



Charter of the Sustainability Committee of the Board of Directors

Dated as of September 7, 2023

1. Purpose

The Sustainability Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Allied Gold Corporation (the “Company”) and operates within the governance structure of the Company and its subsidiaries. The purpose of the Committee is to monitor and review the sustainable development, environmental, health and safety policies, principles, practices and processes, and monitor and review current and future regulatory issues relating to sustainable development, environmental, health and safety.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

2. Composition and Meetings

The Committee shall be comprised of three or more directors as determined by the Board, a majority of whom shall be “independent directors” in accordance with applicable legal requirements, including the requirements of National Policy 58-201 – *Corporate Governance Guidelines* as revised, updated or replaced from time to time. Each Committee member shall also possess skills and/or experience which are relevant to the mandate of the Committee.

The members of the Committee and its chair shall be elected by the Board at the annual organizational meeting of the Board and shall serve until: the next annual meeting of shareholders; they resign; their successors are duly appointed; or such member is removed from the Committee by the Board. If the Board fails to designate one member as the chair of the Committee (the “Chair”), the members of the Committee shall appoint the Chair from among its members.

The Committee shall meet as frequently as the Committee considers necessary. Meetings shall be in person or by audio or video conference or such other electronic facility as provides electronic means of attendance and participation in the meeting. The Committee shall ask the Chairman and Chief Executive Officer (“CEO”) to attend meetings other than in camera sessions of meetings and to provide information as necessary. The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties. In addition, the Committee shall conduct selected site visits at the Company’s properties, as it determines necessary, targeting at least once per year.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Meetings of the Committee shall be held from time to time as the Committee or the Chair of the Committee shall determine upon notice to each of its members in compliance with the Company’s by-laws. The notice period may be waived by a quorum of the Committee.

3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee's responsibilities shall include, but are not limited to:

1. review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board;
2. evaluate the functioning, effectiveness and performance of the Committee and its members on an annual basis;
3. review mineral resources and reserves information for annual public disclosure prior to review by the Board;
4. review and approve annual disclosure relating to the Company's sustainability, health, safety and environment policies and activities;
5. consider and make recommendations to the Board on the guidelines issued by proxy advisory firms in respect of sustainability, health, safety and environment disclosure;
6. review and monitor the sustainability, health, safety and environment policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with applicable laws and legislation;
7. review monthly and annual sustainability, environmental, health and safety reports;
8. encourage, support, assist and counsel management through the Chairman and CEO, as may be requested from time to time, in developing short and long term policies and standards to ensure that the principles set out in the health, safety and environment policies are being adhered to and achieved;
9. periodically review health, safety and environment response compliance issues and incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
10. investigate, or cause to be investigated, any extraordinary negative health, safety and environment performance where appropriate;
11. review results of operational, health, safety and environment audits and management's activities to maintain appropriate internal and external health, safety and environmental audits;
12. identify the principal areas of health, safety and environment risks and impacts and ensure that sufficient resources are allocated to address these;
13. record minutes of its meetings and report periodically to the Board on all matters and recommendations made by the Committee and at such other times as the Board may consider appropriate; and
14. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.