



Corporate Social Responsibility Committee Charter

Purpose

The Corporate Social Responsibility Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Brio Gold Inc. (the "**Company**"). The purpose of the Committee is to monitor and review the corporate social responsibility and sustainable development policies, principles, practices and processes, and monitor and review current and future regulatory issues relating to corporate social responsibility and sustainable development.

The Committee shall have the authority to delegate to one or more of its members responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

Composition

1. The Committee shall be composed of three or more directors as designated by the Board from time to time.
2. The Chair of the Committee (the "**Chair**") shall be designated by the Board from among the members of the Committee.
3. The composition of the Committee shall comply with all applicable securities laws, instruments, rules and policies and regulatory requirements (collectively, "**Applicable Laws**").
4. Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the Board.

Meetings

5. The Committee shall meet at least twice in each financial year of the Company. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members of the Committee, or as may be required by Applicable Laws.
6. A majority of the members of the Committee shall constitute a quorum. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
7. The Committee shall hold an *in camera* session without any senior officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.

8. The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference, or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
9. Members may participate in a meeting of the Committee by means of telephone or web conference, or other communication equipment.
10. The Committee shall keep minutes of all meetings, which shall be available for review by the Board.
11. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
12. The Committee may invite such other directors, senior officers and employees of the Company and such other advisors and persons as is considered advisable to attend any meeting of the Committee.
13. Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall 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.
14. The Committee shall report its determinations and recommendations to the Board.

Resources and Authority

15. The Committee has 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 investigation considered appropriate by the Committee; and
 - (d) request any senior officer or other employee of, 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.

Responsibilities

16. The Committee is responsible for:

- (a) reviewing mineral resources and reserves information for annual public disclosure prior to review by the Board;
- (b) reviewing and approving annual disclosure relating to the Company's corporate social responsibility (which includes sustainability, health, safety and environment) policies and activities;
- (c) reviewing and monitoring the corporate social responsibility policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with applicable laws and legislation;
- (d) reviewing corporate social responsibility reports;
- (e) encouraging, supporting, assisting and counselling management, through the Chief Executive Officer, as may be requested from time to time, in developing short and long term policies and standards to ensure that the principles set out in the Company's corporate social responsibility policies are being adhered to and achieved;
- (f) periodically reviewing corporate social responsibility compliance issues and incidents to determine, on behalf of the Board, that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- (g) investigating or causing to be investigated, any extraordinary negative corporate social responsibility performance where appropriate;
- (h) reviewing results of operational, corporate social responsibility audits and management's activities to maintain appropriate corporate social responsibility standards; and
- (i) identifying the principal corporate social responsibility risks and impacts and ensuring that sufficient resources are allocated to address these.

Other Responsibilities

17. The Committee should:

- (a) review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board;
- (b) evaluate the functioning and effectiveness of the Committee and its members on an annual basis;
- (c) record minutes of its meetings and report to the Board on all matters and recommendations made by the Committee after such meetings and at such other times as the Board may consider appropriate; and
- (d) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

Chair

18. The Chair should:

- (a) provide leadership to the Committee and oversee the functioning of the Committee;
- (b) chair meetings of the Committee (unless not present), including *in-camera* sessions, 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;
- (c) ensure that the Committee meets at least twice per financial year of the Company, and otherwise as is considered advisable;
- (d) in consultation with the Chair of the Board and the members of the Committee, establish dates for holding meetings of the Committee;
- (e) set the agenda for each meeting of the Committee with input from other members of the Committee, the Chair of the Board and any other appropriate individuals;
- (f) ensure that Committee materials are available to any director upon request;
- (g) act as a liaison, and maintain communication, with the Chair of the Board and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- (h) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
- (i) assist the members of the Committee to understand and comply with the responsibilities contained in this Charter;
- (j) foster ethical and responsible decision making by the Committee;
- (k) together with the Governance and Compensation Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- (l) ensure appropriate information is provided to the Committee by the senior officers of the Company to enable the Committee to function effectively and comply with this Charter;
- (m) ensure that appropriate resources and expertise are available to the Committee;
- (n) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;
- (o) facilitate effective communication between the members of the Committee and the senior officers of the Company;

- (p) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Company to respond to any questions from shareholders that may be asked of the Committee; and
- (q) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

Approved: July 10, 2017