

BOARD COMMITTEE CHARTER

Audit Committee Charter

Implemented pursuant to National Instrument 52-110 Audit Committees

PART 1 – PURPOSE

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Stakeholder Gold Corporation (the “Corporation”). The purpose of the Committee is to:

1. improve the quality of the Corporation’s financial reporting;
2. assist the board of directors to properly and fully discharge its responsibilities;
3. provide an avenue of enhanced communication between the directors and external auditors;
4. enhance the external auditor’s independence;
5. increase the credibility and objectivity of financial reports;
6. strengthen the role of the directors by facilitating in depth discussions between directors, management and external auditors; and
7. provide oversight to related party transactions entered into by the Corporation.

1.1 Definitions

“accounting principles”

has the meaning ascribed to it in National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards.

“audit services”

means the professional services rendered by the Corporation’s external auditor for the audit and review of the Corporation’s financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.

“Charter”

means this audit committee charter.

“Committee”

means the committee established by and among certain members of the board of directors for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

“Control Person”

means any individual or company that holds or is one of a combination of individuals or companies that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation.

“financially literate”

has the meaning set out in the Instrument.

“Instrument”

means National Instrument 52-110 Audit Committees.

“MD&A”

has the meaning ascribed to it in National Instrument 51-102.

“Member”

means a member of the Committee.

“National Instrument 51-102”

means National Instrument 51-102 Continuous Disclosure Obligations.

“non-audit services”

means services other than audit services.

PART 2 – AUDIT COMMITTEE**2.1 Audit Committee**

The board of directors has hereby established the Committee for, among other purposes, compliance with the Instrument.

2.2 Relationship with External Auditors

The Corporation will require its external auditor to report directly to the Committee and the Members shall ensure that such is the case. The Corporation shall monitor and assess the relationship between management and external auditors and monitor and support the independence and objectivity of the external auditors.

2.3 Committee Responsibilities

1. The Committee shall recommend to the board of directors:
 - a. the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation; and
 - b. the compensation of the external auditor.
2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
 - a. reviewing the audit plan with management and the external auditor, including the scope, procedures and timing of the audit;

- b. reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
 - c. questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - d. reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - e. reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtain an explanation from management of all significant variances between comparative reporting periods;
 - f. reviewing audited annual financial statements, in conjunction with the report of the external auditor, to satisfy itself that they are presented in accordance with applicable international financial reporting standards;
 - g. reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
 - h. reviewing interim unaudited financial statements before release to the public;
 - i. reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
 - j. reviewing the evaluation of internal controls by the external auditor, together with management's response;
 - k. reviewing the terms of reference of the internal auditor, if any;
 - l. reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
 - m. reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.
3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor.
 4. The Committee shall review the Corporation's financial statements, MD&A, and annual and interim profit or loss press releases before the Corporation publicly discloses this information.
 5. The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection 2.3(4) above, and shall periodically assess the adequacy of those procedures.

6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.
7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Instrument 51-102, on a routine basis, whether or not there is to be a change of auditor.
8. The Committee shall, as applicable, establish procedures for:
 - a. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - b. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation, as applicable.
10. The Committee, in conjunction with the Corporate Governance and Nominating Committee as necessary, shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
11. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
12. The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the board of directors for approval.
13. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

2.4 De Minimis Non-Audit Services

The Committee shall be deemed to have satisfied the pre-approval requirement in subsection 2.3(3) if:

- a. the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiary entities to the Corporation's external auditor during the financial year in which the services are provided;
- b. the Corporation or the subsidiary entity of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and

- c. the services are promptly brought to the attention of the Committee and approved prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

2.5 Delegation of Pre-Approval Function

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 2.5(1) must be presented to the Committee at its first scheduled meeting following such pre-approval.

PART 3 – COMPOSITION

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the Corporation.
3. The majority of Members shall not be employees, Control Persons or officers of the Corporation.
4. If practicable, given the composition of the directors of the Corporation, each Member shall be financially literate.

PART 4 – AUTHORITY

4.1 Authority

The Committee shall have the authority to:

- a. set and pay the compensation for any advisors employed by the Committee;
- b. communicate directly with the internal and external auditors;
- c. recommend the amendment or approval of audited and interim financial statements to the board of directors;
- d. retain, at the expense of the Corporation, legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties;
- e. conduct any investigation appropriate to its responsibilities, and request external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee; and
- f. access the books and records of the Corporation.

PART 5 – DISCLOSURE

5.1 Disclosure in Information Circular

If management of the Corporation solicits proxies from the security holders of the Corporation for the purpose of electing directors to the board of directors while the Corporation is a “venture issuer” as defined in the Instrument, the Corporation shall include in its management information circular the disclosure required by Form 52-110F2 (Disclosure by Venture Issuers).

PART 6 – MEETINGS

6.1 Meetings

1. The Committee shall meet at regular intervals and, in any event, not less frequently than quarterly. A minimum of two and at least 50% of the Members present either in person or by telephone shall constitute a quorum. If and whenever a vacancy exists, the remaining Members may exercise all the powers and responsibilities of the Committee so long as a quorum remains in office.
2. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by giving at least 48 hours notice, provided that no notice shall be necessary if all members present either in person or by conference telephone or if those absent have waived notice or otherwise signified their consent to holding the meeting.
3. The Chair of the Committee shall prepare and circulate an agenda as far in advance of each meeting as reasonably practicable. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit to attend at meetings. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
4. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting. The Committee may, from time to time, appoint any person who need not be a Member, to act as a secretary at any meeting.
5. The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

6. Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.

PART 7 – LIMITATION ON OVERSIGHT

7.1 Limitation on the Oversight Role of the Committee

1. Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.
2. Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Corporation by such persons or organizations.

PART 8 – COMPLAINTS PROCEDURES

8.1 Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters

1. The Corporation shall inform all employees of the Corporation at least annually, of the officer (the "Complaints Officer") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on an annual basis prior to the annual meeting of the Committee called to approve annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

PART 9 – NON-AUDIT SERVICES

9.1 Procedures for Approval of Non-Audit Services

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:
 - a. bookkeeping or other services related to the Corporation's accounting records or financial statements;
 - b. financial information systems design and implementation;
 - c. appraisal or valuation services, fairness opinion or contributions-in-kind reports;
 - d. actuarial services;
 - e. internal audit outsourcing services;
 - f. management functions;
 - g. human resources;
 - h. broker or dealer, investment adviser or investment banking services;
 - i. legal services;
 - j. expert services unrelated to the audit; and
 - k. any other service that the Canadian Public Accountability Board determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.
3. The Chief Financial Officer of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.