



**Corporate Governance Committee Charter  
(Adopted by the Board on February 16, 2021)**

Whitehorse Gold Corp. (the "Company") has established a Corporate Governance Committee (the "Committee") 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 laws and regulations. The Committee meets at least annually, or more frequently as required. The Committee's mandate is to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

**1. Responsibilities**

The Committee's duties and responsibilities are to:

- (a) advise the Chairman of the Board and the Board on matters of corporate governance, including adherence to any governance guidelines or rules established by applicable regulatory authorities;
- (b) advise the Board on issues of conflict of interest for individual directors;
- (c) examine the effectiveness of the Company's corporate governance practices at least annually and to propose such procedures and policies as the Committee believes are appropriate to ensure that the Board functions independently of management, management is accountable to the Board and procedures are in place to monitor the effectiveness of performance of the Board, committees of the Board and individual directors;
- (d) develop and review, together with the Chairman and CEO, annual Board goals or improvement priorities;
- (e) identify and to recommend to the Board suitable candidates for nomination as new directors, and to review the credentials of directors standing for re-election;
- (f) periodically review the size and effectiveness of the Board, the committees of the Board, and the individual directors and report on such assessments to the Chairman of the Board and the Board;
- (g) with assistance of management, to organize and provide an orientation program for new directors where appropriate;
- (h) periodically review the mandates of the Board and committees of the Board and determine what additional committees of the Board, if any, are required or appropriate;
- (i) evaluate the structure, responsibilities and composition of the Board and its committees;

- (j) develop such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public company obligations;
- (k) take such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to the TSX Venture Exchange guidelines or recommendations and other regulatory or stock exchange requirements on corporate governance;
- (l) review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, to recommend changes to the Board of Directors for its approval; and
- (m) 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 48 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. The approved minutes of the Committee shall be circulated to the Board forthwith.
- (l) The Committee shall report to the Board on all 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 twice 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 Company expense) as it deems necessary from time to time to fulfill its duties and responsibilities.