



**AUSTIN GOLD CORP.  
CHARTER OF THE ENVIRONMENTAL, HEALTH AND SAFETY (“EH&S”)  
COMMITTEE OF THE BOARD OF DIRECTORS**

**1. Mandate**

The primary purpose of the EH&S Committee (the “Committee”) of the Board of Directors (the “Board”) of Austin Gold Corp. (the “Company”) is to assist the Board in its oversight of:

- Health, safety, environmental and community risks;
- The Company’s compliance with applicable environmental, health and safety legal and regulatory requirements;
- The Company’s performance in relation to health, safety, environmental and social responsibility matters;
- The performance and leadership of the health, safety, environmental and social responsibility functions of the Company; and
- The Company’s external reporting with respect to health, safety, environmental and social responsibility matters.

Nothing herein is intended to expand, or shall result in the expansion of, applicable standards of liability under U.S. or Canadian law for directors of a corporation.

**2. Composition and Operation**

The Committee shall be comprised of three or more directors as determined by the Board.

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Board shall appoint a chair (the “Chair”) from among the Committee members. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

A majority of members shall constitute a quorum for meetings of the Committee, present in person or via telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear one another.

The Committee will make every effort to meet at least two times each fiscal year, on such dates as may be determined by the Committee, and shall conduct additional meetings as required from time to time. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.

The Committee shall hold in-camera sessions at each meeting, during which the members of the Committee shall meet in the absence of management.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent. <sup>(1)</sup><sub>(SEP)</sub>

Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Committee.

### **3. Responsibilities and Duties**

Subject to the powers and duties of the Board, the Committee will:

- a) Review periodically the health, safety, environmental and social responsibility policies of the Company and recommend to the Board any improvements to such policies that the Committee considers necessary or valuable.
- b) Monitor the health, safety, environmental and social responsibility policies and activities of the Company to ensure that the Company is in compliance with applicable laws.
- c) Review quarterly reports by management on health, safety, environmental and social responsibility issues.
- d) Review all updates, notices or significant events in respect of health, safety, environmental and social matters that the executive team provides to the Chair of the Committee.
- e) Encourage, assist, support and counsel management in developing short and long term policies, procedures and standards to ensure that the principles set out in the health, safety, environmental and social responsibility policies are being adhered to and achieved.
- f) Review periodically health, safety, environmental and social responsibility compliance issues and incidents to determine whether the Company is taking appropriate action in respect of those matters and whether the Company has been appropriately diligent in carrying out its responsibilities and activities in that regard.
- g) Review results of health, safety, environmental and social responsibility programs and ensure that risks and impacts are identified and that sufficient resources are allocated to address the identified risks and impacts.
- h) Make periodic visits, as individual members or as the Committee, to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health, safety, environmental and social responsibility performance.
- i) Report regularly to the Board on matters pertinent to the Company and the Committee, including:
  - i. following meetings of the Committee;

- ii. with respect to those matters that are relevant to the Committee's and the Company's discharge of its health, safety, environmental and social responsibilities; and
  - iii. with respect to those recommendations that the Committee may deem appropriate or required. The report to the Board may take the form of an oral or written report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report.
- j) Perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in the manner it deems appropriate.
- k) The Committee shall have access to such officers, employees, independent consultants and advisors of the Company, and to such information with respect to the Company as it considers necessary in order to perform its duties and responsibilities. The Committee shall have sole authority to retain, terminate and pay reasonable compensation to any outside advisor that the Committee determines necessary to permit the Committee to carry out its duties.

#### **4. Authority**

The Committee has the authority to:

- Form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate.
- Communicate directly with officers and employees of the Company, and its legal counsel and to provide such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities.

The Committee shall also have such other powers and duties as delegated to it by the Board.

#### **5. Accountability**

The Committee Chair has the responsibility to report to the Board, as requested, on health, safety, environmental and social responsibility matters relative to the Company.

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

*Last reviewed and approved by the EH&S Committee on March 15, 2023.*