



1. PURPOSE

The overall purpose of the Safety, Health and Environmental Affairs Committee (the “**Committee**”) of Nighthawk Gold Corp. (the “**Corporation**”) is to review and monitor:

- a) the environmental policies and activities of the Corporation on behalf of the Board of Directors (the “**Board**”); and
- b) the activities of the Corporation as they relate to the health and safety of employees and consultants 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 has appointed a chair of the Committee, the members of the Committee shall elect a chair from among the members. The position description and responsibilities of the chair are set out in Schedule “A” attached hereto.
- d) The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- e) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- f) 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.
- g) 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.
- 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:

i) **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 and consultants 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 and consultants 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.

j) **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; and
- v) 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.

SCHEDULE "A"**Nighthawk Gold Corp.****POSITION DESCRIPTION FOR THE CHAIRMAN OF THE
SAFETY, HEALTH AND ENVIRONMENTAL AFFAIRS COMMITTEE****1. GENERAL**

The Chair of the Safety, Health and Environmental Affairs Committee ("**SHEA**") of Nighthawk Gold Corp. ("**the Corporation**") shall be the principal liaison between the SHEA, the Board of Directors (the "**Board**") and where required, the senior management of the Corporation. The Chair of the SHEA shall be primarily responsible for ensuring that the SHEA fulfils its purpose, as described in Safety, Health and Environmental Affairs Committee Mandate.

2. DUTIES AND RESPONSIBILITIES

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

- a) ensure that members of the SHEA regularly receive the information necessary for them to be able to meet their obligations as members of the SHEA;
- b) ensure that meetings of the SHEA are held as required and in any event not less than the number of meetings per year dictated by the Safety, Health and Environmental Affairs Committee Mandate;
- c) be responsible:
 - i) for the preparation and dissemination of notices, agendas and meeting materials for all SHEA meetings; and
 - ii) for chairing these meetings or designating the chair to another SHEA member;
- d) to oversee the review, at least annually, by the SHEA, 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 SHEA and that copies of all minutes are provided to all members of the SHEA.

3. REPORTING

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

As at May 30, 2017