CADILLAC MINES CORPORATION

Mandate of the Audit Committee

1 PURPOSE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Cadillac Mines Corporation ("**CMC**" or the "**Company**") is appointed by the Board to assist the Company and the Board in fulfilling their obligations relating to: (i) the integrity of the internal financial controls and financial reporting of the Company, (ii) compliance with legal and regulatory requirements regarding financial reporting; (iii) the external auditor's qualifications, independence and performance; (iv) oversight of corporate conduct relating to the internal controls and financial reporting; (v) the performance of internal audit functions; and (vi) oversight of financial risk and information technology risk management.

2 COMMITTEE OPERATING REQUIREMENTS AND GUIDELINES

The Committee has the authority to do any of the following at its discretion:

a) communicate directly with CMC personnel responsible for the internal audit function of the Company ("**Internal Auditor**") and the independent auditor of the Company (the "**Independent Auditor**"), and other assurance providers;
b) request the Independent Auditor or Internal Auditor to attend any meeting of the Committee;
c) engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
d) determine, and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
e) communicate directly with any independent counsel and other experts and advisors retained by the Committee;
f) conduct any investigation considered appropriate by the Committee;
g) request any executive officer or other employee of, or outside counsel for, the Corporation to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and
h) have unrestricted access to the Corporation's information, including without limitation the books and records of the Corporation.

3 COMPOSITION

The Committee shall be composed of three or more directors, as designated by the Board from time to time. Each member of the Committee shall be independent under the criteria set out in National Instrument 52-110 – *Audit Committees*, and financially literate within the meaning of applicable securities laws or rules of any stock exchange on which the share of the Company trade ("**Applicable Laws**"), having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably be expected to be raised by the financial statements of the Company.

The Chair of the Committee (the "**Chair**") shall be designated by the Board or if not designated by the Board, the Committee, from among the members of the Committee.

Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board.

4 MEETINGS

The Committee shall meet at least four times in each financial year of the Company. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members of the Committee, or as may be required by Applicable Laws.

Members may participate in a meeting of the Committee by means of telephone or web conference or other communication equipment.

The Chair, in consultation with the members of the Committee, will establish dates for holding meetings of the Committee and set the agenda for each meeting of the Committee, with input from other members of the Committee and any other appropriate individuals.

A majority of the members of the Committee shall constitute a quorum. If, and whenever a vacancy shall exist in the Committee, the remaining members of the Committee may exercise all powers and responsibilities of the Committee so long as a quorum remains in office present in respect of a specific Committee meeting.

The Committee shall hold an *in camera* session without any executive officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.

The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside. The Chair (or other Committee member, as applicable) presiding at any meeting shall not have a casting vote.

The Committee shall keep minutes of all meetings, which shall be available for review by the Board. Draft minutes of each meeting of the Committee should be circulated to the Committee Chair for review promptly following the date of each such meeting. Once approved by the Committee, the minutes serve as the official record of the meeting.

The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.

The Committee may invite such other directors, executive officers and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.

Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts and by electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

The Committee shall report its determinations and recommendations to the Board.

5 CHAIR RESPONSIBILITIES AND DUTIES

The Chair will have the following responsibilities and duties:

a) Provide leadership to the Committee and oversee the functioning of the Committee.
b) Chair meetings of the Committee, including *in camera* sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee, and otherwise at such times and in such manner as the Chair considers advisable.
c) Ensure that Committee materials are available to any Director upon request.
d) Assist the members of the Committee to understand and comply with the responsibilities contained in this mandate.
e) Foster ethical and responsible decision making by the Committee including functioning independently of management.
f) Provide input to the Board and the Governance Committee regarding the composition and membership of, and activities delegated to, the Committee from time to time.
g) Ensure appropriate information is provided to the Committee by the executive officers of the Corporation to enable the Committee to function effectively and comply with its mandate.
h) Ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and if applicable, independent in accordance with Applicable Laws.
i) Facilitate effective communication between the members of the Committee and the executive officers of the Corporation, and encourage an open and frank relationship between the Committee and the independent counsel or other experts or advisors retained by the Committee.
j) Attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee.

k) Receive complaints covered by the Whistleblower Policy, and if the Chair determines appropriate, launch and oversee an investigation, and promptly report to the Committee and the Board any complaint that may have material consequences for the Company and, for each financial quarter of the Company, report to the Committee the aggregate number, the nature and the outcome of the complaints received and investigated under the Whistleblower Policy.

l) Pre-approve non-audit services provided by the Independent Auditor up to a maximum amount of C$50,000 per engagement, and report such engagements to the Committee at the next meeting of the Committee.

m) Perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

6 COMMITTEE RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are:

6.1 Financial Accounting, Internal Controls and Reporting Process

6.1.1 Review any management report on, and assess the integrity of, the internal controls over financial reporting of the Company and monitoring the proper implementation of such controls.

6.1.2 Review and report to the Board on, or if mandated by the Board, approve, the quarterly unaudited financial statements, management's discussion and analysis ("MD&A"), press release and other financial disclosure related thereto that is required to be reviewed by the Committee pursuant to Applicable Laws.

6.1.3 Review and report to the Board on the annual audited financial statements, the MD&A, press release and other financial disclosure related thereto that is required to be reviewed by the Committee pursuant to Applicable Laws.

6.1.4 Monitor the conduct of the audit function.

6.1.5 Meet with, when considered advisable to do so and in any event no less frequently than annually, the Independent Auditor, the Chief Financial Officer (the "**CFO**"), the Internal Auditor, and any other executive officer or employee of the Company with whom the Committee wishes to meet, to review accounting principles, practices, judgments of management, internal controls, and internal audit matters, and such other matters as the Committee considers appropriate.

6.1.6 Review any post-audit or management letter containing the recommendations of the Independent Auditor and management's response thereto, and monitoring the subsequent follow-up to any identified weaknesses.

6.1.7 Review any new or pending developments to general accounting and reporting standards that may affect the Company's financial statements.

6.2 Public Disclosure

6.2.1 Review and discuss with executive officers of the Company any cost guidance and guidance being provided on the expected future financial results and performance of the Company, and provide its recommendations on such guidance to the Board.

6.2.2 Review from time to time the procedures which are in place for the review of the public disclosure by the Company of financial information extracted or derived from the financial statements of the Company and periodically assess the adequacy of such procedures.

6.3 Borrowings, Hedging and Investments

6.3.1 Receive quarterly reports regarding the status of borrowings and covenants.

6.3.2 Approve hedging and investment policies.

6.4 Tax Arrangements

6.4.1 Periodically, receive reports from management on tax matters, including tax assessments, that could have a material effect on the Company’s financial position or operating results.

6.5 Information Technology

6.5.1 Oversee the Company's cybersecurity program, including receiving a report each quarter on information security developments, updates on threats, incidents and mitigation efforts, and the Company's approach to cybersecurity education and awareness.

6.6 Risk

6.6.1 Inquire of the executive officers and the Independent Auditor as to the significant risks or exposures, both internal and external, to which the Company is subject, including without limitation, risks associated with tax, hedging, insurance, accounting, cybersecurity, information services and systems, use of artificial intelligence, financial controls and management reporting, and review the actions which the executive officers have taken to minimize such risks.

6.6.2 Oversee the executive officers’ management of the material risks assigned to the Committee in the Company’s enterprise risk profile.

6.7 Corporate Conduct

6.7.1 Ensure that there is an appropriate standard of corporate conduct relating to the internal controls and financial reporting of the Company.

6.7.2 Establish procedures for:

a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; and
b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

6.7.3 Review the actions taken by the senior officers of the Company to ensure compliance with CMC's Code of Business Conduct and Ethics (the "**Code**"), the results of the confirmation and responses to any violation of the Code.

6.7.4 If deemed appropriate by the Committee, refer investigations of suspected violations of the Code to the Governance Committee.

6.7.5 Monitor the disclosure of the Code, any proposed amendments to the Code and any waivers to the Code granted by the Board.

6.7.6 Review the policies and procedures instituted to ensure that any departure from the Code by a director or senior officer of the Company which constitutes a "material change" within the meaning of Applicable Laws is appropriately disclosed in accordance with Applicable Laws.

6.8 Independent Auditor

6.8.1 Recommend to the Board, for appointment by shareholders, a firm of external auditors to act as the Independent Auditor and monitor the independence and performance of the Independent Auditor.

6.8.2 Arrange and attend, as considered appropriate and at least annually, a private meeting with the Independent Auditor and review and approve the remuneration of such Independent Auditor within the pre-approved fee threshold or such other amount approved by the Board.

6.8.3 Ensure that the lead audit partner at the Independent Auditor is changed every seven years.

6.8.4 Resolve any otherwise unresolved disagreements between the senior officers of the Company and the Independent Auditor regarding the internal controls or financial reporting of the Company.

6.8.5 Pre-approve all audit and non-audit services not prohibited by law, including Applicable Laws, to be provided by the Independent Auditor. The Committee should review the proposed fee thresholds for such services and make a recommendation on the fee thresholds for audit services to the Board for approval.

6.8.6 Review the audit plan of the Independent Auditor, including the scope, procedures and timing of the audit.

6.8.7 Review the results of the annual audit with the Independent Auditor, including matters related to the conduct of the audit.

6.8.8 Obtain timely reports from the Independent Auditor describing critical accounting policies and practices applicable to the Company, the alternative treatment of information in accordance with International Financial Reporting Standards that were discussed with the CFO, the ramifications thereof, and the Independent Auditor's preferred treatment, and review any material written communications between the Company and the Independent Auditor.

6.8.9 Review the fees paid by the Company to the Independent Auditor in respect of audit and non-audit services on an annual basis.

6.8.10 Review and approve from time to time the Company's hiring policy regarding partners, employees and former partners and employees of the present and any former Independent Auditor.

6.8.11 Monitor and assess the relationship between the senior officers of the Company and the Independent Auditor, and monitor the independence and objectivity of the Independent Auditor.

6.9 Internal Audit

6.9.1 Exercise governance over the internal audit function, including:

a) Review with the CFO the appointment, retention, and replacement of the Internal Auditor and the organizational structure of the internal audit function.
b) Review with the CFO the responsibilities of the Internal Auditor beyond internal audit and understand any potential impairments to the function's independence.
c) Periodically review and approve the internal audit directives, and provide input on strategic plans, objectives, performance measures, and outcomes.
d) Inquire whether any evidence of fraud has been identified during internal audit engagements and evaluate necessary actions.
e) Approve the scope and frequency of external quality assessments and review the results, monitoring the implementation of action plans.
f) Periodically review with the Internal Auditor any significant difficulties, disagreements with management, or scope restrictions encountered.

6.10 Other Responsibilities

6.10.1 Review with management, the Independent Auditor and, if necessary, with external legal counsel, any litigation, claim or other contingency, that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements.

6.10.2 Perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

6.11 Policy Oversight

6.11.1 Periodically review and make recommendations to the Board regarding the following policies, as applicable from time to time:

a) Code of Business Conduct and Ethics;
b) Whistleblower Policy;
c) Anti-bribery and Anti-Corruption Policy;
d) Hedging Policy;
e) Investment Policy;
f) Delegation of Authority Policy;
g) Internal Audit Charter;

h) Such other policies as may be delegated by the Board.