



PROJECT ADVISORY COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities, duties, powers and authority of the Project Advisory Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of **Lundin Gold Inc.** (the “**Company**”).

1. Purpose

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

- a. technical matters relating to development, permitting and construction of the Company’s mining activities;
- b. material technical and construction commercial arrangements with key contractors; and,
- c. ensuring the Company implements best-in-class practices.

2. Composition and Membership

The Board will appoint the members (“**Members**”) of the Committee after the annual general meeting of shareholders of the Company or at the time this Charter is originally approved by the Board, as applicable. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company 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.

The Committee will consist of two or three directors.

The Board will appoint one of the Members to act as the Chairman of the Committee. The Committee will appoint a person who may, but need not, be a Member to be the secretary for each Committee meeting (the “**Secretary**”) who will maintain minutes of such meetings and deliberations of the Committee.

3. Meetings

Meetings of the Committee will be held at such times and places as the Chairman may determine. 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 or by conference call.

The Chairman, if present, will act as the Chairman of meetings of the Committee. If the Chairman is not present, then the Members present may select one their number to act as Chairman of the meeting.

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 Chairman 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 a written resolution signed by all Members.

The Committee may invite 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.

In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, 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. Duties and Responsibilities

The Committee will have the following duties and responsibilities:

Technical Activities

Review the technical aspects of the Company's development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration.

Commercial Arrangements

Review major commercial arrangements for key contractors and, in the Committee's discretion, make recommendations to the Board for consideration.

Mine Construction Programs

Review all material proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration.

Investigations

Direct and supervise the investigation into any matter brought to its attention within the scope of its duties.

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.

5. Reporting

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6. Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers, employees, consultants and contractors will be directed to cooperate as requested

by members of the Committee. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities.

7. Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Original Approval Date: April 20, 2017

Last Revised and Approved: N/A

Approved by: Board of Directors