



**GOLD TERRA RESOURCE CORP.
(THE “COMPANY”)**

BOARD MANDATE

1. INTRODUCTION

The Board of Directors of the Company (the “**Board**”) is responsible for the stewardship of the Company and for overseeing the management of the Company’s business and affairs. The directors have fiduciary duties of care, loyalty and candour and, in the exercise of business judgment, must act honestly and in good faith in the best interests of the Company and its shareholders free from personal interests. In addition, each director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Board has adopted this Board Mandate to assist the Board in the exercise of its responsibilities. The Board may modify or make exceptions to this Board Mandate from time to time in its discretion and consistent with the duties and responsibilities owed to the Company and its shareholders.

2. DIRECTOR RESPONSIBILITIES

Oversee Management of the Company

The principal responsibility of the Board is to oversee the management of the Company in the best interests of the Company and its shareholders. This responsibility requires that the Board attend to the following:

- (a) review and approve, as the need arises, fundamental operating, financial and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
- (b) evaluate the performance of the Company, including the appropriate use of corporate resources;
- (c) satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization;
- (d) evaluate the performance of, and oversee the progress and development of, executive officers and take appropriate action, such as promotion, change in responsibility and termination;
- (e) review senior management succession plans;
- (f) evaluate the Company’s compensation programs on an as needed basis;

- (g) establish a corporate environment that promotes timely and effective disclosure (including appropriate controls), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
- (h) adopt and maintain a Code of Ethics that will apply to the employees, officers and directors of the Company;
- (i) oversee the Company's auditing and financial reporting functions;
- (j) review and decide upon material transactions and commitments;
- (k) develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
- (l) the Chair of the Board will assess the effectiveness of the Board and its committees to determine whether it and its committees are functioning effectively;
- (m) review, from time to time as circumstances warrant, the Company's corporate disclosure procedures to address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company is conducted;
- (n) provide assistance to the Company's senior management, including guidance on those matters that require Board involvement; and
- (o) evaluate, from time to time, the overall effectiveness of the Board and its committees.

Exercise Business Judgment

In discharging their fiduciary duties of care, loyalty and candour, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders free from personal interests. In discharging their duties, the directors normally are entitled to rely on the Company's senior management, other employees believed to be responsible, and its outside advisors, auditors and legal counsel, but also should consider second opinions where circumstances warrant.

Strategic Planning

The Board is responsible for reviewing, giving guidance on, approving, and overseeing the implementation of the Company's strategic plan as the need arises.

Understand the Company and its Business

With the assistance of management and other outside advisors, directors are expected to become and remain informed about the Company and its business, properties, risks and prospects.

Establish Effective Systems

Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company. Directors should also provide for periodic reviews of the integrity of the Company's internal controls and systems.

Protect Confidentiality and Proprietary Information

Directors are responsible for establishing policies that are intended to protect the Company's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions. **Please refer to the Company's Disclosure, Confidentiality and Insider Trading Policy.**

Board, Committee and Shareholder Meetings

Directors are responsible for adequately preparing for and attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors who reside in or near the city where the Company holds a shareholders' meeting are expected to make a reasonable effort to attend such meeting.

Indemnification

Directors are entitled to Company-provided indemnification through its articles, corporate statutes, indemnity agreements and, when available on reasonable terms, directors' and officers' liability insurance.

3. DIRECTOR QUALIFICATION AND NEW DIRECTORS

Independence

The Board will ensure that it has at all times at least the minimum number of directors who meet applicable standards of director independence. The Board will, from time to time, establish independence standards that (i) comply with applicable legal and stock exchange requirements, and (ii) are designed to ensure that the director does not have, directly or indirectly, a financial, legal or other relationship that, in the Board's judgment, would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.

Skills

The Board will consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each director.

Other Directorships

The Board does not believe that its members should be prohibited or discouraged from serving on boards of other organizations, and the Board does not propose any specific policies limiting such activities, providing they do not reduce a director's effectiveness or result in a continuing conflict of interest. However, the Board should take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors to serve on the Board.

Tenure

The Board does not believe it should establish director term or age limits. Such limits could result in the loss of directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as management.

As an alternative to term and age limits, the Board will review each director's continuation on the Board annually.

Selection of Chair

The Board will select a Chair of the Board in a manner and upon the criteria that the Board deems appropriate at the time of selection.

Selection of New Director Candidates

Except where the Company is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Board collectively will be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of shareholders, and (iii) recommending to the Board the persons to be elected by the Board to fill any vacancies on the Board. Any invitation to join the Board will be extended by the Chair of the Board when authorized by the Board.

4. BOARD MEETINGS

Agenda Items

The Chair of the Board shall propose an agenda for each Board meeting. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter (emergencies excepted).

Frequency and Length of Meetings

The Chair of the Board, in consultation with the members of the Board, will normally determine the frequency and length of Board meetings; however, the ultimate power in this regard rests with the full Board. Special meetings may be called from time to time as required to address the needs of the Company's business.

Advance Distribution of Materials

Information that is important to the Board's understanding of the business to be conducted at a Board meeting will normally be distributed in writing to the directors a reasonable time in advance of the meeting (with a minimum of two business days in advance) and directors should review these materials in advance of the meeting. Certain items to be discussed at a Board meeting may be of a time-sensitive nature and the distribution of materials on these matters before the meeting may not be practicable.

Executive Session of Independent Directors

An executive session of independent directors (or *in camera* session) may be held following each meeting of the Board.

5. BOARD COMMITTEES

Key Committees

The Board will at all times have an Audit Committee and a Corporate Governance and Compensation Committee. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary. The Board may delegate any of its powers to committees of the Board, except that it may not delegate the powers to fill Board or committee vacancies, remove a director, change the membership of a Board committee, or remove or appoint officers who are appointed by the Board.

Committee Mandates

Each committee will have a mandate that has been approved by the Board. The committee mandates will set forth the purposes, goals and responsibilities of the committees. The Board will, from time to time as it deems appropriate, review and reassess the adequacy of each committee mandate and make appropriate changes. Each committee mandate must address those matters required by applicable laws and stock exchange rules.

Composition of Committees

The Audit Committee and the Corporate Governance and Compensation Committee will each be composed of a minimum of three directors and comply with any independence and other requirements under applicable laws and stock exchange rules. Other committees will have at least one member or the minimum number of members required by applicable laws and the Company's constituting documents.

Agenda Items

Each committee Chair, in consultation with the other committee members, will develop the committee's agenda.

Frequency of Meetings

The Chair of each committee, in consultation with the other committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee's mandate. Special meetings may be called by any member from time to time as required to address the needs of the Company's business and fulfill the responsibilities of the applicable committee.

6. DIRECTOR'S ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Access to Officers and Employees

All directors have, at all reasonable times and on reasonable notice, full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate should normally be arranged through the Executive Chairman, Chief Executive Officer or Chief Financial Officer. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. The directors are normally expected to provide a copy or otherwise inform the Executive Chairman, Chief Executive Officer or Chief Financial Officer of any communication between a director and an officer or employee of the Company.

Access to Independent Advisors

The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the appropriate compensation of such advisors.

7. DIRECTOR COMPENSATION, STOCK OWNERSHIP AND STOCK TRADING

Role of Board and Corporate Governance and Compensation Committee

The form and amount of director compensation will be recommended by the Corporate Governance and Compensation Committee and approved by the Board in accordance with the general principles set forth herein and in the mandate of the Corporate Governance and Compensation Committee. The Corporate Governance and Compensation Committee will also conduct an annual review of the compensation of the Company's directors and make recommendations to the Board.

Form of Compensation

The Board believes that directors should be provided with incentives to focus on long-term shareholder value and that including equity as part of director compensation helps align the interests of directors with those of the Company's shareholders.

Amount of Compensation

The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management, upon the request of the Corporate Governance and Compensation Committee, will, from time to time, present a report to the Corporate Governance and Compensation Committee comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chair of the Board and the chairs of the committees, if not members of management, to receive additional compensation for their additional duties in these positions.

Stock Trading

Prior to purchasing or selling securities of the Company, directors must advise the Executive Chairman, Chief Executive Officer or Chief Financial Officer so as to avoid trading at a time when there may be undisclosed material information and so that Company spokespersons will be aware of such transactions and be able to respond to questions regarding changes in director share ownership from shareholders and others.

8. SELECTION OF CHIEF EXECUTIVE OFFICER AND EXECUTIVE COMPENSATION

Selection of Chief Executive Officer

The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company. The Board, together with the Chief Executive Officer, will define the duties and limits of authority of the Chief Executive Officer. The Board will also develop the corporate goals and objectives that the Chief Executive Officer is responsible for meeting.

Executive Compensation

Compensation of the Chief Executive Officer must be determined, or recommended to the Board for determination, by the Corporate Governance and Compensation Committee. The Chief Executive Officer must not be present during voting or deliberations in this regard. Compensation for all other members of senior management must be determined by the Chief Executive Officer and recommended by the Corporate Governance and Compensation Committee to the Board for approval.

9. PERIODIC REVIEW OF THE BOARD MANDATE

The Board will, from time to time, review and reassess the adequacy of this Board Mandate and consider any proposed changes.

10. APPROVAL

This Board Mandate was adopted by the Board on June 17, 2020.