

Commitment to Diversity

Nighthawk Gold Corp. (“**Nighthawk**”) is committed to diversity, including diversity in relation to gender, age, ethnic origin, religion, sexual orientation and disability.

Objective

A truly diverse board will include and make good use of differences in the skills, experience, knowledge, gender, ethnic origin and other distinctions between directors. Without seeking to set a specific target for female representation on the Board, Nighthawk recognizes the benefits of having a diverse Board, and the objective of this policy is to increase diversity at the Board level, with particular emphasis on gender diversity.

Implementation Measures

To support increased diversity at the Board level:

- In reviewing Board composition and assessing effectiveness, the Board and the Corporate Governance and Compensation Committee will consider the benefits of diversity and the diversity of the Board members.
- At least annually, the Board or the Corporate Governance and Compensation Committee will review and discuss the level of representation of women on the Board. This review will include consideration of the effectiveness of this policy in increasing such representation as new directors join the Board over time, which will be assessed based on the number of female director candidates identified, the number of such candidates that advance in the director selection process and the number that are appointed or nominated to the Board.
- In an effort to increase the representation of women on the Board, when identifying new candidates to recommend for election or appointment to the Board, the Board (or the Corporate Governance and Compensation Committee) will consider engaging qualified external advisors to conduct a search for candidates who meet the board’s criteria. If such external advisors are engaged, they will be instructed to put forward a diversity of candidates, including female candidates.

Nighthawk does not support the adoption of quotas to support its Board diversity policy. All Board appointments will be made on merit, in the context of the skills, experience, independence, knowledge and other qualities which the Board as a whole requires to be effective, with due regard for the benefits of diversity (including the level of representation of women on the Board).