

## HEALTH, SAFETY, ENVIRONMENT AND TECHNICAL (HSET) COMMITTEE MANDATE

### PURPOSE

The Health, Safety, Environment and Technical Committee (the “Committee”) is a committee of the board of directors (the “Board”) of Continental Gold Inc. (the “Company”). Its primary function is to assist the Company and the Board in fulfilling their respective obligations relating to reviewing technical, operational, health, safety and environmental matters concerning the Company’s mineral projects, including its oversight responsibilities with respect to:

- (a) monitoring the development and implementation of the Company’s health, safety and environmental policies and programs;
- (b) monitoring the implementation of compliance systems;
- (c) monitoring the effectiveness of health, safety and environmental programs, systems and monitoring processes;
- (d) receiving audit results and updates from management with respect to health, safety and environmental performance;
- (e) monitoring current and future regulatory issues relating to health, safety, environmental and material technical matters;
- (f) monitoring the technical studies and evaluations of the Company’s properties;
- (g) monitoring the execution of exploration, development and construction plans, programs and activities;
- (h) monitoring the safety aspects of security controls, standards, policies, and procedures at the Company’s properties; and
- (i) making recommendations to the Board, where appropriate, on significant matters pertaining to health, safety and the environment.

The Committee’s principal responsibility is one of oversight and in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurances or professional certifications as to the accuracy or completeness of the data and information it reviews.

### COMPOSITION

The Committee is appointed by the Board, and will report to the Board through the Committee Chair following meetings of the Committee on matters considered by the Committee on health, safety, environmental and material technical matters relative to the Company.

The Committee shall be appointed by the Board annually at the first meeting of the Board following the annual general meeting of the Company, and shall be comprised of a minimum of three directors and no more than six directors. If an appointment of members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed.

A majority of the members of the Committee shall be directors whom the Board has determined are independent, taking into account the applicable rules and regulations of securities regulatory authorities and/or stock exchanges.

The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. The Board may fill vacancies on the Committee by election from its members. Any member of the Committee shall automatically cease to be a member of the Committee upon ceasing to be a director.

The Chair of the Committee will be designated by the Board from among the members of the Board. If for any reason a Chair of the Committee is not appointed by the full Board, members of the Committee may designate a Chair of the Committee by majority vote of the full membership of the Committee.

## **MEETINGS**

The Committee will meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than once a year. Meetings may be held at any time deemed appropriate by the Committee.

The time and place of the meetings of the Committee, the calling of meetings and the procedure in all things at such meetings shall be determined by the Chairman of the Committee. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other electronic communication, given at least 48 hours prior to the time of the meeting, provided that no notice of a meeting will be necessary if all of the members are present either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

Any member of the Committee may participate in a meeting of the Committee by means of conference telephone, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

The Committee will hold an in camera session without any senior officers present at each meeting.

The Committee will keep minutes of its meetings which shall be available for review by the Board.

The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.

The Committee may invite such directors, senior officers and other employees of the Company and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.

The presence of a majority of the committee members will constitute a quorum at each meeting.

Any matter to be determined by the Committee will be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. 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. Any action of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) and any such action will be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

The Committee shall report its determinations and recommendations to the Board.

## DUTIES AND RESPONSIBILITIES

The responsibilities of a member of the Committee shall be in addition to such member's duties as a member of the Board. The duties and responsibilities of the Committee, with input from management, shall be as follows:

1. Establish policies and provide oversight on the development and implementation of programs and procedures relating to health, safety and environmental matters.
2. Review and monitor the effectiveness of the Company's health, safety and environmental policies, management programs and procedures.
3. Review, monitor and make recommendations with respect to the effectiveness of the Company's security policies, management programs and procedures.
4. Ensure that the Company provides training, instruction and equipment to Company personnel so they may carry out their work in a manner that is safe for them and their fellow workers.
5. Review monthly and/or quarterly health, safety, environmental, technical and security reports.
6. Investigate or cause to be investigated any material negative health, safety or environmental issues, where appropriate.
7. Review and make recommendations, as appropriate in regard to health, safety and environmental compliance issues and incidents to determine, on behalf of the Board, whether the necessary actions, if any, are being undertaken by the Company in respect of those matters, and whether the Company has been diligent in carrying out its responsibilities in such regard.
8. Assess risks relating to health, safety, environmental and security matters, and the Company's risk management relating thereto.
9. Evaluate environmental performance within the Company from a best practices point of view, including performance by the Company's contractors.
10. Review the results of operational health, safety and environmental audits and management's activities and provide feedback on any necessary improvements.
11. Ensure that good business practices exist in order that the Company meets or exceeds its legal requirements concerning safety, health and environmental practices.
12. Monitor exploration, development and construction programs and activities and their execution to schedule and budget.
13. Review the assumptions and methodology supporting the Company's projects, including:
  - (a) mineral resource and mineral reserve estimates;
  - (b) feasibility studies and activities overseeing related development;
  - (c) construction plans, programs and activities,and satisfy itself that the judgment exercised was reasonable.
14. Review and, as appropriate, comment on any reserves and resources data, economic data supporting development plans, production guidance and material technical information relating to the Company's material properties to be publicly disclosed or included in its filings with securities regulatory authorities prior to making such disclosure or filing.

15. Recommend Board approval of technical reports and annual mineral resource/reserve estimates.
16. Review technical and operational matters on behalf of the Board, which may include reviewing:
  - (a) The annual budget and the life of mine plan for each operating mine;
  - (b) Significant technical risks, mitigation strategies and opportunities associated with the Company's mines and projects;
  - (c) Exploration, geological, mining, metallurgical and other technical issues of significant concern; and
  - (d) Technical merits associated with potential new projects or acquisitions.
17. Make periodic visits, as required, as individual members or as the Committee in order to become familiar with the nature of the Company's operations and to review relevant objectives, procedures and performance with respect to health, safety, environmental, technical and operational matters.
18. Review the qualifications of the person that management has selected or appointed to be the internal qualified person to report on resources/reserves. Also review the technical qualifications and the independence of the appointment or replacement of any external independent resource/reserve auditor selected by management.
19. Receive a quarterly report from the Chief Executive Officer, or his designate, prior to quarterly Board meetings.

#### **Other**

20. Review and assess the adequacy of this Mandate and recommending any proposed changes to the Board on an annual basis.
21. Evaluate the functioning of the Committee on an annual basis, including with reference to the discharge of its Mandate, with the results to be reported to the Corporate Governance, Nominating and Compensation Committee, which shall report to the Board.
22. Perform any other activities consistent with this Mandate and applicable laws as the Committee or the Board considers advisable.

#### **POWERS OF THE COMMITTEE**

23. The Committee shall have the authority to:
  - (a) engage, at the expense of the Company, independent counsel and other experts or advisors as is considered advisable;
  - (b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
  - (c) conduct any appropriate investigation in connection with the carrying out of its duties and responsibilities under this Mandate; and
  - (d) request any senior officer or other employee, or outside counsel for the Company, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

## DUTIES OF THE COMMITTEE CHAIR

24. The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its Mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities shall include:
- (a) working with the Chairman of the Board, the Chief Executive Officer, Chief Operating Officer and the Corporate Secretary to establish the frequency of Committee meetings and the agendas for meetings;
  - (b) providing leadership to the Committee and overseeing the functioning of the Committee;
  - (c) chair meetings of the Committee, including in camera sessions, unless not present, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
  - (d) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
  - (e) ensure appropriate information is provided to the Committee by the senior officers to enable the Committee to function effectively and comply with this Mandate;
  - (f) facilitate effective communication between the members of the Committee and the senior officers of the Company;
  - (g) leading the Committee in annually reviewing and assessing the adequacy of its Mandate and evaluating its effectiveness in fulfilling its Mandate; and
  - (h) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time, and taking such other steps as are reasonably required to ensure that the Committee carries out its Mandate.

## ADOPTION

This Mandate was adopted by the Board on June 10, 2015 and amended by the Board on November 18, 2015.