

SAY ON PAY POLICY

Introduction

i-80 Gold Corp. and its subsidiaries (collectively, the “**Company**”) and its Corporate Governance & Nominating Committee (the “**Committee**”) have adopted a “*Say on Pay*” Policy, where the Company’s shareholders have the right to an advisory vote on the annual remuneration of the Named Executive Officers (“**NEOs**”) at the annual shareholder meeting.

While the advisory vote is non-binding, the board of directors of the Company (the “**Board**”) and the Committee will take into account the results of the vote, as they consider appropriate, when considering past, current and future compensation, policies, procedures and decisions. However, the Board remains fully responsible for compensation decisions and are not relieved of these responsibilities by a positive advisory vote by shareholders. In addition, the Company is committed to ensuring that it communicates effectively and responsibly with shareholders, other interested parties and the public. As part of that commitment, the Company periodically engages certain shareholders and governance stakeholders directly to discuss the approach to executive compensation. The Company offers shareholders a method to communicate directly with the independent Chairman of the Board in writing to: Ronald Clayton, Chairman of the Board, i-80 Gold corp., 5190 Neil Road - Suite 460, Reno, NV 89502.

The Company’s Governance Guidelines provide that, if a majority or significant proportion of the shares represented in person or by proxy at the meeting are voted against the advisory resolution, the Chairman of the Board will oversee a process to seek a better understanding addressing the shareholders’ specific concerns. The Committee will consider the results of this process and, as it considers appropriate, will review the approach to executive compensation in the context of shareholders’ specific concerns and may make recommendations to the Board. Following the review by the Committee, the Board intends to disclose a summary of the process undertaken and an explanation of any resulting changes to executive compensation.

Review of Policy

The Corporate Governance & Nominating Committee will review and evaluate this Policy on an annual basis to determine whether it remains current with market practices and is otherwise effective in engaging, receiving and addressing shareholder feedback regarding the Company’s remuneration practices of its NEOs.

Dated: March 31, 2025

Approved by: Corporate Governance & Nominating Committee
Board of Directors