

ROXGOLD INC.

AUDIT COMMITTEE CHARTER

1. MANDATE

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities for:

- a) the quality and integrity of the financial statements of the Company;
- b) the compliance by the Company with legal and regulatory requirements in respect of financial disclosure;
- c) the qualification, independence and performance of the Company's independent auditor,
- d) the assessment, monitoring and management of the financial reporting and financial compliance risks of the Company's business (the "Risks");
- e) the system of internal control for financial reporting; and
- f) monitoring the effectiveness of the Corporation's disclosure controls and procedures.

2. COMPOSITION

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

a) Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Company. All members must be independent. Independence of the Board members will be defined with applicable legislation and at a minimum each Committee member shall have no direct or indirect relationship with the Corporation which in the view of the Board could reasonably interfere with the exercise of a member's independent judgment except as otherwise permitted by applicable laws.

b) Expertise of Committee Members

Each member of the audit committee must be financially literate (as defined by applicable legislation) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. MEETINGS

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine thereof provided that:

- a) A quorum for meetings shall be the majority of the members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
- b) The Committee shall meet quarterly or more frequently as circumstances dictate.
- c) Notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting, provided however, that a member may in any matter waive a notice of meeting. Attendance of a member at a meeting is a waiver of notice of meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

The external auditors shall be invited to attend and be heard at every Audit Committee meeting and have the opportunity to discuss matters with the Audit Committee without the presence of management at each meeting. The Audit Committee will meet in-camera with the external auditors at each meeting. Meeting minutes shall be recorded and maintained as directed by the Chair of the Committee.

The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. ROLES AND RESPONSIBILITIES

The audit committee shall fulfil the following roles and discharge the following responsibilities:

a) External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- i. recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- ii. review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- iii. review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- iv. review and recommend to the Board the compensation to be paid to the external auditors; and
- v. review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

b) Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- i. evaluate the adequacy and effectiveness of management’s system of internal controls over the accounting and financial reporting system within the Company; and
- ii. ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

c) Financial Reporting

The audit committee reviews and recommends to the Board the annual and interim financial statements and Management Discussion and Analysis as well as related annual and interim press releases prior to their release to the public. In carrying out this duty, the audit committee shall:

General

- i. review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- ii. review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.
- iii. meet with management and the external auditors to review the results of the audit, including any difficulties encountered; and

d) Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- i. The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

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- ii. The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (a) the aggregate amount of all non-audit services that were not pre- approved is

reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

- (b) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- iii. The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (a) the pre-approval policies and procedures are detailed as to the particular service;
 - (b) the audit committee is informed of each non-audit service; and
 - (c) the procedures do not include delegation of the audit committee's responsibilities to management.

e) Other Responsibilities

The audit committee shall:

- i. establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- ii. establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- iii. ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- iv. review the policies and procedures in effect for considering officers' expenses and perquisites;
- v. perform other oversight functions as requested by the Board; and
- vi. review and update this Charter and receive approval of changes to this Charter from the Board.

f) Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

For clarifying purposes, the Audit Committee is not responsible for:

- i. planning or conducting audits,

- ii. certifying or determining the completeness or accuracy of the Company's financial statements or that those financial statements are in accordance with generally accepted accounting principles.

Each member of the Audit Committee shall be entitled to rely in good faith upon:

- i. financial statements of the Company represented to him or her by senior management of the Company or in a written report of the independent auditor to present fairly the financial position of the Company in accordance with generally accepted accounting principles; and
- ii. any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

The fundamental responsibility for the Company's financial statements and disclosure rests with senior management.

5. RESOURCES AND AUTHORITY OF THE AUDIT COMMITTEE

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b) set and pay the compensation for any advisors employed by the audit committee; and
- c) communicate directly with the internal and external auditors.

6. GUIDANCE – ROLES & RESPONSIBILITIES

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

a) Internal Control

- i. evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- ii. focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- iii. gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

b) Financial Reporting General

- i. review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- ii. ask management and the external auditors about significant risks and exposures and the plans

to minimize such risks; and

- iii. understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- iv. review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- v. pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- vi. focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- vii. consider management's handling of proposed audit adjustments identified by the external auditors; and
- viii. ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- ix. be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- x. meet with management and the auditors, either telephonically or in person, to review the interim financial statements;

c) Compliance with Laws and Regulations

- i. periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- ii. be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- iii. review the findings of any examinations by securities regulatory authorities and stock exchanges.

d) Other Responsibilities

Review, with the company's counsel, any legal matters that could have a significant financial impact.

Enacted March 27, 2018