

U.S. GOLDMINING INC.

SUSTAINABILITY COMMITTEE CHARTER

This Sustainability Committee Charter (this “**Charter**”) sets forth the purpose and membership requirements of the Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of U.S. GoldMining Inc. (the “**Company**”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Membership**

The Committee shall consist of two or more directors. The members of the Committee shall be appointed by the Board and serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. Vacancies occurring on the Committee shall be filled by the Board.

2. **Purpose**

The purpose of the Committee is to carry out the responsibilities delegated by the Board regarding the review and oversight of the Company’s compliance, goals, policies, procedures, and disclosures related to sustainability and environmental, social, and governance (“**ESG**”) matters as described in this Charter.

3. **Duties and Responsibilities**

The Committee shall have the following authority and responsibilities:

1. To oversee and advise the Board on the Company’s goals, strategies, compliance and commitments related to sustainability and ESG, including environmental and climate risks and opportunities, human rights and human capital management, community and social impact, and diversity and inclusion.
2. Approve and oversee implementation of sustainability policies.
3. To monitor the Company’s performance related to its sustainability and ESG goals, strategies, and commitments.
4. To review and oversee the policies and procedures used to prepare sustainability and ESG-related statements and disclosures, and review such statements and disclosures before their publication.
5. To oversee and advise the Board on the Company’s sustainability and ESG-related engagement efforts with stockholders and other key stakeholders.
6. To review and advise the Board on sustainability and ESG-related shareholder proposals.
7. To meet with the Company’s management regarding significant sustainability and ESG-related events and matters.

8. The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. The Committee shall review and reassess the adequacy of this Charter annually. The Committee shall, as appropriate, make recommendations to management or the full Board as a result of its performance evaluation and review of this Charter.

4. Meetings

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as frequently, at such times and places, as it deems necessary to fulfill its responsibilities. The Committee shall maintain minutes of each meeting, and make regular reports to the Board. The Committee shall report any action it takes to the full Board at or before the next meeting of the Board.

The Committee may invite any members of management or other consultants or advisors to its meetings as it deems appropriate.

5. Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.