



MONETA GOLD INC. TECHNICAL COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Moneta Gold Inc. (the “**Corporation**”) has determined that the Corporation should adopt this charter (the “**Charter**”) which sets forth the purpose, composition, responsibilities and authority of the Technical Committee (the “**Committee**”) of the Board of the Corporation.

1.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) technical matters relating to exploration, development, permitting, construction and operation of the Corporation’s mining activities;
- (b) resources and reserves on the Corporation’s mineral resource properties;
- (c) operating and production plans for proposed and existing operating mines; and
- (d) ensuring the Corporation implements best-in-class property development and operating practices.

2.0 Composition and Membership

- (a) The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Corporation or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee shall consist of not less than three members of whom at least one must be a non-executive director. The Chief Executive Officer (the “**CEO**”), Chief Operating Officer (the “**COO**”), Vice President Technical Services or Vice President of Exploration of the Corporation would normally be a member of the Committee. A majority of Members of the Committee should be considered independent.
- (c) All Committee Members will have a general familiarity with technical matters.
- (d) The Board will appoint one of the Members to act as the chairman of the Committee (the “**Chairman**”). The Committee will appoint another person who may, but need not, be a Member to act as the secretary of the Corporation of all meetings to maintain minutes of all meetings and deliberations of the Committee.
- (e) The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.
- (f) Members are not permitted to be elected to the Committee should they be considered to be in conflict of interest with the business activities of the Corporation.

3.0 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chairman may determine, but in any event not less than two (2) times per year. Forty-eight (48) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile 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 telephone.
- (b) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chairman of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (e) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Corporation to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4.0 Duties and Responsibilities

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

4.1 *Technical Matters*

- (a) review the technical aspects of the Corporation's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- (b) review all resource and reserve estimates for the Corporation's mineral resource properties, management's procedures for the disclosure of resource and reserve information and the compliance of such disclosure with regulatory and listing requirements;
- (c) review major commercial arrangements planned for the development of mineral resource properties and, in the Committee's discretion, make recommendations to the Board for consideration;
- (d) review all proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration;

- (e) review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Committee's discretion, make recommendations to the Board for consideration; and
- (f) advise the CEO when required on specific M&A opportunities as requested by the CEO or directed by the Board.

4.2 General Matters

- (a) direct and supervise the investigation of any matter brought to its attention, where, in the Committee's discretion, the investigation is appropriate and within the scope of its duties;
- (b) review proposed disclosure of all material documents related to technical, safety, environmental or social responsibility matters, which are to be made public and report to the Board with recommendations if necessary; and
- (c) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

5.0 Reporting

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 Access to Information and Authority

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

The Committee has the authority to retain, at the Corporation's expense independent technical, legal, financial 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.

7.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: ●, 2020

Approved by: Technical Committee
Board of Directors