



TERANGA GOLD CORPORATION TECHNICAL, SAFETY AND ENVIRONMENT COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Technical, Safety and Environmental 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:

- technical matters relating to exploration, development, permitting, construction and operation of Teranga’s mining activities;
- resources and reserves on Teranga’s mineral resource properties;
- material technical commercial arrangements regarding EPCM activities;
- operating and production plans for proposed and existing operating mines;
- due diligence in the development, implementation and monitoring of systems and programs for management, and compliance with applicable law related to health, safety and environmental and responsibility;
- ensuring Teranga implements best-in-class property development and operating practices;
- monitoring safety and environmental performance; and
- monitoring compliance with applicable laws related to safety and environmental responsibility.

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 will meet the criteria for independence established by applicable laws and any rules of the 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 will 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) All Committee Members will have a general familiarity with technical, safety and environmental responsibility matters.
- (d) 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.
- (e) 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. 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. The Chairman will not have a deciding or casting vote in the case of an equality of votes. 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 will meet in camera without members of management in attendance for a portion of each 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) *Technical Matters*

- (a) review the technical aspects of Teranga's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- (b) review all resource and reserve estimates for Teranga's mineral resource properties, management's procedures for the disclosure of resource and reserve information and the compliance of such disclosure with regulatory and listing requirements;
- (c) review major commercial arrangements for EPCM activities planned for the development of mineral resource properties and, in the Committee's discretion, make recommendations to the Board for consideration;
- (d) review all proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- (e) review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Committee's discretion, make recommendations to the Board for consideration;

(2) *Safety and Environmental Responsibility Matters*

- (a) no less than annually review the adequacy of Teranga's policies related to safety and environmental responsibility matters and, in the Committee's discretion, recommend any changes to the Board for consideration, where such changes are necessary to keep pace with health, safety and environmental responsibility trends or developments in the international mining industry;

- (b) annually report to the Board on the sufficiency of resources available for carrying out Teranga's health, safety and environmental responsibility obligations;
- (c) no less than annually monitor the compliance of Teranga's programs and procedures related to safety and environmental responsibility to ensure Teranga complies with applicable laws and regulations;
- (d) no less than annually review management's assessment of the impact of proposed or enacted laws, regulations, international treaties and voluntary codes and initiatives related to safety and environmental social responsibility;
- (e) regularly review the health, safety and environmental risks arising from Teranga's operations, the procedures and management plans designed to manage and mitigate such risks, and management's reports on those matters;
- (f) promptly review reports prepared by management with respect to any extraordinary event or condition involving significant environmental damage, significant risk to public health or safety, major public controversy, material liability, or potential therefore, and consider the recommendations of management in the reports, assess proposed action plans, report to the Board and, where appropriate, make recommendations to the Board;
- (g) if any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of Teranga's response to such situations, make recommendations to the Board where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved;

(3) General Matters

- (a) direct and supervise the investigation of any matter brought to its attention, where, in the Committee's discretion, the investigation is appropriate and within the scope of its duties;
- (b) review proposed disclosure of all material documents related to technical, safety and environmental responsibility matters, which are to be made public and report to the Board with recommendations if necessary; and
- (c) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

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.

6. Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding Teranga that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Teranga's expense independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

7. Annual Committee Review

The Committee shall at least annually evaluate its own performance and report to the Corporate Governance and Nominating Committee on such evaluation.

8. Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: February 21, 2018

Approved by: Technical, Safety and Environment Committee
Board of Directors