



1. PURPOSE OF THIS CHARTER

The Corporate Governance and Compensation Committee is appointed by the Board of Directors (the “**Board**”) of Nighthawk Gold Corp. (the “**Corporation**”) to assist in fulfilling its corporate governance responsibilities under applicable law, to promote a culture of integrity throughout the Corporation, to assist the Board in setting director and senior executive compensation and to develop and submit to the Board recommendations with respect to other employee benefits as they see fit. In the performance of its duties, the Committee will be guided by the following principles:

- a) establishing sound corporate governance practices that are in the interest of shareholders and contribute to effective and efficient decision-making;
- b) offering competitive compensation to attract, retain and motivate the very best qualified executives to allow the Corporation to meet its goals; and
- c) acting in the interests of the Corporation and its shareholders by being fiscally responsible.

2. COMPOSITION AND MEETINGS

- a) The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission (“**OSC**”), the *Business Corporations Act* (Ontario), any stock exchange upon which the securities of the Corporation trade and all other applicable securities regulatory authorities.
- b) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.
- c) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.
- d) Each of the members of the Committee shall be “independent” (as defined under National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators).
- e) Each member of the Committee shall serve at the pleasure of the Board. The Committee shall report to the Board.
- f) The Committee shall meet at least annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.
- g) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting, at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present (a “**Reduced Quorum**”).

- h) If, and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office or a Reduced Quorum is present in respect of a specific Committee meeting.
- i) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other means of communication, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- j) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- k) The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- l) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- m) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
- n) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

3. RESPONSIBILITIES

The responsibilities of the Committee shall be:

- a) to approve all transactions involving the Corporation and "related parties" as that term is defined in Multilateral Instrument 61-101 — *Protection of Minority Securityholders in Special Transactions* as it exists at the date hereof (collectively, "**Related Party Transactions**");
- b) to monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;
- c) to establish guidelines and parameters within which the Corporation and its subsidiaries shall be entitled to engage in Related Party Transactions without specific prior approval of the Committee;
- d) to implement structures from time to time to ensure that the directors can function independently of management;

- e) to provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current;
- f) to respond to requests by, and if appropriate, to authorize, individual directors to engage outside advisors at the expense of the Corporation;
- g) to implement a process for assessing the effectiveness of the Board as a whole, the committees of the directors and individual directors based upon: (i) for directors and committee members, the mandate of the Board and charters of the appropriate committees, respectively; and (ii) for individual directors, their respective position descriptions (if any) as well as the skills and competencies which directors are expected to bring to the Board;
- h) to consider on a regular basis the number of directors of the Corporation, having in mind the competencies required on the Board as a whole;
- i) to oversee and monitor any litigation, claim, or regulatory investigation or proceeding involving the Corporation;
- j) to implement, as well as periodically review, assess and update, the Corporate Disclosure and Insider Trading Policy (the “**Disclosure Policy**”) of the Corporation, including:
 - i) the appointment and monitoring of the Disclosure Committee established thereunder;
 - ii) periodically evaluating the effectiveness of the Corporation’s disclosure controls and procedures, including but not limited to, assessing the adequacy of the controls and procedures in place;
- k) having regard to competitive position and individual performance, annually review, approve and recommend to the Board for approval the remuneration of the senior executives of the Corporation, namely, any executives in the offices of Chief Executive Officer, President, Vice-Presidents, Chief Financial Officer and any senior executives of the Corporation having comparable positions as may be specified by the Board (collectively, the “**Senior Executives**”), the remuneration of the Senior Executives other than the Chief Executive Officer shall be subject to review by the Committee in consultation with the Chief Executive Officer;
- l) to review the Chief Executive Officer’s goals and objectives for the upcoming year and to provide an appraisal of the Chief Executive Officer’s performance at the end of the year;
- m) to meet with the Chief Executive Officer to discuss goals and objectives of other Senior Executives, their compensation and performance;
- n) to review and recommend to the Board for approval any special employment contracts including employment offers, retiring allowance agreements or any agreement to take effect in the event of termination or change in control affecting any Senior Executives;
- o) to review and recommend to the Board for its approval the remuneration of directors and to develop and submit to the Board recommendations with regard to bonus entitlements, other employee benefits and bonus plans. The Committee seeks to ensure that such compensation and benefits reflect the responsibilities and risks involved in being a director of the Corporation and align the interests of the directors with the best interests of the Corporation.

- p) to review on an annual basis the remuneration policies of the Corporation, including the total remuneration (including benefits) and the main components thereof for the directors and Senior Executives, and to compare such remuneration policies with the remuneration practices of peers in the same industry. The Committee may employ independent experts periodically as determined necessary to review remuneration policies for directors and Senior Executives;
- q) to review periodically bonus plans and the stock incentive plan and consider these in light of new trends and practices of peers in the same industry;
- r) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Corporation in respect of meetings of the shareholders of the Corporation relating to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies and to review and finalize the report on executive compensation required in any management information circular of the Corporation;
- s) together with the Board, to provide a comprehensive orientation and education program for new directors which fully sets out:
 - i) the role of the Board and its committees;
 - ii) the nature and operation of the business of the Corporation; and
 - iii) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.
- t) together with the Board, to provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure their knowledge of the business of the Corporation remains current;
- u) to perform an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of individual directors;
- v) subject to the powers of the Board, shareholder approval of all stock incentive plans and receipt of all necessary regulatory approvals, to determine those directors, officers, employees and consultants of the Corporation who will participate in long term incentive plans; to determine the number of shares of the Corporation allocated to each participant under such plan; to determine the time or times when ownership of such shares will vest for each participant; and to administer all matters relating to any long term incentive plan and any employee bonus plan to which the Committee has been delegated authority pursuant to the terms of such plans or any resolutions passed by the Board;
- w) to determine annually the Chief Executive's entitlement to be paid a bonus under any employee bonus plan;
- x) to retain for itself, or to approve the retention by any director of, outside advisors at the expense of the Corporation;
- y) to recommend a candidate for the position of lead director from among the independent members of the Board in the event the Chairman of the Board is not independent; and
- z) to adopt such policies and procedures as it deems appropriate to operate effectively.

Schedule "A"**NIGHTHAWK GOLD CORP.****POSITION DESCRIPTION FOR THE CHAIRMAN OF THE
CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE****1. PURPOSE**

The Chairman of the Corporate Governance and Compensation Committee of the Board shall be an independent director who is elected by the Board to act as the leader of the Committee in, among other things: (i) assessing the effectiveness of the Board and the Corporation's governance; (ii) reviewing Board compensation on at least an annual basis; (iii) reviewing and recommending to the Board compensation packages of the President and Chief Executive Officer, as well as other members of senior management; and (iv) establishing periodic review of the management benefits and perquisites.

2. WHO MAY BE CHAIRMAN

The Chairman will be selected amongst the independent directors of the Corporation who have a sufficient level of experience with corporate governance and compensation issues to ensure the leadership and effectiveness of the Committee.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

3. RESPONSIBILITIES

The following are the primary responsibilities of the Chairman:

- a) chair all meetings of the Committee in a manner that promotes meaningful discussion.
- b) ensure adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually.
- c) provide leadership to the Committee to enhance the Committee's effectiveness, including:
 - i) ensure that the responsibilities of the Committee are well understood by the Committee members;
 - ii) provide the information to the Board relative to the Committee's issues and initiatives and to review and submit to the Board recommendations concerning the Corporation's corporate governance performance and processes, recommendations concerning overall compensation and benefits, philosophies and programs for employees and management;
 - iii) ensure that the Committee works as a cohesive team with open communication;
 - iv) ensure that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;
 - v) ensure that a process is in place by which the effectiveness of the Board and its committees (including size and composition) and compensation of directors is assessed at least annually;

- vi) ensure that a process is in place by which the contribution of individual directors to the effectiveness of the board is assessed at least annually;
 - vii) ensure procedures are established to orient and educate new directors; and
 - viii) ensure the appropriate research and peer group review is done to identify and assess trends in employment benefits and other compensation data.
- d) manage the Committee, including:
- i) adopt procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - ii) prepare the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner, is appropriate in terms of relevance and is efficient in format and detail;
 - iii) ensuring meetings are appropriate in terms of frequency, length and content;
 - iv) oversee and participating in the review and approval, on an annual basis, of the reports of the Corporate Governance Committee and the Compensation Committee to be disclosed in the Corporation's annual reporting materials in connection with the Corporation's annual meeting;
 - v) ensure the Corporation's adherence to its corporate governance principles and guidelines;
 - vi) ensure that the Committee reviews all executive compensation disclosure before it is publicly disclosed;
 - vii) liaise with outside advisors regarding compensation matters and ensure reports prepared by any such outside advisors are received in a timely manner; and
 - viii) annually review with the Committee, its own performance.
- e) together with the Chairman and Lead Director, if any, ensure that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance adopted by the Board from time to time.