

Harte Gold Corp.

Committee Chair Role Descriptions

The Chair of each Committee shall lead that Committee in all aspects of its work and will be responsible to effectively manage the affairs of that Committee and ensure it is properly organized and functions efficiently. More specifically, the Chair of each Committee shall:

- (a) Provide leadership to enable that Committee to act effectively in carrying out its duties and responsibilities as described in its Charter or Mandate and as otherwise may be appropriate;
- (b) In consultation with the Chairman, President and Chief Executive Officer and other appropriate senior officers of the Corporation as needed, ensure that there is an effective relationship between management and the members of that Committee;
- (c) Chair meetings of that Committee;
- (d) In consultation, with the Chairman, President and Chief Executive Officer and other appropriate senior officers of the Corporation, determine the frequency, dates and locations of meetings of that Committee;
- (e) In consultation with the Chairman, President and Chief Executive Officer and other appropriate senior officers of the Corporation as needed, review the meeting agendas to ensure all required business is brought before that Committee to enable it to efficiently carry out its duties and responsibilities;
- (f) Ensure, in consultation with the Chairman, President and Chief Executive Officer, that all items requiring that Committee's approval are appropriately tabled;
- (g) Ensure the proper flow of information to that Committee and review with the Chairman, President and Chief Executive Officer and other appropriate senior officers as needed, the adequacy and timing of materials in support of management's proposals;
- (h) Report to the Board of Directors on the matters reviewed by, and on any decisions or recommendations of, that Committee at the next meeting of the Board of Directors following any meeting of that Committee;
- (i) In the case of the Chair of the Audit Committee, meet with the external auditors to review the audit plan and ensure there exists an effective level of communication between the external auditors and the Audit Committee throughout the year; and
- (j) Carry out any special assignments or any functions as requested by the Board of Directors.