



ROXGOLD INC.

SHAREHOLDER ENGAGEMENT POLICY

1. BACKGROUND

The Board of Directors (the "**Board**") of Roxgold Inc. ("**Roxgold**") values open dialogue and the exchange of ideas with Roxgold's shareholders. This policy outlines how the Board communicates with shareholders and how shareholders can communicate with the Board and Roxgold's management.

Roxgold has sound disclosure practices to ensure that all shareholders receive timely, factual and accurate information. Roxgold's Corporate Disclosure Policy is available on the governance page of the Roxgold website at www.roxgold.com/about-us/governance/default.aspx, under "Board Policies".

2. SHAREHOLDER COMMUNICATIONS WITH THE ROXGOLD BOARD OF DIRECTORS

The Board encourages shareholder participation at Roxgold's annual shareholder meetings and at informal meetings throughout the year. The Chairman of the Board of Directors (the "**Chairman**") and other directors will meet with institutional shareholders throughout the year to discuss governance and other matters of interest to shareholders.

The Board encourages shareholders to contact Roxgold's independent directors, including the chairs of any of our committees, through our Chairman (contact details provided below).

Typical shareholder communications with the Board cover:

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|--|---|
| ✓ Board structure and composition | ✓ Succession planning |
| ✓ Board performance | ✓ Material strategic decisions |
| ✓ Chairman and Chief Executive Officer performance | ✓ Corporate governance practices and disclosure |
| ✓ Executive compensation | ✓ Overall corporate performance |

Directors report to the Board or the appropriate Board committee on their discussions with shareholders.

How Shareholders can Communicate with the Board

Shareholders can contact the Chairman by mail (marking the envelope "Confidential") or by email at the following address:

Mailing address

Attention: Chairman of the Board
Roxgold Inc.
360 Bay Street, Suite 500
Toronto, Ontario, M5H 2V6

Email address

olk@roxgold.com

Shareholders can contact other independent directors through [**the Chair of our Corporate Governance & Nominating Committee**] by mail (marking the envelope "Confidential") or by email at the following address:

Mailing address

Attention: Chair of Corporate Governance & Nominating Committee
Roxgold Inc.
360 Bay Street, Suite 500
Toronto, Ontario, M5H 2V6

Email address

jrubenstein@roxgold.com

The Board accepts anonymous communications but encourages shareholders to identify themselves so that the Chairman can acknowledge the communication.

Meeting with Roxgold Directors

Shareholders may ask the Chairman for a meeting with one or more of Roxgold's independent directors. The Chairman will consider each shareholder request, having regard to Roxgold's Corporate Disclosure Policy. Such a request should:

- ✓ indicate if the person is a Roxgold shareholder or shareholder representative, and the number and type of shares held;
- ✓ identify any non-Roxgold shareholder or representative who will attend the meeting; and
- ✓ describe what the person wishes to discuss.

3. SHAREHOLDER COMMUNICATIONS WITH ROXGOLD'S MANAGEMENT

How Management Communicates with Shareholders

Roxgold's management communicates with Roxgold shareholders in many ways, including by way of Roxgold's annual and quarterly reports, management information circulars, annual information forms, news releases, the Roxgold website, at annual meetings and through presentations at industry and investor conferences. Management also holds conference calls for quarterly earnings releases as soon as practicable after they are publicly released. All of these disclosure documents, investor presentations and conference calls are available on the Roxgold website at <https://www.roxgold.com/investors/events-and-presentations/default.aspx>.

The President & Chief Executive Officer, the Chief Financial Officer and other senior management personnel also meet frequently with investor representatives to discuss strategy as well as financial and business performance.

How Shareholders can Communicate with Management

Shareholders may provide their views through individual or group meetings with management. They may also write to the President & Chief Executive Officer or Roxgold's Vice President, Investor Relations.

The President & Chief Executive Officer is Roxgold's official spokesperson and, as a director and an executive, is the best person to communicate the views of both the Board and Roxgold.

Shareholders can contact the President & Chief Executive Officer by mail or by email at the following address:

Mailing address

Attention: President & Chief Executive Officer
Roxgold Inc.
360 Bay Street, Suite 500
Toronto, Ontario, M5H 2V6

Email address

jdorward@roxgold.com

Shareholders can also contact Roxgold's Vice President, Investor Relations by mail or by email at the following address:

Mailing address

Attention: Investor Relations
Roxgold Inc.
360 Bay Street, Suite 500
Toronto, Ontario, M5H 2V6

Email address

info@roxgold.com

4. PUBLICATION OF THE POLICY ON WEBSITE

This Policy will be posted on the Company's website at www.roxgold.com/AboutUs/Governance.

Last Approved: May 22, 2020

Approved by: Governance Committee & Board of Directors