



# AUDIT COMMITTEE CHARTER



## DAKOTA GOLD CORP.

### CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Adopted as of March 30, 2022 and last reviewed on May 17, 2023

#### **Introduction**

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Dakota Gold Corp. (the “**Company**”) is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries, including, without limitation: (i) assisting the Board in its oversight of (a) the integrity of the financial statements of the Company, (b) the Company’s compliance with legal and regulatory requirements, (c) the qualifications and independence of the Company’s Independent Auditor (as defined below) and (d) the performance of the Independent Auditor; (ii) preparing the audit committee report required pursuant to the rules of the U.S. Securities and Exchange Commission (the “**SEC**”) for inclusion in the Company’s annual proxy statement and (iii) performing such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s certificate of incorporation or bylaws or the Board.

The independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company’s Annual Report on Form 10-K is referred to herein as the “**Independent Auditor.**”

#### **I. Composition of the Committee**

The Committee shall consist of three or more independent directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the NYSE American and any additional requirements that the Board deems appropriate. Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must be designated by the Board to have accounting or related financial expertise as required by NYSE American rules.

No director may serve as a member of the Committee if such director serves on the audit committee 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. Any such determination must be disclosed in the Company’s annual proxy statement or Annual Report on Form 10-K.

The chair of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

## **II. Meetings and Procedures of the Committee**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee should meet separately on a periodic basis with (i) management, (ii) the Chief Financial Officer (without any other members of management) and (iii) the Independent Auditor, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention. The Committee shall meet *in camera* following any meeting involving members of management.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall maintain minutes of its meetings and records relating to those meetings.

## **III. Duties and Responsibilities of the Committee**

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions.

The following duties and responsibilities are within the authority of the Committee, and the Committee shall perform such duties consistent with and subject to applicable law and rules and regulations promulgated by the SEC, NYSE American or any other applicable regulatory authority:

### ***A. Selection, Evaluation and Oversight of the Independent Auditors***

The Committee shall have the following duties and responsibilities with respect to the engagement of independent registered public accounting firms:

(a) Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee;

(b) Review and, in its sole discretion, approve in advance the Independent Auditor's annual engagement letter, including the proposed fees contained therein, as well as all audit and permitted non-audit engagements and relationships between the Company and the Independent Auditor (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee and the person or persons granting such approval shall report such approval to the Committee at the next scheduled meeting;

(c) Review the performance of the Independent Auditor, including the lead partner and reviewing partner of the Independent Auditor, and, in its sole discretion, make decisions regarding the replacement or termination of the Independent Auditor when circumstances warrant;

(d) At least annually, obtain and review a report from the Independent Auditor describing:

- (i) the Independent Auditor's internal quality-control procedures;
- (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Auditor, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the Independent Auditor, and any steps taken to deal with any such issues; and
- (iii) all relationships between the Independent Auditor and the Company (including a description of each category of services that the Independent Auditor provided to the Company and a list of the fees billed for each such category);

The Committee should report its conclusions with respect to the above matters, as well as its review of the lead partner and the reviewing partner of the Independent Auditor, and its views on whether there should be a regular rotation of the Independent Auditor, to the Board.

(e) Evaluate the Independent Auditor's independence by, among other things:

- (i) obtaining and reviewing from the Independent Auditor all written statements and communications relating to relationships between the Independent Auditor and the Company required by applicable auditing standards of the Public Company Accounting Oversight Board (the "PCAOB"); and
- (ii) engaging in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that may impact its objectivity and independence;

### ***B. Oversight of Annual Audit and Quarterly Reviews***

The Committee shall have the following duties and responsibilities with respect to the Company's annual audit and quarterly reviews:

(a) Review and discuss with the Independent Auditor its annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;

(b) Review with management, the Independent Auditor and the Chief Financial Officer, the following:

- (i) all critical accounting policies and practices to be used;

- (ii) any critical audit matters arising from the current period audit;
- (iii) all alternative treatments of financial information that the Independent Auditor has discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor;
- (iv) all other material written communications between the Independent Auditor and management, such as any management letter and any schedule of unadjusted differences;
- (v) any material financial arrangements of the Company which do not appear on the financial statements of the Company;

(c) Review with management, the Independent Auditor and, if appropriate, the Chief Financial Officer, the following:

- (i) the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto;
- (ii) major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles;
- (iii) any analyses prepared by management and/or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements; and
- (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

(d) Resolve all disagreements between the Independent Auditor and management regarding financial reporting;

(e) Review on a regular basis with the Independent Auditor any problems or difficulties that it encountered during any audit work, including management's response with respect thereto, any restrictions on the scope of the Independent Auditor's activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the Independent Auditor the following:

- (i) any accounting adjustments that the Independent Auditor noted or proposed but were rejected by management (as immaterial or otherwise);

- (ii) any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement; and
- (iii) any "management" or "internal control" letter that the Independent Auditor issued, or proposed to issue, to the Company.

***C. Oversight of the Financial Reporting Process and Internal Controls***

The Committee shall have the following duties and responsibilities with respect to the Company's financial reporting process and internal controls:

- (a) Review the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, through inquiry and periodic meetings with the Independent Auditor, management and the Chief Financial Officer;
- (b) Review periodically with the Chief Executive Officer, Chief Financial Officer and the Independent Auditor:
  - (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- (c) Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, assess and manage the Company's exposure to enterprise-level risks, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
- (d) Review with management the Company's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies;
- (e) Receive periodic reports from the Independent Auditor, management, including the Chief Financial Officer, to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;
- (f) Review and discuss with the Independent Auditor the results of the year-end audit of the Company, including any comments or recommendations of the Independent Auditor and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 10-K; and

(g) Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (e.g., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance).

#### ***D. Miscellaneous***

The Committee shall have the following additional duties and responsibilities:

(a) Consider and approve any hire by the Company of employees or former employees of the Independent Auditor;

(b) Oversee the policies and procedures in the Company's Code of Ethics and review proposed transactions or courses of dealings requiring approval or ratification under such policy;

(c) Review and approve all related party transactions involving the Company and any director, officer or shareholder that beneficially owns 5% or more of the Company's securities (or an "immediate family member" of such person, as defined in the Company's Code of Ethics);

(d) Meet periodically with the Director of Legal, and outside counsel when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company;

(e) Prepare the audit committee report required by Item 407(d) of Regulation S-K to be included in the Company's annual proxy statement;

(f) Review the Company's program to monitor compliance with the Company's Code of Ethics (the "**Code of Ethics**") and periodically review the Code of Ethics;

(g) Provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

(i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;

(ii) compensation to any advisers employed by the Committee; and

(iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;

(h) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters

and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(i) Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Company;

(j) Report regularly to the Board on its activities, as appropriate. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements and compliance with legal or regulatory requirements, the Independent Auditor's performance and independence; and

(k) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

#### **IV. Evaluation of the Committee**

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the way they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

#### **V. Investigations and Studies; Outside Advisers**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the Company's financial statements, for planning or conducting the audit, or for determining whether such financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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