



**NXGOLD LTD.
(the "Company")**

CHARTER OF THE COMPENSATION AND GOVERNANCE COMMITTEE

PURPOSE

The overall purpose of the Compensation and Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") fulfil its oversight duties with respect to approving and monitoring guidelines and practices with respect to compensation and benefits provided by the Company and developing corporate governance guidelines, principles and policies.

COMPOSITION, PROCEDURES AND ORGANIZATION

- a) The Board shall appoint the members of the Committee and the Chair each year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- b) The Committee shall consist of at least two members of the Board, each of whom shall be independent as defined by applicable securities laws, rules and regulations.
- c) If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
- d) The Corporate Secretary of the Company shall be the Secretary of the Committee, unless otherwise determined by the Committee.
- e) The Committee shall meet regularly each year and no less than twice per year. Any member of the Committee may call a meeting of the Committee. The Committee shall hold in camera sessions without the presence of management at each meeting (unless the members of the Committee determine that such a session is not required).
- f) The quorum for meetings shall be a majority of the members of the Company, 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. The Committee may also act by unanimous written consent of its members.
- g) The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair.

- h) Notice of the time and place of every meeting shall be given in writing or by e-mail to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the 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.
- i) The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.
- j) In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Company.
- k) At the invitation of the Chair, one or more officers or employees of the Company may, and if required by the Committee shall, attend a meeting of the Committee.
- l) The Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

OUTSIDE CONSULTANTS AND ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.

DUTIES AND RESPONSIBILITIES – COMPENSATION

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

- a) to establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs in order to support the Company's overall business objectives, attract and retain key executives and provide appropriate compensation at a reasonable cost while enhancing shareholder value;
- b) to identify and consider the implications of any risks arising from the Company's compensation policies and practices that could reasonably likely to have a material adverse effect on the Company and ensure such risks are mitigated and appropriately disclosed;
- c) to consider the implications of the risks associated with the Company's compensation policies and practices and ensure that any compensation policies and practices that could encourage individuals within the Company to take inappropriate or excessive risks are identified and mitigated;
- d) to review the corporate succession and development plans for the Company's executive officers;

- e) to annually review the CEO position description;
- f) to review corporate goals and objectives relevant to the compensation of the CEO and other executive officers and make recommendations to the Board regarding such goals and objectives, evaluate the performance of the CEO in light of those goals and objectives, and make recommendations to the Board regarding the CEO's compensation level including equity-based compensation grants, based on this evaluation.
- g) to make recommendations to the Board regarding the compensation and equity-based compensation grants for all other executive officers of the Company after considering the recommendations of the CEO;
- h) to review the terms of the Company's equity-based compensation plans, and any other compensation plans and policies, and make recommendations thereon to the Board;
- i) to the extent determined by the Committee, review recommendations from the CEO for option grants and other equity-based compensation grants for employees who are not executive officers, and as appropriate, recommend such grants to the Board;
- j) to review and approve any hirings, transfers, promotions, employment agreements and any severance, change of control or similar termination payments proposed to be made to any current or former executive officer of the Company;
- k) to review the Company's budget, policies and programs on compensation for all employees, including those relating to pensions and benefits;
- l) to periodically review the adequacy and form of the compensation of directors and to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective Director, and to report and make recommendations to the Board accordingly;
- m) to review the executive compensation disclosure, including the Compensation Discussion and Analysis, to be contained in the Management Information Circular for any meeting of the shareholders and recommend its approval by the Board of Directors; and
- n) to report regularly to the Board on all of the Committee's activities and findings during that year.

DUTIES AND RESPONSIBILITIES – CORPORATE GOVERNANCE AND NOMINATING

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

1. Corporate Governance Duties

- a) Develop, review and monitor the Company's corporate governance policies and practices and monitor new developments in corporate governance, and as appropriate, make recommendations to the Board thereon;

- b) assist the Board in reviewing and approving public disclosure with respect to corporate governance matters;
- c) to advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
- d) to review, on a regular basis but not less than annually, the role of the Board, the Charters of each of the committees of the Board and the methods and processes by which the Board fulfils its duties and responsibilities, including without limitation:
 - i) the number and content of meetings;
 - ii) the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - iii) material which is to be provided to the Directors generally and with respect to meetings of the Board or its committees;
 - iv) resources available to Directors;
 - v) the effectiveness of communication process between the Board and management;
 - vi) Director orientation and education; and
 - vii) the contents of the Board manual;
- e) to oversee the development and implementation of a director orientation and ongoing education program; and
- f) to receive a report from management on any issues arising from the Code of Business Ethics and consider any required waivers.

2. Nominating Duties

- a) As appropriate, assess the size and composition of the Board and Board committees then in consultation with the Board, consider the competencies and skills the Board should have, the competencies and skills that the existing Directors have and the competencies and skills required for nominees to the Board and make recommendations to the Board regarding composition;
- b) to recommend to the Board, annually, the members proposed for election to the Board recommend to the Board, annually, the assignment of members to the committees of the Board and the Chair for each committee;
- c) assess the effectiveness of the Board as a whole and each Board committee, and report the results of that assessment to the Board;
- d) when required, oversee the process of identifying and recruiting new candidates for appointment as CEO and reporting the results of that assessment to the Board;

- e) to develop and oversee a process for director succession, including reviewing and assessing the process of identifying and recruiting new candidates for appointment or nomination to the Board; and
- f) If required, expeditiously consider any resignation tendered by a director pursuant to any majority voting policy ever adopted.

COMMITTEE CHAIR

The Chair of the Committee shall:

- a) provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate;
- b) chair meetings of the Committee, unless not present, including in camera sessions, and report to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- c) ensure that the Committee meets on a regular basis and determines, in consultation with the Committee and management, the time and places of the meetings of the Committee.
- d) establish the agenda for each meeting of the Committee, with input from other Committee members, the Chair of the Board, and any other parties as applicable;
- e) act as a liaison and maintain communication with the Chair of the Board and the Board to optimize and co-ordinate input from Board members, and to optimize the effectiveness of the Committee;
- f) ensure that the members of Committee understand and discharge their duties and obligations;
- g) organize the Committee to function independently of management, including organizing in-camera sessions and other meetings without management;
- h) foster ethical and responsible decision-making by the Committee and its members;
- i) deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus;
- j) ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently, and pre-approve work to be done for the Committee by advisers; and
- k) facilitate effective communication between members of the Committee and management.

Last reviewed and approved by the Board on February 16, 2017.