



ESG COMMITTEE CHARTER



DAKOTA GOLD



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DAKOTA GOLD CORP.
CHARTER OF THE ESG COMMITTEE
OF THE BOARD OF DIRECTORS

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

Introduction

The overall purpose of the Environmental, Social and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Dakota Gold Corp. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities with respect to environmental, social and governance (“**ESG**”) matters, including overseeing the Company’s ESG strategy and objectives, including health, safety, leadership and governance, the environment and communities and Native American peoples.

I. Composition, Procedure and Organization

- The Committee shall consist of not fewer than three members of the Board.
- Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.
- The chair of the Committee (the “**Chair**”) shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.
- The Chair will appoint a secretary of each meeting of the Committee, who need not be a member of the Committee and who will maintain the minutes of the meeting.
- A quorum for meetings 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.
- The Committee shall have access to such officers and employees of the Company, its external auditor and legal counsel, and to such information respecting the Company, and may engage separate independent counsel and advisors at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

II. Meetings

The Committee shall meet regularly and no less than two times per year and otherwise as necessary. The Chair or any two members of the Committee may call a meeting of the Committee. The Committee shall hold in camera sessions without the presence of management at each meeting (unless the members of the Committee present determine that such a session is not required).

III. Duties and Responsibilities

The duties and responsibilities of the Committee shall be as follows:

- to oversee, monitor and advise the Board with respect to the Company’s overall ESG strategy (including health, safety, leadership and governance, the environment and communities and Native American peoples), with a view to supporting the Company’s strategic plans and objectives and the long term viability of the Company;
- to review and monitor the ESG policies and activities of the Company in order to seek assurance that the Company is in compliance with applicable laws and that appropriate actions have been taken in regards any issues or incidents;
- to ensure that the Company’s directors are kept abreast of their duties and responsibilities and evolving trends and best practices related to ESG, including health, safety, leadership and governance, the environment and communities and Native American peoples matters;
- to review and recommend to the Board the Company’s Native American communities strategy and engagement framework, including any significant partnerships or arrangements with Native American peoples;
- to oversee, review and report to the Board on the overall adequacy and effectiveness of the Company’s risk management processes to identify, assess and manage health, safety, security, leadership and governance, environmental, human rights and communities and Native American peoples risks; and
- to oversee, review and recommend to the Board any required reporting and disclosure with respect to ESG, including health, safety, leadership and governance, environmental and communities and Native American peoples matters, as well as the Company’s internally prepared ESG report and assessment.

IV. Review

This Charter will be reviewed annually by the Committee and any recommended changes will be submitted to the Board for approval.

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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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