

## PURPOSE

The 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 and operational matters concerning the Company’s mineral projects and operations, including its oversight responsibilities with respect to:

- (a) the Company’s activities related to the permitting of its operations, development projects and exploration activities and monitoring key legislation, regulations and government policies that may impact on the Company’s business strategy and activities related to technical matters;
- (b) the Company’s overall process relating to reporting on the quantity and quality of its mineral reserves and resources;
- (c) technical studies and evaluations of the Company’s properties;
- (d) the execution of material exploration, operating, development and technical activities, including construction plans and programs;
- (e) the Company’s material activities related to new projects, project development and the closure of mine/exploration sites; and
- (f) making recommendations to the Board, where appropriate, on significant matters pertaining to technical issues.

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 will be composed of at least three directors, a majority of whom shall be “independent directors” in accordance with applicable rules and regulations of securities regulatory authorities and/or stock exchanges.

The Committee members will be appointed by the Board annually at the meeting of the Board held closest to the annual general meeting of the Company. If an appointment of members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed.

The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

## MEETINGS

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

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 Committee will also meet periodically without management present. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting and will keep minutes of its meetings which shall be available for review by the Board. The Chair of the Committee will report periodically to the Board of Directors.

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 Chair 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.

## 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. Monitor exploration, development and construction programs and activities and their execution to schedule and budget.
2. 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.
3. 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.
4. Recommend Board approval of technical reports and annual mineral resource/reserve estimates.
5. Review technical and operational matters on behalf of the Board, which may include reviewing:
  - (a) 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.
6. Review management's efforts to obtain any required permits in a timely manner and obtain from management regular reports on the progress of such permitting activities, as well as reports on key government legislation, regulations and policies that may have a material impact on the Company's technical activities in the countries where it operates.
7. Review technical practices and procedures that account for tailings, reclamation and closure obligations.
8. 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 technical and operational matters.
9. Review the qualifications of the person that management has selected or appointed to be the internal qualified person (QP) to report on resources and reserves. Also review the technical qualifications and the independence of any external independent technical, reserves and resources auditors selected by management.

10. Receive a quarterly report from the Chief Executive Officer, or his designate, prior to quarterly Board meetings.
11. Consider and discuss with management, and independently with the internal QP, and, as appropriate, the external independent reserves and resources auditor, the material assumptions, operating parameters and methodologies used in creating the mineral reserve and resources estimate.
12. Review the Company's annual budget as it relates to planned exploration, development and operation of the Company's mineral properties.
13. Review material proposals for mining capital programs, including major assumptions.
14. Discuss with management any exploration, geological, mining, metallurgical or other technical issues of significant concern.
15. Consider and as appropriate, request post-investment reviews relating to operational, technical, development and exploration matters in consultation with senior management. Investment reviews should be requested when a capital project is significantly outside of budget.
16. Review management's performance in the area of technical matters, and receive monthly project and operating reports from management which are to include any technical issues of a material nature that are within the overall mandate of the Committee.
17. Annually review and assess the adequacy of this Mandate and evaluate the performance of the Committee and recommending any proposed changes to the Corporate Governance, Nominating and Human Resources (CNHR) Committee on an annual basis. The Committee has the authority to approve amendments of a "housekeeping" or clerical nature without further approval of the Board.
18. Perform any other activities consistent with this Mandate and applicable laws as the Committee or the Board considers advisable.

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

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**

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 January 15, 2018.