provide for the orderly succession of management;

- (g) review and make recommendations to the Board for its approval on any special compensation and benefit arrangements;
- (h) to review any proposed amendments to the Company's incentive stock option plan or other equity compensation plans (collectively, the "Plans") and report to the Board;
- (i) review its compensation practices by comparing them to surveys of relevant competitors and to set objective compensation based on this review;
- (j) perform such other functions as the Board may from time to time assign to the Committee;
- (k) review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and to recommend changes to the Board for its approval; and
- (l) perform such other duties as may be assigned to it by the Board from time to time or as may be required by any applicable stock exchanges, regulatory authorities or legislation.

2. Composition, Procedures and Organization

- (a) The Committee shall consist of three or more directors, all of whom shall be independent as required by applicable Canadian and U.S. securities laws and regulations, but at a minimum a majority of whom shall be independent. The Committee meets at least annually, or more frequently as required.
- (b) The Board will appoint a Chair and the other members of the Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- (c) The Secretary shall be elected by its members, or shall be the Corporate Secretary, or the Assistant or Associate Secretary, of the Company or any other individual appointed by the Committee.
- (d) A member shall cease to be a member of the Committee upon ceasing to be a director of the Company.
- (e) The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.
- (f) Notice of each meeting of the Committee shall be given to each member of the Committee. Subject to the following, notice of a meeting shall be given orally or in writing by letter, electronic mail, telephone facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting. Notice of regular meetings need state only the day of the week or month, the place and the hour at which such meetings will be held and need not be given for each meeting. Members may waive notice of any meeting.
- (g) The Committee may invite from time to time such persons as it may see fit to attend its meeting and to take part in discussion and consideration of the affairs of the Committee. However, any such persons invited may not vote at any meeting of the Committee.

- (h) A meeting of the Committee may be held by means of telephonic, electronic or other communications facilities that permit all persons participating in the meeting to communicate adequately with each other during the meeting.
- (i) The majority of the Committee shall constitute a quorum for the purposes of conducting the business of the Committee. Notwithstanding any vacancy on the Committee, a quorum may exercise all of the powers of the Committee.
- (j) Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present or by consent resolution in writing signed by each member of the Committee. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member votes against such resolution or dissents.
- (k) A record of the minutes of, and the attendance at, each meeting of the Committee shall be kept.
- (l) The Committee shall report to the Board on all material proceedings and deliberations of the Committee at the first subsequent meeting of the Board, or at such other times and in such manner as the Board or the articles of the Company may require or as the Committee in its discretion may consider advisable.
- (m) The Committee will meet at least annually and may meet as many additional times as deemed necessary or appropriate by the Committee or as may be requested by any member of the Committee, the Chief Executive Officer or any other senior officer of the Company, in each case at such times and at such locations as may be determined by the Committee or the chair of the Committee.
- (n) The Committee may retain such outside independent consultants and advisors (at the Company's expense) as it deems necessary from time to time to fulfill its duties and responsibilities.

3. Inconsistencies with Stock Option Plans

To the extent any provisions in the Stock Option Plans conflict with or are inconsistent with any provisions provided in this Charter, the provisions in any such Stock Option Plans shall prevail, provided that such provisions in the applicable Plans are compliant with applicable securities legislation and stock exchange rules.