



## Governance and Compensation Committee Charter

### Purpose

The Governance and Compensation 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 (i) develop the Company's corporate governance policies, principles, practices and processes; (ii) assess and make recommendations regarding the effectiveness of the Board and its committees; (iii) establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors; and (iv) advise and make recommendations to the Board with respect to the Company's strategy, policies and programs on the compensation and development of senior management and directors.

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**"). Each member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees*.
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

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.

5. 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.

6. 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.
7. 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.
8. Members may participate in a meeting of the Committee by means of telephone or web conference, or other communication equipment.
9. The Committee shall keep minutes of all meetings, which shall be available for review by the Board.
10. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
11. 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.
12. 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.
13. The Committee shall report its determinations and recommendations to the Board.

#### **Resources and Authority**

14. 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, including compensation consultants to assist in determining appropriate compensation policies and levels, provided that any services to be provided by any such compensation consultants must be pre-approved by the Committee and, any services to be provided by any such compensation consultants at the request of the senior officers, must be pre-approved by the Chair;

- (b) determine and pay the compensation for any independent counsel and other experts and advisors, including compensation consultants, 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**

### ***Corporate Governance***

15. The Committee is responsible for:

- (a) reviewing the Company's corporate governance practices at least annually and recommending appropriate policies, practices and procedures to the Board;
- (b) reviewing and approving annual disclosure of the Company's corporate governance practices;
- (c) approving and revising periodically the Company's Code of Business Conduct and Ethics (the "**Code**") and other corporate governance policies ("**Policies**"), ensuring management has established a system to enforce the Code and Policies and monitoring compliance with each; and
- (d) assessing and considering any shareholder proposals to be included in the management information circular and making appropriate recommendations to the Board.

### ***Board Effectiveness***

16. The Committee is responsible for:

- (a) developing and recommending to the Board a process for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors and overseeing the execution of the assessment process approved by the Board;
- (b) reviewing annually the size and composition of the Board to determine whether a program to increase or decrease the number of directors of the Company would facilitate more effective decision-making;
- (c) ensuring that there are an appropriate number of "independent" directors on the Board;
- (d) overseeing (i) the development and implementation of orientation programs for new directors; and (ii) continuing education for all directors; and
- (e) overseeing requests of an individual director to engage outside advisors at the Company's expense in appropriate circumstances and with the approval of the Committee.

### ***Nominations***

17. The Committee is responsible for:

- (a) recommending to the Board appropriate criteria for the selection of new directors, periodically reviewing the criteria adopted by the Board and, if deemed desirable, recommending to the Board changes to such criteria; and
- (b) identifying and recommending qualified candidates to the Board who meet the selection criteria approved by the Board, and recommending the slate of nominees for election by shareholders at the annual meeting (and in this regard the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates or to otherwise assist the Committee in the discharge of its responsibilities, including the sole authority to approve the search firm's fees and other retention terms) or when vacancies arise on the Board.

### ***Compensation Plans***

18. The Committee is responsible for:

- (a) reviewing and submitting to the Board as a whole recommendations concerning executive compensation and compensation plan matters. Unless such matters are delegated specifically to the Committee, the Committee shall only have the authority to make recommendations to the Board for their consideration and approval, if appropriate. The Board will have the responsibility to instruct management to implement the directives;
- (b) providing periodic reports to the Board on compensation matters that review and assess the design and competitiveness of the Company's compensation and benefits programs generally and considering the implications of the risks associated with the Company's compensation policies and practices;
- (c) preparing a report on executive compensation on an annual basis in connection with the preparation of the management information circular or as otherwise required pursuant to Applicable Laws and reviewing all executive compensation disclosure before it is publicly disclosed;
- (d) ensuring that the report on executive compensation describes the process undertaken by the Committee and specifically the weighting factors and target levels set out in the determination of the executive's compensation. Where there are no clearly pre-established targets or payout ranges, the report on executive compensation should clearly indicate this fact; and
- (e) in consultation with the Chair and Chief Executive Officer, reviewing and making recommendations to the Board with respect to the implementation or variation of stock option, share purchase, compensation and other incentive plans including deferred share and restricted share units, and retirement plans.

### ***Remuneration***

19. The Committee is responsible for:

- (a) annually reviewing and making recommendations to the Board in consultation with the Chief Executive Officer with respect to the Company's overall compensation and benefits philosophies and programs for the named executive officers, including base salaries, bonus and any incentive plans, deferred compensation and retirement plans and share purchase or issuance plans including stock options. As part of its review process, the Committee will review peer group and other mining industry compensation data reported through surveys and other sources;
- (b) annually reviewing and making recommendations to the Board with respect to the Company's compensation and benefits programs for the Chief Executive Officer, including base salary, bonus or other performance incentives and stock options. In setting the Chief Executive Officer's salary, the Committee will take into consideration salaries paid to chief executive officers in the mining industry and other industries or sectors considered relevant. The Chief Executive Officer's contribution towards the Company's achievement of business goals and objectives for the previous financial year will form the basis for the Committee's recommendations concerning bonus or other performance recognition awards; and
- (c) reviewing and recommending to the Board the compensation of the Board of Directors including annual retainer, meeting fees, option and deferred compensation grants and other benefits conferred upon the Board.

#### ***Other Responsibilities***

20. The Committee should:

- (a) review and assess the adequacy of this Charter from time to time, and at least annually, and submit any proposed amendments to the Board for consideration. The Committee should review and assess the adequacy of any other Charter, position description, code or previously approved policy of the Company as considered advisable or as specifically requested by the Board;
- (b) 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
- (c) 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***

21. 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 in each 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) in conjunction with the Chair of the Board, provide leadership to ensure that the Board functions independently of the senior officers;
- (j) assist the members of the Committee to understand and comply with this Charter;
- (k) together with the Chair of the Board, assist the Board, the committees of the Board, individual directors and the senior officers in understanding and complying with the approach to corporate governance of the Company established by the Board from time to time;
- (l) foster ethical and responsible decision making by the Committee;
- (m) together with the applicable committee of the Board, oversee the structure, composition and membership of, and activities delegated to, each committee of the Board (including the Committee) from time to time;
- (n) 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;
- (o) ensure that appropriate resources and expertise are available to the Committee;
- (p) 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;
- (q) facilitate effective communication between the members of the Committee and the senior officers of the Company;
- (r) promote best practices and high standards of corporate governance;
- (s) maintain and enhance the quality of the approach to corporate governance of the Company established by the Board from time to time;

- (t) 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;
- (u) in the event a Chair of the Board is not appointed by the Board at the first meeting of the Board following the annual meeting of shareholders each year, serve as the interim Chair of the Board until a successor is appointed; and
- (v) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

Approved: December 20, 2016