



TECHNICAL COMMITTEE CHARTER



DAKOTA GOLD



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DAKOTA GOLD CORP.

CHARTER OF THE TECHNICAL COMMITTEE OF THE BOARD OF DIRECTORS

Adopted as of March 30, 2022 and last reviewed on March 30, 2022

Introduction

The Technical Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of Dakota Gold Corp. (the “**Company**”). The purpose of the Committee is to assist the Board in discharging its responsibilities relating to technical, health & safety matters relating to the Company’s operations, reserve and resource reporting and to address related matters.

I. Organization

This charter shall be reviewed and reassessed periodically by the Committee and any proposed changes shall be submitted to the Board for approval.

The members of the Committee shall be appointed by the Board and the Board may remove a member of the Committee at any time. The Committee shall be comprised of at least three members. The Board shall designate a Committee Chair.

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Corporate Secretary of the Company, or such individual as may be appointed by the Committee (“**Committee Secretary**”), shall act as secretary for Committee meetings and, upon receiving a request from any member of the Committee to schedule a meeting, shall arrange for such meeting to be held.

Unless otherwise provided herein, proceedings of the Committee shall be conducted in accordance with the rules and procedures applicable to meetings of the Board.

A quorum at any Committee meeting shall be a majority of the members of the Committee, present in person or by telephone or other electronic communications device that permits all persons participating in the meeting to speak and hear each other. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called or held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Chair of the Committee, in consultation with management and the other members of the Committee, shall set meeting agendas. The Committee Secretary shall ensure that the agenda and any supporting material are circulated in advance of each Committee meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure

an accurate final record and shall then be executed by the Committee Chair and Committee Secretary. The Committee shall make regular reports to the Board.

II. Responsibilities and Authority

The following shall be the principal responsibilities and authority of the Committee:

- The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to: (i) technical matters relating to exploration, permitting, development, and operation of the Company's mineral properties and concessions, including ensuring the Company's compliance with all applicable local, state and federal operational and environmental regulations, establishing objectives, budgeting, and monitoring performance; and (ii) reserve and resource estimates on the Company's mineral properties and concessions. The Committee shall review and recommend Board approval of technical reports relating to operations, reserve and resource estimates and disclosure relating thereto.
- The Committee shall assist the Board in fulfilling its oversight responsibilities with, respect to: helping prevent injury and illness on the job; increasing awareness of health and safety issues among workers, supervisors and managers; and developing strategies to make the work environment safe and healthy.
- The Committee shall have the authority and responsibility to engage and terminate any outside consultant, counsel and other advisers to assist in connection with the responsibilities above and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. The Company shall provide funding to the Committee sufficient to pay engagement fees of the consultants, counsel and other advisers retained by the Committee, as well as necessary or appropriate administrative expenses of the Committee incurred in discharging its responsibilities.
- The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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