

MANDATE OF THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE

Purpose

The Corporate Governance and Nominating Committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of i-80 Gold Corp. (the "**Company**") to assist the Company and the Board in fulfilling their respective corporate governance responsibilities under applicable securities laws, instruments, rules and policies and regulatory requirements, including all applicable stock exchange rules (collectively "**Applicable Laws**"), to promote a culture of integrity throughout the Company and to assist the Company in identifying and recommending new nominees for election to the Board.

Composition & Appointment

The Committee shall be composed of three or more directors as designated by the Board from time to time. Each member of the Committee shall be appointed by, and shall serve at the pleasure of, the Board on an annual basis following the annual general meeting of shareholders of the Company.

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

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. Each member of the Committee shall have a general familiarity with good corporate governance practices and standards for publicly listed companies in North America.

The Committee shall meet all Applicable Laws, including those relating to independence within the meaning of Applicable Laws. Accordingly, each member shall be independent within the meaning of Applicable Laws subject to any stock exchange exemptions.

Conduct & Resources of the Committee

(a) **Meetings** - The Committee shall meet at least twice 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.
- The Committee should hold an in-camera session without senior officers present at each meeting.



- 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 video 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 its meetings available for review by the Board.
- The Committee may appoint any individual, who need not be a member, to act as 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 appropriate 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 be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) 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 considered advisable;
- determine and pay the compensation for any independent counsel and other experts or advisors retained by the Committee;
- conduct any appropriate investigation;
- request any senior officer, 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;
- respond to, and if appropriate, authorize requests by, individual directors to engage independent counsel or other experts or advisors at the expense of the Company; and



- monitor the appropriateness of implementing structures, or of the structures implemented, from time to time to ensure that the Board can function independently of the senior officers of the Company.

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 and all member of the Board in discharging their obligations under the Company's system of corporate governance;
- foster ethical and responsible decision making by the Committee and promote best practices and high standards of corporate governance;
- ensure appropriate information is provided to the Committee by Management 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 outside 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 Management;
- 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) *Related Party Transactions* - The Committee is responsible for:

- considering, or presenting to the Board for consideration, any material transaction involving the Company and any "related party" as that term is defined in Applicable Laws (each a "**Related Party Transaction**"); and
- monitoring any Related Party Transaction and reporting to the Board on a regular basis regarding the status of any Related Party Transaction.

(c) *Director orientation & continuing education* - The Committee should:

- if requested by the Board, provide an orientation and education program for new directors which advises them of (i) the role of the Board and its committees, (ii) the nature of the business and affairs of the Company, and (iii) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments;
- consider continuing education opportunities that would be relevant to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business and affairs of the Company remains current;
- review annually, together with the Audit Committee of the Board, the directors' and officers' third-party liability insurance of the Company.

(d) *Nominations* - The Committee should:

- consider from time to time the desirable number of directors of the Company;
- identify and recommend to the Company and the Board from time to time proposed nominees to be directors of the Company, based upon the following considerations (i) the competencies and skills necessary for the Board as a whole to possess, (ii) the competencies and skills necessary for each individual director to possess, (iii) the competencies and skills which each new nominee to the Board is expected to bring, (iv) whether each proposed nominee to the Board will be able to devote sufficient time and resources to the Company; and (v) diversity considerations in accordance with the Company's Diversity Policy;
- consider a skills matrix for the Board which should include the competencies and skills which each individual director possesses measured against the Committees identified skills required to be represented at the Board level.

(e) *Oversight and Monitoring of Governance Policies and Practices*



- *Board & Committee Assessment* - the Committee should annually assess the effectiveness of the Board as a whole, its committees and individual directors based upon (i) for directors and committees, the mandate of the Board and the mandate of the applicable committee respectively, (ii) for individual directors, their respective position descriptions (if any) as well as the skills and competencies which such director is expected to bring to the Board; and (iii) review the mandates of the Board, the Chairs of such committees and the mandates of such committees and make such recommendations thereon to the Board as considered advisable on an annual basis.
- *Code of Conduct and Ethics* - the Committee should (i) review periodically, and recommend to the Board any amendments in respect of, the Code and monitor the policies and procedures established by the senior officers to ensure compliance with the Code; (ii) review actions taken by the senior officers to ensure compliance with the Code and the results of the confirmations, and any violations, of the Code; (iii) monitor the disclosure of the Code, any proposed amendments to the Code and any waivers to the Code granted by the Board; and (iv) review the policies and procedures instituted to ensure that any departure from the Code by a director or senior officer which constitutes a "material change" within the meaning of Applicable Laws is appropriately disclosed in accordance with Applicable Laws.
- *Governance Policies and practices* – the Committee should review and assess the Company's corporate governance policies and practices and conduct an annual review against the Company's Corporate Governance Guidelines and the Chair of the Committee should make such recommendations to the Board in relation to this review as appropriate.
- *Governance Disclosure* – the Committee should review and make recommendations to the Board in relation to the annual disclosure of the Company's corporate governance practices in compliance with the requirements of the Applicable Laws.

Annual Review

The Committee shall review and assess 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: Corporate Governance & Nominating Committee
Board of Directors

Date: March 31, 2025