
CORPORATE GOVERNANCE, COMPENSATION, AND NOMINATING COMMITTEE MANDATE

1. PURPOSE

- 1.1 The Corporate Governance, Compensation, and Nominating Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Big Ridge Gold Corporation (the “**Company**”) to assist the Board in carrying out its responsibilities to shareholders, potential shareholders, and the investment community by 1) providing review, oversight, and guidance for the Company’s corporate governance, 2) developing and managing the Company’s compensation strategies, policies, and programs, and 3) administering the nomination process for Directors of the Company.
- 1.2 The Board will revise this Mandate from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

2. COMMITTEE COMPOSITION

- 2.1 The Committee will be composed of at least three Directors as designated by the Board and appointed thereafter annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected and shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the Directors of the Company.
- 2.2 The Chair of the Committee shall be designated by the Board from among the Committee members.
- 2.3 The composition of the Committee shall satisfy all stock exchange and securities regulatory authority requirements applicable to the Company with respect to the independence of its members.

3. MEETINGS AND ORGANIZATION

- 3.1 The Chair will manage the affairs of the Committee ensuring accomplishment of the responsibilities and obligations detailed herein in an efficient manner.

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- 3.2 The Committee will meet at least once annually in person, by teleconference, or by video conference. The Chair will arrange all meetings, set the agenda, and distribute pertinent materials in a timely manner.
- 3.3 Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting, but members may waive notice by attending the meeting.
- 3.4 A majority of members in attendance will constitute a quorum.
- 3.5 Each member has one vote and in the case of a tie, the Chair holds the deciding vote.
- 3.6 The CEO will be advised of all meetings, provided all materials distributed to members, and is entitled to attend all Committee meetings.
- 3.7 Committee members may meet in camera without any members of management present.
- 3.8 Committee members will have full access to management of the Company to discuss any matter which the member may wish to discuss or obtain additional information on.
- 3.9 The Committee may request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee in pursuit of exercising its duties and responsibilities listed herein.

4. COMMITTEE DUTIES AND RESPONSIBILITIES – CORPORATE GOVERNANCE

- 4.1 The Committee will establish and, as required, evaluate and revise the Company's corporate governance practices in a timely manner in respect of the Company's Code of Conduct, Diversity and Inclusion, Insider Trading, Disclosure, and Health, Safety, and Environmental policies, among others.
- 4.2 Review and assess the Company's compliance with policies and rules of the applicable regulatory authorities and report findings to the Board.
- 4.3 Evaluate the effectiveness of the Company's corporate governance and recommend any changes to the board.
- 4.4 Investigate any departures from the Company's corporate governance policy and report findings to the Board.

4.5 Review the Company's Directors' and Officer's third-party liability insurance to ensure adequate coverage.

5. COMMITTEE DUTIES AND RESPONSIBILITIES – COMPENSATION

5.1 The Committee shall establish and implement the Company's strategies, policies and programs with respect to compensation matters.

5.2 The Committee shall structure and administer any equity-based compensation plan of the Company. Without limitation, the Committee shall have the authority to determine participants under the Company's equity-based compensation plans, grant stock options, restricted share units, and/or deferred stock units. Furthermore, the Committee will determine the number of common shares of the Company purchasable pursuant to each option grant as well as the exercise price, term of exercise, vesting conditions, termination provisions and such other terms and conditions as the Committee may determine in accordance with the terms of the share-option plan, restricted share unit plan, and deferred share unit plan, and present to the Board.

5.3 The Committee shall determine, in consultation with the CEO, the corporate goals and objectives relevant to the compensation of the CEO and other senior officers, and annually evaluate the performance of the CEO and other senior officers against those goals and objectives, and recommend to the Board the amount and composition of the compensation, within the framework of the Company's programs, of the CEO and other senior officers based on this evaluation.

5.4 The Committee shall review and recommend to the Board the amount and composition of the compensation to be paid to Directors for service on the Board and Committees.

5.5 The Committee will review executive and director compensation disclosure, including that contained in the Company's Management Information Circular before disclosure is made.

5.6 The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibility.

5.7 The Committee shall perform any other activities consistent with this Mandate and applicable law, as the Committee or the Board determines necessary or appropriate.

6. COMMITTEE DUTIES AND RESPONSIBILITIES – NOMINATING

- 6.1 The Committee shall recommend candidates to the Board for nomination for election as Directors of the Company at the Annual Meeting of Shareholders.
- 6.2 The Committee shall recommend individuals to the Board for appointment as Director to fill vacancies or newly-created positions at the Board and/or the Committee level.
- 6.3 The Committee shall actively consider, evaluate, and review criteria for selecting candidates for the Board as dictated by the circumstances and requirements of the Company as it evolves.
- 6.4 The Committee shall review and assess the effectiveness of the Board annually focusing on its composition and size, Directors' competencies and skills, its Committees, and any other relevant factors.

7. PUBLICATION ON WEBSITE

- 7.1 This Mandate will be posted on Big Ridge Gold's website: www.bigridgegold.com.

Approved – Corporate Governance, Compensation, and Nominating Committee: April 5, 2021

Approved – Board of Directors: June 7, 2021