

Northgate Minerals Corporation

Health, Safety and Environment Committee Charter

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities, duties, powers and authority of the Health, Safety and Environment Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Northgate Minerals Corporation (“**Northgate**”).

1. Purpose

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

- establishing and reviewing Northgate’s health, safety and environment policies;
- managing and monitoring the implementation of compliance systems;
- monitoring the effectiveness of safety, health and environmental policies, systems and monitoring processes; and
- receiving audit results and reports from management with respect to health, safety and environmental performance.

2. Composition and Membership

- (a) The Board will appoint the members (“Members”) of the Committee after the annual general meeting of shareholders of Northgate. The Members will be appointed to hold office until the next annual general meeting of shareholders of Northgate 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 cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors that meet the criteria for independence established by applicable laws and the rules of the stock exchanges upon which Northgate’s securities are listed.
- (c) All Members will have a general familiarity with the health, safety and environmental matters that are relevant to Northgate’s operations.
- (d) The Board will appoint one of the Members to act as the Chairman of the Committee. The secretary of Northgate (the “Secretary”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

3. Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chairman may determine, 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 conference call.

- (b) The Chairman, if present, will act as the Chairman of meetings of the Committee. If the Chairman is not present, then the Members present may select one 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 a written resolution 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 management at each meeting of the Committee.
- (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 Northgate to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4. Duties and Responsibilities of the Committee Chair

The Chair of the Committee is responsible for:

- (a) Convening Committee meetings and designating the times and places of those meetings.
- (b) Ensuring Committee meetings are duly convened and that quorum is present when required.
- (c) Working with management on the development of agendas and related materials for the Committee meetings.
- (d) Ensuring Committee meetings are conducted in an efficient, effective and focused manner.
- (e) Ensuring the Committee has sufficient information to permit it to properly make decisions when decisions are required.
- (f) Providing leadership to the Committee and assisting it in reviewing and monitoring its responsibilities.
- (g) Reporting to the Board on the deliberations and recommendations of the Committee.
- (h) Monitoring compliance by the Committee with its duties and responsibilities as contained in this Charter.

5. Duties and Responsibilities of the Committee

The Committee will have the following duties and responsibilities:

- (a) Establish, review and monitor the health, safety and environment policies, programs and activities of Northgate on behalf of the Board to ensure that Northgate is achieving its stated policy objectives and is in compliance with all applicable laws;
- (b) encourage, assist and counsel management in developing short and long term policies and standards to ensure that the principles set out in the health, safety and environment policies are being adhered to and achieved;
- (c) review regular updates from management on the safety, health and environmental performance of Northgate, and monitor significant event trends;
- (d) review audit results and findings on health, safety and environmental audits, the action plans pursuant to the findings and the result of investigations into significant events, with the Committee having the power to initiate audits at its request;
- (e) receive regular updates from management regarding (i) compliance with safety, health and environmental legislation and licenses and (ii) the policies and systems in place to monitor such compliance;
- (f) consider the recommendations of management in its 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 Northgate'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;
- (h) monitor the suitability and effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
- (i) review health, safety and environment response compliance issues and incidents to determine, on behalf of the Board, that Northgate is taking all necessary action in respect of those matters and that Northgate has been duly diligent in carrying out its responsibilities and activities in that regard;
- (j) review Northgate programs to promote zero injuries amongst the workforce, and monitor their effectiveness;
- (k) review Northgate programs to minimize or prevent the harmful effects of Northgate's operations on the environment, and monitor their effectiveness;
- (l) identify the principal areas of health, safety and environment risks and impacts and provide that sufficient resources are allocated to address these;

- (m) make periodic visits, as individual Members or as the Committee, to Northgate sites in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health, safety and environment matters;
- (n) review the competence and organizational structure established, and key resources committed to, developing a positive relationship with the communities and public impacted by Northgate's operations, and how these activities drive economic development and community well-being; and report conclusions and make recommendations to the Board;
- (o) review management's philosophy and strategy for the implementation and securing of a positive relationship, driving economic development, and creating well-being within the communities impacted by Northgate's operations, and report its conclusions and make recommendations regarding implementation of these strategies to the Board.
- (p) direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and
- (q) perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.

6. Reporting

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the management proxy circular. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

7. Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding Northgate and all directors, officers and employees will be directed to cooperate as requested by Members of the Committee. The Committee has the authority to retain, at Northgate's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities. The Committee has the sole authority to retain and terminate any consulting firm to assist the Committee in reviewing health, safety and environment matters, including sole authority to approve the fees and other terms of retention of such consulting firms.

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.

Approved by H, S & E Committee: September 2, 2009

Approved by Board of Directors: November 2, 2009