

Tonogold Resources, Inc.

Technical Committee Charter

As adopted by the Board of Directors on November 19th 2020

I. Purpose

The primary objective of the Technical Committee (the “Committee”) of Tonogold Resources, Inc. (the “Company”) is to review and make recommendations to the Board of Directors (the “Board”) relating to the approval and oversight of exploration programs, budgets and other technical activities related to the Company’s mining properties.

II. Organization

The Committee shall consist of at least three directors, at least one of whom the Board has determined is “independent” in accordance with applicable securities rules or applicable stock exchange rules.

Members of the Committee should have sufficient experience and expertise to comprehend and evaluate the technical issues associated with the Company’s mining properties.

The Members of the Committee shall be appointed by the Board and shall serve until they are removed by the Board. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director. The Board of Directors may remove and replace a Member of the Technical Committee at any time in its sole discretion by a resolution of the Board of Directors.

A majority of the members of the Committee shall constitute a quorum and shall be empowered to act on behalf of the Committee.

III. Chair of the Committee

The Chair of the Committee is responsible for overseeing the Committee in the conduct of its responsibilities.

The Board, or in the event of its failure to do so, the members of the Committee, shall appoint a Chair from among the members of the Committee. The Chair of the Committee should be a director whom the Board has determined is “independent” in accordance with applicable securities rules or applicable stock exchange rules. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present.

The Chair’s duties and responsibilities include:

1. presiding at each meeting of the Committee;
2. setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting, in consultation with the other members of the Committee;

3. ensuring that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee, as well as to the Chair of the Board, in advance of such meeting;
4. leading the Committee in discharging each of the tasks assigned to the Committee under the Charter; and
5. reporting to the full Board on the activities and findings of the Committee.

IV. Meetings

The Committee shall meet as many times as the Committee deems necessary, but not less frequently than once per quarter.

V. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. receive regular reports and updates from management on key technical and operational issues and initiatives, including exploration and development projects and proposed authorizations for expenditure for matters having a significant technical component;
2. assess the Company's systems, processes and protocols related to the Company's technical activities, including exploration drilling, quality assurance/quality control measures, database management, estimation of mineral resources and mineral reserves and similar matters;
3. review the qualifications of the person or persons that management has appointed to be the internal "Qualified Person" to oversee and direct the Company's exploration and operational activities as well as of external consultants selected by management for independent resource and reserve estimation, feasibility studies or similar technical matters;
4. consider and discuss with management, and, as appropriate, independently with the internal Qualified Person(s), the technical aspects of the Company's exploration and operational activities;
5. review and make recommendations to the Board relating to the exploration and operational budgets and programs for the Company's mining properties;
6. review, prior to publication, all filings with regulatory authorities and any other publicly disclosed information containing any technical reports, extracts from technical reports, and any press releases announcing exploration results or other technical information relating to the Company's mining properties;
7. review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;
8. perform any other activities consistent with this Charter, the Company's articles and governing law, as the Committee or Board deems necessary or appropriate;
9. review its own performance annually, and
10. report regularly to the Board, as requested by the Board or as otherwise is necessary or appropriate to ensure the Board is properly apprised on technical matters.

VI. Resources

In discharging its mandate, the Technical Committee shall have the authority to retain outside advisors, including the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation or expenses to any consultant retained to advise the Committee.