

The Audit Committee Charter

The following is the Eagle Plains' "Audit Committee Charter":

Purpose

The primary function of the audit committee of Eagle Plains (the "Committee") is to assist the board of directors (the "**Board**") of Eagle Plains in fulfilling its oversight responsibilities. The Committee will review the financial reports and other financial information provided by Eagle Plains to any regulatory body or the public, the Eagle Plains' systems of internal controls regarding preparation of those financial statements and related disclosures that management and the Board have established and the Eagle Plains' auditing, accounting and financial reporting processes generally. Consistent with this function, the Committee encourages continuous improvement of, and fosters adherence to, the Eagle Plains' policies, procedures and practices at all levels. The Committee's primary objectives are to:

- Assist directors in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Eagle Plains and related matters;
- Provide for open communication between directors and external auditors;
- Enhance the external auditor's independence;
- Increase the credibility and objectivity of financial reports; and
- Strengthen the role of the outside or "independent" directors by facilitating in depth discussions between directors on the Audit Committee, management and external auditors.

Composition

The Committee is comprised of three or more directors as determined by the Board, with the majority of whom shall be "independent" (as such term is used in Multilateral Instrument 52-110 ---Audit Committees ("MI 52-110"), if at all possible, unless the Board shall have determined that the exemption contained in section 3.6 of MI 52-110 would be applicable and has determined to rely thereon. All Committee members shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee and none of the members of the Committee may participate in the preparation of the financial statements.

All of the members of the committee shall be "financially literate" (as defined in MI 52-110) unless the Board shall determine that an exemption under MI 52-110

from such requirement in respect of any particular member would be applicable and has determined to rely thereon in accordance with the provisions of MI 52-110.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and remain as members of the Committee until their successors shall be duly elected and qualified.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its mandate to foster open communication, the Committee should meet at least annually with management and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Chief Financial Officer (if appointed) is required to be present at the meetings of the Committee and may be excused from all or part of any such meetings by the independent sitting members.

Minutes of all meetings of the Committee shall be taken and the Committee shall report the results of its meetings and reviews undertaken and any associated recommendations or resolutions to the Board. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee shall be valid resolution of the Committee.

A quorum for meetings of the Committee shall be majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the committee shall be the same as those governing the Board.

Members of the Committee may participate in a meeting of the Committee by means of telephone or other communication device or facilities that permit all persons participating in any such meeting to hear one another.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Documents/Reports Review

1. Review and update this Charter, as conditions dictate.
2. Review the financial statements, prospectuses, MD&A, annual information forms and all public disclosures containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval where

required.

3. Meet with management and the external auditors to review the annual financial statements and the results of the audit.
4. Establish procedures for:
 - a. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
 - b. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
5. Adhere to the processes and procedures of the Corporation's Whistleblower Protection Policy, including, but not limited to:
 - a. investigating complaints made to the Committee;
 - b. retaining all documents and records regarding any complaint made to the Committee;
 - c. determining the validity of each complaint and fashioning, with the input of its advisors and the Corporation's management, if requested, the appropriate corrective action for each complaint; and
 - d. discussing the status of any on-going investigation at each quarterly meeting.
6. Review and Approve Eagle Plains' hiring policies regarding employees and former employees of the present and former external auditors of the issuer.
7. Review of significant auditor findings during the year, including the status of previous audit recommendations.
8. Assess whether internal control recommendations made by external auditors have been implemented by management.
9. Assess the current areas of greatest financial risk and whether management is managing these effectively.
10. Review any legal matters which could significantly impact the financial statements as reported on by the Corporation's counsel and engage

outside independent counsel and other advisors whenever as deemed necessary by the Committee to carry out its duties.

11. Review and oversee all related party transactions.
12. Assess judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
13. 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 contained in the Corporation's financial statements, Management's Discussion and Analysis and annual and interim earnings press releases; and must periodically assess the adequacy of those procedures.

B. External Auditors

1. Be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
2. Recommend to the Board the external auditors to be nominated for appointment by the shareholders.
3. Recommend to the Board the terms of engagement of the external auditor, including their compensation and a confirmation that the external auditors shall report directly to the Committee.
4. On an annual basis, review and discuss with the auditors all significant relationships the auditors have with Eagle Plains to determine the auditors' independence.
5. Ensure receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Corporation, consistent with the Independence Standards Board Standard No. 1 and related Canadian regulatory body standards.
6. Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant.
7. When there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change.

8. Periodically consult with the external auditors, without the presence of management, about internal controls and the fullness and accuracy of the organization's financial statements.
9. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor, and ensure no unjustifiable restriction or limitations have been placed on the scope.
10. Pre-approved the completion of any non-audit services by the external auditors and determined which non-audit services the external auditor is prohibited from providing and the Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services, provided that such member(s) reports to the Committee at the next scheduled meeting such pre-approval and the members(s) complies with such other procedures as may be established by the Committee from time to time.

C. Financial Reporting Processes

1. In consultation with the external auditors and management, review the integrity of the organization's financial reporting processes both internal and external. Consider judgments concerning the appropriateness of Eagle Plains' accounting policies.
2. Consider and approve, if appropriate, major changes to Eagle Plains' auditing and accounting principles and practices as suggested by the external auditors or management.
3. Review risk management policies and procedures of Eagle Plains' (i.e., hedging, litigation and insurance).

D. Process Improvement

1. Review with external auditors their assessment of internal controls, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit, and upon completion of the audit, their reports upon the financial statements.

E. Ethical and Legal Compliance

1. Ensure that management has the proper review system in place to ensure that Eagle Plains' financial statements, reports and other financial information disseminated to regulatory organizations and the

public satisfy legal requirements.

2. Conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain, and to set and pay compensation for any independent counsel and other professionals to assist in the conduct of any investigation, subject to the Board approving any expenditure in excess of \$10,000 in this regard.
3. Perform any other activities consistent with this Charter, Eagle Plains' by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

Composition of the Audit Committee

The Committee consists of three members:

1. One is not considered to be independent:
 - a. Robert Doyle, a director, Treasurer and Chief Financial Officer;and
2. Two directors considered to be independent:
 - a. Bill Bennett, a director
 - b. Paul Reynolds, a director

All are considered to be financially literate.

Relevant Education and Experience

Robert Doyle is a Chartered Accountant and is Senior Vice President of a company specializing in providing management and financial consulting services to public and private companies, as well as an officer of other publicly listed companies. Mr. Doyle was appointed to the Eagle Plains Board in 2024.

Bill Bennett has significant experience with natural resources issues and with First Nations issues through his time as a multi term BC MLA, and has been on the Eagle Plains Board since 2017.

Paul Reynolds is a professional geoscientist with over 35 years' experience, specializing in the conception and management of mineral exploration ventures. He has 24 years' experience managing public companies as both a director and/or executive officer. Paul was appointed to the Board of Directors of Eagle Plains in July 2019.

Audit Committee Oversight

At no time since the commencement of the Eagle Plains' most recently completed financial year were any Committee's recommendations to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of Eagle Plains' most recently completed financial year has it relied on any exemption under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The fees paid by Eagle Plains to its auditor in each of the last three fiscal years are:

Financial Year Ending December 31	Audit Fees
2023	\$100,000
2022	\$92,000
2021	\$53,000

Venture Issuer Exemption

Eagle Plains, as a "Venture Issuer", is relying upon section 6.1 of Multilateral Instrument 52-110 exempting it from certain requirements relating to the composition of the audit committee requirements and reporting obligations.