



GABRIEL
Rozia Montana
IN PARTNERSHIP

GABRIEL RESOURCES LTD.

AUDIT COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Gabriel Resources Ltd.¹ (the “**Company**”).

1. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) financial reporting and disclosure requirements;
- (b) ensuring that an effective risk management and financial control framework has been implemented and tested by Management of Gabriel (as defined below); and
- (c) external and internal audit processes.

2. COMPOSITION AND MEMBERSHIP

- (a) The Board will appoint the members (the “**Members**”) of the Committee after the annual general meeting of shareholders of Gabriel. The Members will be appointed to hold office until the next annual general meeting of shareholders of Gabriel or until their successors are 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 cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of as many directors of the Board as the Board may determine, but in any event, not less than 3 (three) Members. All Members will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company’s securities are listed, including section 1.4 of National Instrument 52-110 - *Audit Committees*.
- (c) All Committee Members will be financially literate.

¹ This Policy applies to Gabriel Resources Ltd. and all of its subsidiaries. Accordingly, this Policy will refer to Gabriel and its subsidiaries as “Gabriel”.

- (d) The Board will appoint one of the Members to act as the chair of the Committee (the “**Chair**”). The corporate secretary of the Company (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- (e) The Committee may delegate any or all of its functions to any of its Members or any subset thereof, or other persons, from time to time as it sees fit.

3. **MEETINGS**

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than four (4) times per year. To the extent possible, twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or 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, by videoconferencing or by telephone.
- (b) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the Members in attendance may select one of their numbers to act as chair of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee, if any Member of the Committee so requests.
- (e) 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.

4. **RETENTION OF OUTSIDE ADVISERS**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (each an “**Advisor**”). The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such Advisor. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

5. **DUTIES AND RESPONSIBILITIES**

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

(a) **Financial Reporting and Disclosure**

The Committee shall:

- (i) review and recommend to the Board for approval, the Company’s audited annual financial statements, including the auditors’ report thereon, the quarterly unaudited financial statements, management discussion and analysis, financial reports, guidance with respect to earnings per share, and any public release of financial information through news release or otherwise. The Board may delegate the authority to approve any of the foregoing to the Committee except the approval of the audited annual financial statements, the auditor’s report thereon and the related management’s discussion and analysis;
- (ii) review and recommend to the Board for approval, where appropriate, financial information contained in any prospectus, annual information form, annual report to shareholders, management information circular, material change disclosure of a financial nature, and similar disclosure documents;
- (iii) review with Management, being collectively (i) the CEO; (ii) the senior executives of Gabriel; and (iii) any other persons with a management role for Gabriel (“**Management**”) and with external auditors significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards (“IFRS”), all with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly Gabriel’s financial position and the results of its operations in accordance with IFRS, as applicable;
- (iv) periodically review Gabriel’s Corporate Disclosure Policy and recommend any proposed changes to the Board for consideration; and
- (v) review the minutes of meetings of the disclosure committee, established pursuant to Gabriel’s Corporate Disclosure Policy, since the last meeting of the Committee.

(b) **Internal Controls and Audit**

The Committee shall:

- (i) review and assess the adequacy and effectiveness of Gabriel's system of internal control and management information systems through discussions with Management and the external auditor to ensure that Gabriel maintains:
 - the necessary books, records and accounts in sufficient detail to accurately and fairly reflect Gabriel's transactions;
 - effective internal control systems; and
 - adequate processes for assessing the risk of material misstatement of the financial statements and for detecting control weaknesses or fraud having regard to the size and nature of the operations conducted by Gabriel and its subsidiaries at any particular time;
- (ii) satisfy itself that Management has established adequate procedures for the review of Gabriel's disclosure of financial information extracted or derived from Gabriel's financial records;
- (iii) satisfy itself that Management periodically assesses the adequacy of internal controls, systems and procedures in order to ensure compliance with regulatory requirements and recommendations;
- (iv) review and discuss Gabriel's major financial risk exposures and the steps taken to monitor and control such exposures;
- (v) review and assess, and in the Committee's discretion, make recommendations to the Board regarding the adequacy of Gabriel's risk management policies and procedures in respect of identification of Gabriel's principal risks and implementation of appropriate systems to manage such risks, including an assessment of the adequacy of insurance coverage maintained by Gabriel; and
- (vi) review and assess periodically and, in the Committee's discretion, make recommendations to the Board regarding Gabriel's investment policy.

(c) **External Audit**

The Committee shall:

- (i) recommend to the Board a firm of external auditors to be engaged by Gabriel;
- (ii) ensure that the external auditors report directly to the Committee on a regular basis;
- (iii) review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;

- (iv) review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (v) review the audit plan of the external auditors prior to the commencement of the audit;
- (vi) establish and maintain a direct line of communication with Gabriel's external and, as applicable, internal auditors;
- (vii) meet in camera with only the auditors, with only Management, and with only the Members of the Committee;
- (viii) review the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the external auditor's team;
- (ix) oversee the work of the external auditors with respect to preparing and issuing an audit report or performing other audit, review or attest services for Gabriel, including the resolution of issues between Management and the external auditors regarding financial disclosure;
- (x) review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with Management, and the ramifications of their use as well as any other material changes, and all material written communication between Management and the auditors such as management representation letters and schedule of unadjusted differences;
- (xi) discuss with the external auditors their perception of Gabriel's financial and accounting personnel, records and systems, the cooperation which the external auditors received during the course of their review, and availability of records, data and other requested information and any recommendations with respect thereto;
- (xii) review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board; and
- (xiii) review annually a report from the external 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 deal with any such issues.

(d) **Associated Responsibilities**

The Committee shall:

- (i) monitor and periodically review Gabriel's Whistle Blowing Policy and associated procedures for:
- the receipt, retention and treatment of complaints received by Gabriel regarding accounting, internal accounting controls or auditing matters;
 - the confidential, anonymous submission by directors, officers and employees of Gabriel or others of concerns regarding questionable accounting or auditing matters; and
 - any violations of any applicable law, rule or regulation that relates to corporate reporting and disclosure, or violations of Gabriel's Code of Business Conduct & Ethics or other governance policies; and
- (ii) review and approve Gabriel's hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditor of Gabriel.

(e) **Non-Audit Services**

The Committee shall pre-approve all non-audit services to be provided to Gabriel or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Committee may delegate to one or more of its Members the authority to pre-approve non-audit services but pre-approval by such Member or Members so delegated shall be presented to the full Committee at its first scheduled meeting following such pre-approval.

(f) **Oversight Function**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits and/or reviews or to determine that Gabriel's financial statements are complete and accurate or are in accordance with IFRS and applicable rules and regulations. These are the responsibilities of Management and the external auditors. The Committee, the Chair and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of Gabriel, and are specifically not accountable or responsible for the day to day operation or performance of such activities.

Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a Member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of Gabriel's financial information or public disclosure.

(g) **Other Duties**

Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

(h) **Limitations on Committee's Duties**

In contributing to the Committee's discharge of its duties under this Charter, each Member shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any Member a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject.

The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's securityholders for any purpose whatsoever.

6. **REPORTING**

At the request of the Chair of the Board, but at least once during the calendar year, the Chair will report to the Board at Board meetings on the Committee's activities since the last Committee report to the Board. On request, the Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

7. **ACCESS TO INFORMATION AND AUTHORITY**

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

8. REVIEW OF CHARTER AND COMMITTEE'S PERFORMANCE

The Committee will review and assess the adequacy of this Charter on a biennial basis and recommend any proposed changes to the Board for consideration. Annually, the Committee will review and assess its own performance.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. The terms of this Charter are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

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Approved by: Audit Committee and Board of Directors