GREENHEART GOLD INC.
AUDIT COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the mandate, composition, responsibilities and authority of the audit committee (the "**Committee**") of the board of directors (the "**Board**") of Greenheart Gold Inc. (the "**Company**").

Mandate

The main purpose of the Committee is (i) to provide assistance to the Board in fulfilling its oversight responsibilities for the Company with respect to the quality and the integrity of the Company's accounting, financial reporting and disclosure practices; (ii) review the Company's systems of internal controls regarding finance and accounting; (iii) review the qualifications and independence of the independent auditors of the Company (the "**Independent Auditors**"); and (iv) oversee the internal and external audit processes. In so doing, it is the responsibility of the Committee to facilitate and promote free and open communication between the Board, the Independent Auditors and the management of the Company.

The function of the Committee is one of oversight. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The Independent Auditors are responsible for auditing the Company's annual financial statements.

Composition

1. The Committee must be composed of a minimum of three directors of the Company, the majority of whom shall be independent (as defined under applicable securities laws, instruments, rules and policies, including National Instrument 52-110 – *Audit Committees "***NI 52-110**", applicable regulatory requirements and the rules of any stock exchanges upon which the Company's securities are listed), subject to available exemptions that may be relied upon in the appropriate circumstances.

2. Each member of the Committee ("**Member**") will meet the criteria for financial literacy established by applicable laws, including NI 52-110, and the rules of any stock exchanges upon which the Company's securities are listed and at least one Member shall have expertise in financial reporting, subject to available exemptions that may be relied upon in the appropriate circumstances.

3. The Members will be appointed by the Board annually at the first meeting of the Board following the annual meeting of the shareholders to serve until the next annual meeting of shareholders or until their successors are duly appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.

4. The Board shall designate one Member to act as chair of the Committee or (the "**Chair**"), if it fails to do so, the Members shall appoint the Chair among its Members.

Meetings

5. The Committee shall meet at least three times a year, with the authority to convene additional meetings as circumstances require. 24 hours advance notice of each meeting will be given to each Member orally, by telephone or by email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone, video or other electronic means.

6. A majority of the Members shall constitute a quorum. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The powers of the Committee may be exercised at a meeting where a quorum is present or by unanimous written consent of each of its Members.

7. At each regular meeting, the Committee shall hold an *in camera* session without management present (unless waived by a majority of the Members).

8. The Committee shall keep minutes of its meetings which shall be available for review on a timely basis by the Board. The Committee may appoint any person to act as the secretary at any meeting (the "**Secretary**").

9. The Committee may invite such officers, directors and employees of the Company and such other advisors and persons as it may see fit, from time to time, to attend at meetings of the Committee.

10. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier if the Committee deems necessary.

11. At the request of the Independent Auditors, the Chief Executive Officer or the Chief Financial Officer of the Company or any Member, the Chair shall convene a meeting of the Committee. Any such request shall be required to set out in reasonable detail the business proposed to be conducted at the meeting so requested.

12. To the extent possible, in advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

Responsibilities

The responsibilities of the Committee as they relate to the following matters, are as follows:

Financial Accounting, Internal Controls and Reporting Process

13. The Committee is responsible for:

    (a) reviewing, reporting and recommending to the Board for approval the annual and interim financial statements, including notes and auditors report thereon, and related management's discussion and analysis ("**MD&A**");

    (b) satisfying itself that the financial statements are presented in accordance with the applicable accounting principles;

    (c) satisfying itself that, in the case of the annual financial statements, the audit function has been effectively carried out by the Independent Auditors and, in the case of the interim financial statements, if applicable, that the review function has been effectively carried out;

    (d) discussing and meeting with, when it deems appropriate to do so and no less frequently than annually, the Independent Auditors, the Chief Financial Officer and any management it wishes to, to review accounting principles, practices, judgments of management, internal controls and such other matters as the Committee deems appropriate;

(e) reviewing any post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses; and

(f) oversight of the Company's compliance with laws and regulations including reporting process under the *Extractive Sector Transparency Measures Act*.

Public Disclosure

14. The Committee shall:

(a) review the annual and interim financial statements and related MD&A, the press releases that contain significant financial information that has not previously been released to the public, and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws;

(b) satisfy itself that the public disclosure documents do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made before the Company publicly discloses this information; and

(c) seek to ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, periodically assess the adequacy of these procedures and recommend any proposed changes to the Board for consideration.

Risk Management

15. The Committee shall:

(a) inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks;

(b) annually review the Company's insurance coverages, including directors' and officers' liability insurance; and

(c) obtain from management confirmation of compliance with tax and securities laws and regulations.

Independent Auditors

16. The Committee shall:

(a) recommend to the Board a firm of external auditors to be nominated for appointment by the shareholders as Independent Auditors, and for monitoring the independence of the Independent Auditors, reviewing or attesting their services for the Company, attending at private meetings with the Independent Auditors and reviewing and approving their compensation;

(b) oversee the performance of the Independent Auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the Independent Auditors' team, with respect to preparing and issuing an audit report or performing other audit, review or attest services for the Company, including the resolution of issues between management of the Company and the external auditors regarding financial disclosure;

(c) review the results of the Independent Auditors and the report thereon including, without limitation, a discussion with the Independent Auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with management of the Company, the ramifications of their use as well as any other material changes;

(d) ensure that the Independent Auditors report directly to the Committee on a regular basis;

(e) be responsible for resolving disagreements between management and the Independent Auditors regarding financial reporting and monitor and assess the relationship between management and the Independent Auditors and monitor the independence and objectivity of the Independent Auditors;

(f) pre-approve all audit and non-audit services not prohibited by law to be provided by the Independent Auditors;

(g) review the Independent Auditor's audit plan, including scope, procedures and timing of the audit;

(h) review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit;

(i) discuss with the external auditors their perception of the Company's financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of their review and availability of records, data and other requested information and any recommendations with respect thereto;

(j) discuss with the Independent Auditors their perception of the Company's identification and management of risks, including the adequacy or effectiveness of policies and procedures implemented to mitigate such risks;

(k) review annually a report from the Independent Auditors in respect of their internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to address any such issues; and

(l) review fees paid by the Company to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.

17. The Independent Auditors are responsible for planning and carrying out an audit of the Company's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that such financial statements are in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (the "**IFRS Accounting Standards**"). The Committee shall obtain reports from the Independent Auditors (either orally or in writing) describing critical accounting policies and practices, alternative treatments of information within the IFRS Accounting Standards that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Company and the Independent Auditors.

Other Responsibilities

18. The Committee shall review all proposed related party transactions that are not dealt with by a special committee of independent directors pursuant to applicable securities laws.

19. The Committee shall establish procedures for:

    (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

    (b) the confidential, anonymous submission by directors, officers and employees of the Company of concerns regarding questionable accounting, audit or control related matters.

20. The Committee shall review and approve the Company's hiring policies regarding employees and partners, and former employees and partners, of the present and former Independent Auditors.

21. The Committee shall review accounting and financial human resources succession planning within the Company.

22. The Committee shall review senior executive officers' expense reports on a quarterly basis.

23. The Committee and the Members shall review their own performance and assess the adequacy of this Charter at least annually and submit any proposed revisions to the Board for approval.

24. The Committee shall perform any other activities consistent with this mandate and applicable law, as the Committee or the Board deems necessary or appropriate.

Authority

25. The Committee has the authority to:

    (a) engage, at the expense of the Company, independent counsel and other experts or advisors as it determines necessary to carry out its duties;

    (b) approve and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;

    (c) communicate directly with the Independent Auditors;

    (d) conduct any investigation appropriate to its responsibilities, and request the Independent Auditors as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any Members of, or advisors to, the Committee; and

    (e) have unrestricted access to the books and records of the Company.

Review of Charter

The Committee will periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Originally approved by the Board of Directors: July 12, 2024
Amended by the Board of Directors: November 19, 2026