



ROXGOLD INC.

HEALTH, SAFETY, SUSTAINABILITY AND TECHNICAL COMMITTEE MANDATE

1. PURPOSE

The overall purpose of the Health, Safety, Sustainability and Technical Committee (the "**Committee**") of Roxgold Inc. (the "**Corporation**") is to assist the Board of Directors (the "**Board**") in fulfilling its oversight responsibilities relating to geological and other technical matters concerning the Corporation, and to review and monitor:

- a) the environmental policies and activities of the Corporation on behalf of the Board; and
- b) the activities of the Corporation as they relate to the health and safety of employees of the Corporation in the workplace.

2. COMPOSITION, PROCEDURES AND ORGANIZATION

- a) The Committee shall consist of at least three members of the Board.
- b) The Board, at its annual organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- c) Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
- d) The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the corporate secretary, unless otherwise determined by the Committee.
- e) The Committee shall meet regularly on such dates and at such locations as the Chair of the Committee shall determine and when and or if any senior officer of the Corporation responsible for environmental matters requests such.
- f) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- g) The Committee shall keep minutes of its meetings which shall be submitted to the Board.
- h) The Committee shall have access to such officers and employees and to such information respecting the Corporation, and may engage independent environmental consultants and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities; however, only doing so with the knowledge and approval of the Chairman, the Chief Executive Officer or the Chief Financial Officer.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

a) **Employees' Safety and Health**

- i) to review and monitor the health and safety policies and activities of the Corporation on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Corporation's employees in the workplace and that established practices are applied;
- ii) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Corporation's policies related to the health and safety of its employees in the workplace are being adhered to and achieved;
- iii) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- iv) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Corporation.

b) **Environmental Matters**

- i) to review and monitor the environmental policies and activities of the Corporation on behalf of the Board;
- ii) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Code of Business Conduct and Ethics are being adhered to and achieved and that best practises are applied;
- iii) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action reasonable in the circumstances to protect the environment and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- iv) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended in connection with (i) through (iii) above;
- v) to ensure a high level of preparedness to react to environmental accidents in order to contain, control, clean up an eliminate;
- vi) to ensure that all employees, contractors, sub-contractors, suppliers, consultants and third parties contracted or associated with the development of the project understand their roles and responsibilities in the respect and management of the environment and encourage them to contribute to the management of environmental issues; and
- vii) to report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Corporation for consideration and the manner of disposition.

c) **Technical Matters**

- i) to provide technical support and expertise in connection with the Corporation's day to day exploration, development and operational activities;
- ii) to review with management the long term technical risks and opportunities associated with its business and ensure that the Board is made aware of these risks and opportunities;
- iii) to discuss with management and report to the Board as appropriate, any exploration, geological, mining, metallurgical, development, operational and other technical issues of significance that may require the attention of the Board;
- iv) to assess the availability of the technical skills within the Corporation, or available to the Corporation, and advise the Board on whether training or other means are necessary or desirable to supplement the skill base;
- v) to review the technical and budget issues associated with projects, acquisitions and dispositions with respect to their technical and budget impact on the Corporation and report to the Board;
- vi) to review the annual operating report of management and its performance against the annual operating and strategic plan and report to the Board thereon;
- vii) to assist management in overseeing the technical review of major projects; and
- viii) to review and recommend to the Board changes to this Mandate, as considered appropriate from time to time.

SCHEDULE "A"

POSITION DESCRIPTION FOR THE CHAIRMAN OF THE HEALTH, SAFETY, SUSTAINABILITY AND TECHNICAL COMMITTEE

1. GENERAL

The Chair of the Health, Safety, Sustainability and Technical Committee (the "**Committee**") of Roxgold Inc. ("**the Corporation**") shall be the principal liaison between the Committee, the Board of Directors (the "**Board**") and where required, the senior management of the Corporation. The Chair of the Committee shall be primarily responsible for ensuring that the Committee fulfils its purpose, as described in Committee's Mandate.

2. DUTIES AND RESPONSIBILITIES

It shall be the duty of the Chair of the Committee to:

- a) ensure that members of the Committee regularly receive the information necessary for them to be able to meet their obligations as members of the Committee;
- b) ensure that meetings of the Committee are held as required and in any event not less than the number of meetings per year dictated by the Committee's Mandate;
- c) be responsible:
 - i) in conjunction with management, for the preparation and dissemination of notices, agendas and meeting materials for all Committee meetings; and
 - ii) for chairing these meetings or designating the chair to another Committee member;
- d) to oversee the review, at least annually, by the Committee, the environmental policy and activities and its health and safety policy and activities; and
- e) ensure that minutes are kept at each meeting of the Committee and that copies of all minutes are provided to all members of the Committee.

3. REPORTING

The Chair of the Committee shall report regularly to the Board on all matters within the authority and mandate of the Committee and at a minimum at each meeting of the Board.

Enacted March 27, 2018