



## TERANGA GOLD CORPORATION RISK COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Teranga Gold Corporation (“**Teranga**”).

### 1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- Teranga’s enterprise risk management systems, policies and procedures;
- implementation of appropriate standards for identifying monitoring and mitigating such risks; and
- ensuring risk management systems are utilized to support strategic plans and objectives for Teranga.

### 2. Composition and Membership

- (a) The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Teranga or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors, a majority of whom shall meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which Teranga’s securities are listed, including Section 1.4 of *National Instrument 52-110 - Audit Committees*. In addition, each of the independent directors shall be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- (c) The Board will appoint one of the Members to act as the chairman of the Committee (the “**Chairman**”). The secretary of Teranga (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- (d) The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

### 3. Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chairman deems necessary but in any event not less than two (2) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee, the Members in attendance may select one of their number to act as chairman of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. Powers of the Committee may also be exercised by written resolutions signed by all Members.

- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee may meet in camera without members of management in attendance for a portion of any meeting of the Committee, if any Member of the Committee so requests.
- (e) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Teranga to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **4. Duties and Responsibilities**

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

##### **(1) Understanding the Business & Risk Tolerance**

The Committee will use all reasonable endeavors to understand the Company's business and operations in order to assess whether the operating risks (including any consequential financial risks faced by the Company) have been identified and that appropriate mitigation plans have been implemented. The Committee will continually assess Management's approach to risk tolerance to ensure its alignment with the Company's strategic objectives as approved by the Board.

##### **(2) Oversight of Risk Management Systems**

Review policies, procedures, plans and other relevant documentation prepared by Management that comprise Teranga's enterprise risk management program ("ERMP"). The Committee shall also review Management's annual assessment of the ERMP to ensure its design effectiveness in identifying, evaluating, monitoring and developing mitigation plans for all material operating risks affecting the business and affairs of Teranga. Annually, present to the Board, the overall results of this assessment.

##### **(3) Performance & Compliance Review of Risk Management Systems**

Review material provided by Management, including a risk register and risk matrix, relating to material areas of risk including: (i) Health & Safety; (ii) Environment; (iii) Community Relations; (iv) Mining Operations; and (v) Legal and Regulatory Obligations, to ensure the Company has a system in place so that:

- material risks are identified, appropriately evaluated, monitored and that appropriate mitigation plans are identified;
- all relevant statutory and regulatory obligations have been identified and complied with; and
- appropriateness of Company's publicly filed disclosure relating to risk and risk management.

#### **5. Reporting**

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

All recommendations of the Committee are to be referred to the Board for approval.

#### **6. Access to Information and Authority**

The Committee has the authority to seek any information it requires from any employee of the Company (including its affiliates) and all employees must comply with such requests.

In carrying out their functions, the Committee Members may take such independent legal, technical or other advice considered necessary, at the reasonable expense of the Company. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee is to request such information, professional advice or assistance permitted under this clause 6 via the Chairman.

The Committee must approve fees for independent advice where amounts are in excess of budget parameters.

**7. Annual Committee Review**

To determine whether it is functioning effectively, the Committee shall:

- Review this Charter annually; and
- Undertake an evaluation of its performance and report to the Corporate Governance and Nominating Committee on such evaluation.

Dated: February 21, 2018

Approved by: Risk Management Committee  
Board of Directors