

GRAN COLOMBIA GOLD CORP.
(the “Company”)

**CHARTER of the ENVIRONMENT SOCIAL GOVERNANCE COMMITTEE of the
BOARD OF DIRECTORS**

(Initially adopted by the Board on March 26, 2020)

I. PURPOSE

The Environment Social Governance Committee (the “ESG Committee”) is appointed by the board of directors (the “Board”) of the Company to support the Company’s ongoing commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company (collectively, “ESG Matters”) by assisting the senior management of the Company in: (a) setting the Company’s general strategy relating to ESG Matters, as well as developing, implementing, and monitoring initiatives and policies at the Company based on that strategy; (b) overseeing communications with employees, investors, and other stakeholders of the Company with respect to ESG Matters; and (c) monitoring and anticipating developments relating to, and improving the Company’s understanding of ESG Matters.

II. RESPONSIBILITIES

The ESG Committee will have, without limitation, the following duties and responsibilities:

1. Review the Company’s strategy, policies, practices, and disclosures for consistency with respect to ESG Matters, and to make such recommendations to management with respect thereto as it may deem advisable;
2. Ensure that good business practices exist in order that the Company meets or exceeds its internal policies concerning all Sustainability practices.
3. Review with management the Company’s internal and external communications with employees, investors, and other stakeholders regarding the Company’s position on or approach to ESG Matters, including by coordinating and reviewing, as appropriate, draft press releases, reports, or other disclosures to stakeholders;
4. Consider, and bring to the attention of the management of the Company, as appropriate, current and emerging ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations to the management of the Company, as appropriate, regarding how the Company’s policies, practices, and disclosures can adjust to or address such trends and issues;

5. Advise the management of the Company on stakeholder proposals and other significant stakeholder concerns relating to ESG Matters;
6. Review with management, the Company's practices, procedures and performance related to ESG Matters; and
7. Review and assess this Charter annually and recommend any proposed changes for approval.

III COMPOSITION AND MEETINGS

1. The ESG Committee shall be composed of three or more directors as shall be designated by the Board from time to time, at least one of whom shall be an independent director, and one of whom shall be designated by the Board to serve as Chair.
2. Meetings of the ESG Committee shall be held from time to time as the ESG Committee or the Chairman thereof shall determine upon 48 hours' notice to each of its members; provided that the Committee shall meet at least twice per year. The notice period may be waived by a quorum of the ESG Committee.
3. A minimum of two and at least 50% of the members of the ESG Committee present either in person or by telephone shall constitute a quorum.
4. If and whenever a vacancy shall exist, the remaining members of the ESG Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
5. Any member of the ESG Committee may participate in a meeting of the ESG Committee by means of telephone conference or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
6. The ESG Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting. Supporting schedules and information reviewed by the ESG Committee shall be available for examination by any director of the Board.
7. The ESG Committee may invite such officers, directors and employees of the Company and its subsidiaries as it may see fit, from time to time, to attend meetings of the ESG Committee.
8. Any matters to be determined by the ESG Committee shall be decided by a majority of votes cast at a meeting of the ESG Committee called for such purpose. Actions of the ESG Committee may be taken by an instrument or instruments in writing

signed by all members of the ESG Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the ESG Committee called for such purpose.

9. All decisions or recommendations of the ESG Committee shall require the approval of the Board prior to implementation.