



Corporate Governance and Nominating Committee Charter

1. Purpose

The overall purpose of the Corporate Governance and Nominating 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 corporate governance matters, including to:

- a. provide a focus on corporate governance that will enhance corporate performance and the long term viability of the Company;
- b. assist the Company in carrying out its corporate governance responsibilities under applicable laws and stock exchange requirements;
- c. establish criteria for Board and committee membership, make recommendations with respect to the composition of the Board and its committees and, as circumstances arise, assess directors’ performance;
- d. assist the Board in its overall oversight of the adequacy and effectiveness of the Company’s Enterprise Risk Management framework and program.

2. Composition, Procedures and Organization

- a. The Committee shall consist of at least three members of the Board, all 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 (“**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 no less than four times per year and otherwise as necessary. The Chair or any two members 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 develop and monitor the Company's overall approach to corporate governance and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects strong corporate governance policies and practices;
- b. to periodically review the Company's Articles in light of existing corporate governance trends and developments, and recommend to the Board any proposed changes;
- c. to periodically review and assess the adequacy of the Company's corporate governance policies and practices and develop and recommend to the Board for approval additional or revised policies and practices, as appropriate;
- d. to report annually to the Company's shareholders, through the Company's annual management information circular, annual information form or as otherwise prescribed by applicable laws or stock exchange requirements, on the Company's system of corporate governance and the operation of its system of governance, having reference to the corporate governance guidelines under applicable laws and stock exchange requirements;
- e. to determine and review the amount, adequacy and form of compensation of directors and to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director, and to make recommendations to the Board regarding the same;
- f. to evaluate and approve any compensation to be paid to any director for providing services other than in his or her capacity as a director of the Company;
- g. to analyze and report to the Board regarding the relationship of each director to the Company, its management and significant shareholders and as to whether such director is an independent director or a non-independent director;

- h. to review with the Board, on a regular basis but not less than annually, the role and mandate of the Board and the methods and processes by which the Board fulfills its duties and responsibilities;
- i. to review and recommend to the Board the appropriate committee structure of the Board;
- j. to review with the Board, on a regular basis but not less than annually, the charter of each of the committees of the Board;
- k. from time to time, as the Committee deems appropriate, to evaluate the size, composition and membership qualifications of each of the committees of the Board;
- l. to propose to the Board, annually, the assignment of members to the committees of the Board and the chair for each committee;
- m. to advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
- n. at the request of the Board, to provide advice regarding any request by a committee or an individual director to engage separate independent counsel or advisors at the expense of the Company;
- o. to ensure that all new directors receive a comprehensive orientation upon joining the Board and that an appropriate ongoing education program is in place to encourage directors to enhance their skills as directors and ensure that their knowledge of the Company's business and strategies remains current;
- p. to oversee policies and practices relating to Board engagement with the Company's shareholders and other key stakeholders;
- q. to establish and administer a process (including a review by the Board and discussion with management):
 - i. for assessing the effectiveness of the Board as a whole and the committees of the Board (including this Committee) and making recommendations to the Board for improving their effectiveness; and
 - ii. for assessing the performance and contribution of the Board, its committees and individual directors and providing feedback as appropriate;
- r. to assess and manage any actual or perceived conflicts of interest by members of the Board;
- s. to identify, prioritize and annually review the skills, expertise and other qualities the Board as a whole should possess and the skills, expertise and other qualities of each of the directors, and identify any gaps;

- t. to recommend to the Board the slate of nominees for election as directors by shareholders at the annual meeting;
- u. to oversee director and Board Chair succession planning and recommend to the Board appropriate criteria for the selection of new directors, including the desired skills, expertise and other qualities, including integrity, independence and diversity, periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria;
- v. to consider the diversity of Board members and the benefits of diversity on the Board, having regard to the Company's Board Diversity policy;
- w. when vacancies arise or as otherwise appropriate from time to time, in consultation with the Board, to establish a process for the identification and selection of new Board members and the appointment and removal of Board members, including, if deemed appropriate, identifying and recommending to the Board candidates for appointment or nomination as directors;
- x. to review and provide recommendations to the Board, as appropriate, with respect to any offer of resignation by a director made pursuant to the Company's Majority Voting Policy;
- y. to review and provide recommendations to the Board with respect to any shareholder proposals; and
- z. to oversee, review and report to the Board on the overall adequacy and effectiveness of the Company's Enterprise Risk Management framework and program, including management's programs and processes for identifying, assessing, managing and disclosing identified risks relating to the Company's business.

5. Chair of the Committee

The duties of the Chair of the Committee are set out in the Board Mandate. In addition to those duties, the Chair of the Committee will:

- a. in conjunction with the Chair of the Board, ensure that:
 - i. all directors receive updates to Company policy documents and changes to applicable stock exchange requirements;
 - ii. regular discussions relating to corporate governance issues and directors' duties are conducted at Board meetings;
 - iii. the Company's policies are reviewed and updated by the Board as new rules or circumstances dictate; and
 - iv. appropriate funding is available to directors to attend external seminars or conferences relevant to their positions as directors of the Company.

6. Review

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

Last updated, reviewed and approved by the Board on November 25, 2020.