



## Technical and Sustainability Committee Charter

### 1. Purpose

The overall purpose of the Technical and Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of New Gold Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities with respect to major technical and operational matters and the Company’s sustainability strategy and objectives, including: (i) reviewing and monitoring the policies and activities of the Company as they relate to operations and production, (ii) overseeing exploration activities and mineral reserve and resource estimates, and (iii) overseeing the Company’s sustainability strategy and objectives, including health, safety, the environment and relations with communities and Indigenous peoples.

### 2. Composition, Procedure and Organization

- a. The Committee shall consist of not fewer than three members of the Board, the majority of whom shall be “independent” as defined by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and under applicable stock exchange requirements.
- 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 add, remove or replace any member of the Committee and may fill any vacancy in the Committee. A member will automatically cease to be on the Committee upon ceasing to be a director.
- c. Unless the Board shall have appointed a chair (the “**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 electronic communications 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 advisors 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 shall meet regularly and no less than four times per year and otherwise as necessary. The Chair or any two independent 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 oversee, monitor and advise the Board with respect to the Company's overall sustainability strategy (including, but not limited to, health, safety, the environment and relations with communities and Indigenous peoples), with a view to supporting the Company's strategic plans and objectives and the long term viability of the Company;
- b. to oversee and monitor the Company's health, safety and environmental activities as well as activities with respect to relations with communities and Indigenous peoples to seek assurance that the Company is in compliance with applicable laws and that appropriate actions have been taken in regards any issues or incidents;
- c. to review and monitor the sustainability policies of the Company ;
- d. to ensure that the Company's directors are kept abreast of their duties and responsibilities and evolving trends and best practices related to sustainability, health, safety, the environment and relations with communities and Indigenous peoples;
- e. to review the assumptions and methodology underpinning the Company's mineral reserve and resource estimates and to recommend to the Board for approval the annual statement of mineral reserves and resources;
- f. to review any technical reports, including the processes used to prepare such reports and to recommend to the Board for approval any technical report proposed to be publicly filed by the Company;
- g. to review and monitor material technical and operational matters on behalf of the Board (but not in replacement of the Board's jurisdiction to review and approve such matters or management's responsibility for the day-to-day operations), which may include:
  - i. any technical, operational or production guidance disclosed by the Company;
  - ii. the life of mine plan for each operating mine;

- iii. significant technical risks of the Company's operating mines, including the top technical risks identified by management and the controls in place to mitigate those risks;
  - iv. the closure plan for each operating mine and advanced development project; and
  - v. exploration, geological, mining, metallurgical and other technical issues of significant concern;
- h. to review and recommend to the Board any significant partnerships or arrangements with Indigenous peoples and oversee their implementation;
  - i. to oversee the implementation of major strategic donations, investments or partnerships done in connection with the Company's sustainability strategy;
  - j. to oversee, review and report to the Board on the overall adequacy and effectiveness of the Company's risk management processes to identify, assess and manage technical, operational, health, safety and environmental risks as well as risks with respect to relations with communities and Indigenous peoples; and
  - k. to oversee, review and recommend to the Board any required reporting and disclosure with respect to technical, operational, health, safety and environmental matters and relations with communities and Indigenous peoples.

## **5. Chair of the Committee**

The duties of the Chair of the Committee are set out in the Board Mandate.

## **6. Review**

This Charter will be reviewed annually by the Committee in consultation with the Corporate Governance and Nominating Committee and any recommended changes will be submitted to the Board for approval.

Last updated, reviewed and approved by the Board on March 8, 2021.