

## PROBE GOLD INC.

### TECHNICAL AND DEVELOPMENT COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Technical and Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Probe Gold Inc. (“**Probe**” or the “**Company**”). While maintaining the Committee is not required by National Instrument 43-101, the Company believes that an effective Technical and Development Committee provides best governance practice.

#### 1.0 PURPOSE

The purpose of the Committee is to:

- provide *oversight and support* of the Company’s technical planning, work and reporting process;
- assist the Board to properly and fully discharge its responsibilities;
- provide an avenue of enhanced communication between the Board, the members of the Committee (the “**Members**”), internal technical personnel and external independent qualified persons.

#### 2.0 RESPONSIBILITIES

The Committee is responsible for corporate oversight in the following operational areas for which *management* has primary responsibility, notably on:

- technical decisions relating to the exploration and development of the Company's mineral properties;
- the annual budget of the Company as it relates to planned exploration and development of the Company's mineral properties;
- reviewing the work plan specific to each of the Company's mineral exploration and development properties; and
- overseeing the implementation of any technical recommendations relating to the exploration, environment and social governance (ESG), community and social relations/engagement (CSR) and engineering development of the Company's mineral properties.

#### 3.0 COMPOSITION AND MEMBERSHIP

##### 3.1 Member Qualifications / Technical Literacy

- Every Member must be technically literate. For the purposes of this Charter, an individual is technically literate if he or she has the ability to read and understand a NI 43-101 technical report that presents the breadth and level of complexity of technical issues that are generally found in TSX listed mining companies;

- Every Member must be a director of the Company;
- The majority of Members shall be "independent" as such term is defined in applicable securities legislation;
- All Members shall devote sufficient time and resources and have adequate mining industry experience to perform the functions required of the Committee by this Charter.

### **3.2 Composition**

The Committee shall be composed of a minimum of three (3) Members. Members shall be appointed by the Board at the time of each annual meeting of shareholders and shall hold office until the next annual meeting or until they are removed by the Board or until they cease to be directors of the Company. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee and shall be filled by the Board if the membership of the Committee falls below three directors.

### **3.3 Committee Structure and Operations**

The Committee, through consensus, shall appoint one Member to act as Chair of the Committee. The Chair of the Committee may be removed at any time at the discretion of the Board.

If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

### **3.4 Chair of the Committee**

The Committee Chair:

- provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- chairs meetings of the Committee, unless not present, including in camera sessions, and reports to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee when timing and scheduling permits.

### **3.5 Meetings**

- a) The Chair or any two Members may call a meeting of the Committee.
- b) The Chair, in consultation with the other Members and/or management, shall determine the schedule and frequency of the Committee meetings, including on-site meetings, if possible or required.
- c) *Notice* of the time and place of every meeting shall be given to each Member, the Chairperson of the Board and the Chief Executive Officer of the Company at least 48 hours prior to the time fixed for such meeting;
- d) A majority of the Committee shall constitute a *quorum*;

- e) The Committee may *invite* such directors, executive officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee;
- f) The Committee shall meet *in-camera* without management present whenever the Committee deems it appropriate;
- g) The Committee Chair shall appoint a *Secretary* to the Committee who need not be a director or officer of the Company;
- h) *Minutes of meetings* of the Committee shall be recorded and maintained by the Secretary to the Committee and shall be subsequently presented to the Committee for review and approval.

### **3.6 Authority of the Committee**

The Committee has the authority to delegate to individual Members or subcommittees of the Committee. The Committee has the authority to engage and compensate any outside advisor that it reasonably determines to be necessary or advisable to permit it to carry out its duties.

### **3.7 Reporting to the Board**

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held or an oral summary at the first meeting of the Board following each Committee meeting.

## **4.0 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: June 16, 2022

Approved by:  
Board of Directors