



# SHARE OWNERSHIP POLICY



**DAKOTA GOLD CORP.**  
**SHARE OWNERSHIP POLICY**

Adopted as of May 17, 2023 and last reviewed on May 17, 2023

**Introduction**

The Board of Directors (“**Board**”) of Dakota Gold Corp. (the “**Company**”) believes that it is in the best interests of the Company and its shareholders to align the financial interests of the Company’s executives and non-employee members of the Board with the long-term interests of the Company’s shareholders. In this regard, the Board has adopted minimum stock ownership guidelines (“**Guidelines**”), the purpose of which is to require such persons to own a significant number of common shares of the Company (“**Shares**”).

**I. Applicability**

This Policy is applicable to the Company’s Chief Executive Officer (“**CEO**”), Chief Financial Officer (“**CFO**”), Chief Operating Officer (“**COO**”), Chief Sustainability Officer (“**CSO**”) and the Vice-President of Exploration (the “**VPX**”) (the CEO, CFO, COO, CSO and VPX collectively referred to herein as the “**Executive Officers**”) and any member of the Board who is not employed by the Company (a “**Non-Employee Director**”) (collectively, the “**Participants**”).

**II. Minimum Ownership Requirements**

The Executive Officers and the Non-Employee Directors should own Shares which have a fair market value equal to the following multiples of the Participant’s annual base salary, or, in the case of a Non-Employee Director, the pre-tax value of the annual base cash retainer paid to the Non-Employee Director by the Company:

Chief Executive Officer	3x annual base salary
Other Executive Officers	2x annual base salary
Non-Employee Directors	3x annual base retainer

The securities which may be included in determining the Share ownership of each Participant is set forth in section 4 below and the valuation methodology for such Shares is set forth in section 5 below.

**III. Counting Share Ownership**

The following securities may be included in determining the Share ownership of each Participant:

- Shares owned directly (including through open market purchases or acquired and held upon vesting of Company equity awards);
- Shares owned jointly with or held separately by the Participant’s spouse;

- Shares held by any minor children (“**Minor Children**”) that share the same home as the Participant;
- Shares held in trust for the benefit of the Participant, the Participant’s spouse and/or Minor Children;
- Shares held in any trust in which the Participant and/or the Participant’s spouse is a trustee with voting and investment power;
- Shares owned by any private corporate entity which is at least 50% owned by any combination of the foregoing; and
- Restricted Share Units (“**RSUs**”) and Performance Share Units (“**PSUs**”) held by the Participant, whether vested or not vested.

Unexercised stock options (whether vested or not vested) and Shares issuable upon the exercise of share purchase warrants or any other convertible securities of the Company (other than RSUs and DSUs) **DO NOT** count toward meeting the ownership Guidelines set forth in this Policy.

#### **IV. Valuation Methodology**

The value of a Participant’s Share ownership requirement will be based upon his or her then current base salary or annual retainer. The determination of whether a Participant meets the applicable Guidelines will be made in January of each year and will be calculated based upon the higher of: (i) the closing price of the Company’s Shares on the NYSE American (or such other stock exchange as the Company may be listed on) on the last trading day of the most recently completed calendar year; and (ii) the average price at which a Participant acquired his or her Shares and, in the case of RSUs and PSUs held by a Participant at year-end, the value attributed to such RSUs and PSUs at award date. A Participant will provide his or her share ownership information to the Corporate Secretary or CFO of the Company in connection with the preparation of the Company’s annual proxy statement or annual report, and the Participant will be informed if he or she is in compliance with these Guidelines.

In the event of an increase in a Participant’s base salary or annual retainer, he or she will have five years from the time of the increase to acquire any additional Shares required to meet these Guidelines.

#### **V. Retention Ratio**

While a Participant is not in compliance with his or her ownership requirement, the Participant must retain an amount equal to 50% of his or her net shares (“**Net Shares**”) received as a result of the exercise of stock options or the vesting of any RSUs or PSUs granted to the Participant by the Company. “Net Shares” are those Shares which remain after Shares are sold to pay any applicable exercise price for stock options and to satisfy any tax obligations arising in connection with the exercise of stock options or the vesting of RSUs or PSUs, as the case may be.

## **VI. Margin Accounts**

While a Participant is not in compliance with his or her ownership requirement, the Participant must not hold Company securities in a margin account or otherwise pledge Company securities as collateral for a loan.

## **VII. Compliance**

The applicable Guideline level of Share ownership is expected to be satisfied by each Participant by the fifth anniversary of the later of the date of such Participant's date of hire, appointment or election and the date of implementation of this Policy.

Once a Participant's level of Share ownership satisfies the applicable Guideline, ownership of the Guideline level is expected to be maintained for as long as the Participant is subject to these Guidelines.

The Company's Compensation Committee (the "**Committee**") has the discretion to enforce the Guidelines on a case-by-case basis. The Committee will evaluate whether exceptions from the Guidelines should be made in the case of any Participant who, due to his or her unique financial circumstances, would incur a hardship by complying with these Guidelines.

## **VIII. Administration**

The Committee is responsible for monitoring the application of and compliance with these Guidelines on an annual basis.

The Committee will review and evaluate this Policy as it determines necessary and will recommend any changes to this Policy to the Board for approval.

## **IX. Amendments**

These Guidelines may be waived or amended by the Board from time to time. Changes to this Policy will be communicated to all persons to whom this Policy applies.

## **X. General**

Each of the Participants is required to acknowledge that they have read this Policy.

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