

MANDATE OF THE AUDIT COMMITTEE

Purpose

The Audit Committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of i-80 Gold Corp. (the "**Company**") to assist the Board in fulfilling its obligations relating to the integrity and oversight of the internal financial controls and accounting and financial reporting of the Company.

Composition & Appointment

The Committee shall be composed of three or more directors each of whom shall be appointed by, and shall serve at the pleasure of the Board on annual basis following the annual general meeting of shareholders of the Company.

The Chair of the Committee shall be designated by the Board from among the members of the Committee.

The Board may fill vacancies in the Committee by appointment from among the Board.

In appointing members of the Committee, the Board will consider the breadth of relevant experience and knowledge amongst Board members, in accordance with the following parameters:

- Each member of the Committee shall: (i) be financially literate within the meaning of Applicable Laws subject to any stock exchange exemptions; (ii) meet all applicable securities laws, instruments, rules, policies and regulatory requirements, including all applicable stock exchange rules (collectively "**Applicable Laws**"); and accordingly (iii) be independent under Applicable Laws.
- At least one member of the Committee shall: (i) be financially sophisticated, in that they shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, which may include being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities; and (ii) be an "audit committee financial expert" within the meaning of U.S. federal securities laws.
- None of the members of the Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.



- No director may serve as a member of the Committee if such director serves on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee and discloses this determination in its public disclosure documents.

Conduct & Resources of the Committee

(a) **Meetings** - The Committee shall meet at least quarterly in each financial year of the Company. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members or as may be required by Applicable Laws.

- A majority of the members of the Committee shall constitute a quorum.
- At each meeting to review the interim and annual financial statements of the Company or when requested by a member of the Committee on an ad hoc basis, the Committee shall hold an in-camera session without any senior officers of the Company (“**Management**”) present at each meeting of the Committee.
- The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other communication equipment, given at least 48 hours prior to the time of the meeting, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
- Members may participate in a meeting of the Committee by means of conference telephone or other communication equipment.
- The Committee shall keep minutes of all meetings which shall be available for review by the Board.
- The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
- The Committee may invite such directors, senior officers and other employees of the Company and such other advisors and persons as is considered advisable to attend any meeting of the Committee.
- Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts) and any such action shall be as effective as



if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

- The Committee shall report its determinations and recommendations to the Board.

(b) **Resources and Authority** - The Committee has the authority to:

- engage, at the expense of the Company, independent counsel and other experts or advisors as is considered advisable;
- determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
- communicate directly with the independent auditor of the Company (the "**Independent Auditor**");
- conduct any appropriate investigation;
- request the Independent Auditor, any senior officer or other employee, or outside counsel for the Company, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee;
- have unrestricted access to the books and records of the Company; and
- request funding from the Company for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Responsibilities of the Committee

(a) **Chair of the Committee** – the Chair should:

- report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee;
- in consultation with the Chairman of the Board and the members, establish dates for holding required meetings of the Committee;
- set the agenda for each meeting of the Committee with input from other members, the Chairman of the Board, the Lead Director, if any, Management and any other appropriate individuals;
- act as liaison and maintain communication with the Chairman of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;



- assist the members of the Committee to understand and comply with the responsibilities contained in this Mandate;
- foster ethical and responsible decision making by the Committee;
- together with the Corporate Governance and Nominating Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- ensure appropriate information is provided to the Committee by the senior officers to enable the Committee to function effectively and comply with this mandate;
- ensure that appropriate resources and expertise are available to the Committee;
- ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;
- facilitate effective communication between the members of the Committee and the senior officers and encourage an open and frank relationship between the Committee and the Independent Auditor;
- attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Company to respond to any questions from shareholders that may be asked of the Committee; and
- perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

(b) ***Financial Accounting, Internal Controls and Reporting Process*** - The responsibilities of the Committee are:

- review management's report on, and assess the integrity of, the internal controls over the financial reporting of the Company and monitor the proper implementation of such controls;
- review and recommend for approval by the Board the quarterly unaudited financial statements, management's discussion and analysis ("**MD&A**") thereon and the other financial disclosure related thereto required to be reviewed by the Committee by Applicable Laws;



- review and report to the Board on the annual audited financial statements, the MD&A thereon and the other financial disclosure related thereto required to be reviewed by the Committee by Applicable Laws;
- monitor the conduct of the audit function;
- discuss and meet with, when considered advisable to do so and in any event no less frequently than annually, the Independent Auditor, the Company's chief financial officer (the "CFO") and any other senior officer or other employee which the Committee wishes to meet with, to review accounting principles, practices, judgments of management, internal controls and such other matters as the Committee considers appropriate; and
- review any post-audit or management letter containing the recommendations of the Independent Auditor and Management's response thereto and monitor any subsequent follow-up to any identified financial reporting or audit related weaknesses.

(c) **Public Disclosure** - the Committee shall:

- review the quarterly and annual financial statements, the related MD&A, quarterly and annual earnings press releases and any other public disclosure documents that are required to be reviewed by the Committee under Applicable Laws; and
- review the procedures which are in place for the review of the public disclosure by the Company of financial information extracted or derived from the financial statements of the Company and periodically assess the adequacy of such procedures.

(d) **Risk Oversight** - The Committee should inquire of the senior officers and the Independent Auditor as to the significant risks or exposures, both internal and external, to which the Company is subject, and review the actions which the senior officers have taken to address such risks. Specifically, the Committee should:

- understand the identification, assessment and monitoring methods and mechanisms used by Management to mitigate such risks;
- in conjunction with the Corporate Governance and Nominating Committee of the Board, the Committee should annually review the directors' and officers' third-party liability insurance of the Company; and
- discuss with the chief legal officer or outside legal counsel, or both, any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the business, operations or compliance policies of the Corporation, including material notices to or inquiries received from governmental agencies.



(e) **Corporate Conduct** - the Committee should ensure that there is an appropriate standard of corporate conduct relating to the internal controls and financial reporting of the Company. The Committee should establish procedures for the:

- receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; and
- confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(f) **Oversight of the Independent Auditor** - the Committee shall be directly responsible for, subject to any authority reserved by law to the Company's shareholders, the appointment, compensation, retention and oversight of a firm of external auditors to act as the Independent Auditor. Specifically, the Committee:

- shall be responsible for obtaining from the external auditors a formal written statement delineating all relationships between the external auditors and the Company in a manner consistent with the requirements of applicable securities laws and regulations and applicable stock exchange rules;
- shall actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that impact the objectivity and independence of the external auditor;
- should arrange and attend, as considered appropriate and at least annually, a private meeting with the Independent Auditor and shall review and approve the remuneration of Independent Auditor;
- shall resolve any otherwise unresolved disagreements between the senior officers and the Independent Auditor regarding the internal controls or financial reporting of the Company;
- should pre-approve all audit and non-audit services not prohibited by law (including Applicable Laws) to be provided by the Independent Auditor;
- should review the audit plan of the Independent Auditor, including the scope, procedures and timing of the audit;
- should review the results of the annual audit with the Independent Auditor, including matters related to the conduct of the audit;
- should obtain timely reports from the Independent Auditor describing critical accounting policies and practices applicable to the Company, the alternative treatment of information within GAAP that were discussed with the CFO, the ramifications thereof, and the Independent Auditor's preferred treatment and should review any material written



communications between the Company and the Independent Auditor;

- should review and approve the fees paid by the Company to the Independent Auditor and any other professionals in respect of audit and non-audit services on an annual basis;
- should review and approve the Company's hiring policy regarding partners, employees and former partners and employees of the present and any former Independent Auditor; and
- should monitor and assess the relationship between the senior officers and the Independent Auditor and monitor the independence and objectivity of the Independent Auditor.

(g) Oversight and Monitoring of Internal Audit Function – the Committee should:

- review the appointment and replacement of the person with principal responsibility for the internal audit function when applicable.
- Inform the person with principal responsibility for the internal audit function that he or she is expected to provide to the Committee summaries of and, as appropriate, the significant reports to management prepared in relation to the internal audit function.

(h) Other Responsibilities - the Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

Annual Review

The Committee shall review and reassess the adequacy of this Mandate annually and report to the Board on such review. The Board, with the assistance of Management, will ensure that this Mandate is disclosed on the Company's website, and that this Mandate is disclosed in accordance with all applicable securities laws or regulatory requirements.

Approved, Amended
and Restated:

Audit Committee
Board of Directors

Date:

March 31, 2025