

## **Health, Safety, Environment and Corporate Social Responsibility Committee Charter**

### **1. Purpose**

The overall purpose of the Health, Safety, Environment and Corporate Social Responsibility Committee (“**Committee**”) is to review and monitor the health, safety, environmental and corporate social responsibility policies and activities of New Gold Inc. (“**Company**”) on behalf of the Board of Directors (“**Board**”). The Committee may investigate any activity of the Company that relates to sustainable development, community development, environment or health and safety.

### **2. Composition, Procedure and Organization**

- a. The Committee shall consist of not fewer than two and not more than five directors, the majority of whom shall be “independent”, as that term is defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices and under the applicable rules of the TSX and the NYSE MKT, and any other exchange upon which the securities of the Company may be listed to the extent required by the rules of such exchange.
- b. The Board, at its 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 (“**Chair**”) of the Committee, the members of the Committee shall elect a chair from among their number.
- d. The Chair will appoint a secretary of each meeting of the Committee who need not be a member of the Committee and who will maintain the minutes of the meeting.
- e. A 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 hear each other.
- f. The Committee shall have access to such officers and employees of the Company, its external auditor and legal counsel, and to such information respecting the Company, and may engage separate independent counsel and advisers at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

### **3. Meetings**

The Committee will meet no less than twice per year and otherwise as necessary. 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 present determine that such a session is not required).

#### 4. Duties and Responsibilities

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

- a. to review and monitor the health, safety, environment and corporate social responsibility policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with applicable laws;
- b. to review periodic health, safety, environment and corporate social responsibility reports;
- c. to review an annual report by management on health, safety, environment and corporate social responsibility issues;
- d. to encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in the Company's health, safety, environmental and corporate social responsibility policies are being adhered to and achieved;
- e. to periodically review health, safety, environmental and corporate social responsibility compliance issues and incidents to determine, on behalf of the Board, whether the Company is taking all appropriate action in respect of those matters and has been duly diligent in carrying out its responsibilities and activities in that regard;
- f. to review results of operational health, safety, environmental and corporate social responsibility audits and management's activities;
- g. to ensure that principal areas of health, safety, environmental and corporate social responsibility risk and impacts are identified and that sufficient resources are allocated to address these;
- h. to ensure that the Company's directors are kept abreast of their duties and responsibilities related to health, safety, environmental and corporate social responsibility matters;
- i. to make periodic visits, as individual members or as a Committee, to corporate locations and mineral properties in order to become familiar with the nature of the operations and review relevant objectives, procedures and performance with respect to health, safety, environment and corporate social responsibility;
- j. to investigate, or cause to be investigated, any extraordinary negative health, safety, environment or corporate social responsibility performance where appropriate; and
- k. to oversee management's reporting and disclosure with respect to health, safety, environmental and corporate social responsibility matters made in compliance with securities laws.

## 5. Chair of the Committee

The Chair of the Committee:

- a. provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- b. chairs meetings of the Committee, unless not present, including in camera sessions, and reports to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- c. makes periodic reports to the Board, as requested, on health, safety, environment and corporate social responsibility matters relative to the Company;
- d. ensures that the Committee meets on a regular basis and at least twice per year;
- e. in consultation with the Chair of the Board and the Committee members, establishes a calendar for holding meetings of the Committee;
- f. establishes 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;
- g. acts as liaison and maintains 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. This includes reporting to the Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;
- h. reports annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole;
- i. ensures that the members of the Committee understand and discharge their duties and obligations;
- j. fosters ethical and responsible decision making by the Committee and its individual members;
- k. together with the Corporate Governance and Nominating Committee, oversees the structure, composition, membership and activities delegated to the Committee from time to time;
- l. ensures that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently, and pre-approves work to be done for the Committee by consultants;
- m. facilitates effective communication between members of the Committee and management; and

- n. performs such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

This Charter will be reviewed annually and any recommended changes will be submitted to the Board for approval.

Last reviewed and approved by the Board on February 19, 2015.