

SUSTAINABILITY COMMITTEE CHARTER

The Sustainability Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Rua Gold Inc. (the “**Company**”). The role of the Committee, subject to applicable laws and obligations imposed by the Company’s constating documents, is to assist the Board in its oversight responsibilities with respect to the establishment and monitoring of the Company’s health and safety, environment, community relations, social investment and other public policy matters (“**Sustainability Matters**”) and the establishment and monitoring of governance policies, including the Sustainability Policy and the Business Conduct and Ethics Policy (collectively, the “**Policies**”). The Committee’s mandate is to monitor the Company’s overall approach to Sustainability Matters including:

- (a) ensuring the Company complies in all material respects with applicable laws and regulations in the countries in which it operates;
- (b) ensuring the Company identifies, mitigates and monitors risks to workers, the environment and communities;
- (c) ensuring the Company continually improves through corrective actions following regular assessments and audits and investigative analysis of incidents;
- (d) monitoring developments relating to, and improving the Company’s understanding of Sustainability Matters;
- (e) setting the Company’s general strategy relating to Sustainability Matters; and
- (f) ensuring the Company commits to conducting its activities with respect to the environment, social and governance matters with the guidance of the United Nations Guiding Principles on Business and Human Rights, the United Nations Sustainable Development Goals and internationally recognized best practices.

While the Committee has the responsibilities and powers set forth in this Charter, management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them.

1. COMMITTEE STRUCTURE

- *Membership*

The Committee shall consist of at least three directors, a majority of whom shall be “independent” under applicable Canadian securities laws and stock exchange rules. Nominees for the Committee shall be appointed from time to time by the Board. Proposed members of the Committee should have the experience and or skills relevant to the mandate of the Committee.

Members of the Committee shall be appointed from time to time by the Board and may be removed from office or replaced at any time by the Board. Any member shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy whenever necessary to maintain a Committee membership of at least three directors.

- *Procedures*

The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the “**Chair**”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

The Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair. Minutes of each Committee meeting shall be kept and made available to the Board.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

The Committee will meet at least twice annually and as many times as is necessary to carry out its responsibilities. The Chair or any two members of the Committee may call meetings.

The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the constating documents of the Company or otherwise determined by resolution of the Board.

The Company shall provide the Committee with the resources necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, search firms or other experts or consultants, as it deems appropriate, acting reasonably.

The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee’s obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.

At the invitation of the Chair, individuals who are not members of the Committee may attend any meeting of the Committee.

2. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The responsibility of the Committee is to assist the Board in fulfilling its oversight responsibilities. The Committee will have the following duties and responsibilities:

Review and recommend the adoption of Policies, and amendments to the Policies, as may be warranted from time to time, in order to remain consistent with national and international standards on sustainability matters including health and safety, environment, climate change, community relations and social investment, security and human rights or other developments in the mining industry.

Periodically consider and bring to the attention of management, as appropriate, current and emerging Sustainability Matters that may affect the business, operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders.

Periodically review and monitor the Company's activities to ensure that the principal risks and opportunities related to Sustainability Matters are identified by management and that sufficient resources are being allocated by the Company to appropriately address the risks and opportunities.

Oversee the implementation and management of the systems required to monitor the Company's compliance with the Policies and monitor management's practices and procedures regarding enforcement of the Policies.

Review all management-prepared reports related to the Sustainability Matters and report the principal related risks and their management to the Board.

Review quarterly reports from management relating to the Company's compliance with the Policies and report the same to the Board at regularly scheduled meetings.

Review findings of internal and external audits and assessments concerning Sustainability Matters together with management's response thereto, for the purpose of managing and controlling associated risks.

Review and approve all material disclosure relating to the Company's Policies and activities including the Company's Annual Sustainability Report and Extractive Sector Transparency Measures Act ("**ESTMA**") Report before it is publicly disclosed.

Periodically review incidents within the Company related to Sustainability Matters to determine, on behalf of the Board, that the appropriate actions are being taken by the Company in respect of those matters and that management has been diligent in carrying out its responsibilities and activities in that regard.

Investigate or cause to be investigated, any extraordinary incidents involving Sustainability Matters and the Company's mitigation activities.

Receive and review, from time to time, reports from the Company's general counsel or legal advisors on civil or criminal proceedings involving the Company which relate to Sustainability Matters and which could have a material impact on the financial position of the Company.

Satisfy itself that the Company's management is monitoring sustainability practice trends and evolving laws and regulations in the areas of the environment, social and governance for the mining industry and is effectively evaluating their potential impact on the Company.

Encourage and review sustainability efforts and social investment in communities impacted by the Company's operations.

3. REPORTS

The Committee shall produce the following reports and provide them to the Board:

an annual performance evaluation of the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate however shall consider this Charter. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report; and

a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

4. REVIEW OF CHARTER, AMENDMENT, MODIFICATION AND WAIVER

The Committee shall review and reassess the adequacy of this Charter annually or otherwise as it deems appropriate and recommend changes to the Board.

This Charter may be amended or modified by the Board, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators and applicable stock exchange rules.