



TECHNICAL, HEALTH AND SAFETY COMMITTEE CHARTER

1. Purpose

The primary functions of the Technical, Health and Safety Committee (the “**Committee**”) of Rubicon Minerals Corporation (the “**Company**”) are to:

- (i) review and recommend to the Company’s board of directors (the “**Board**”) technical, health, safety, environmental and sustainability related policies and/or policy improvements that will assist Rubicon to comply with all applicable laws and regulations during exploration, development, operation and closure activities;
- (ii) to assist the Board in carrying out its responsibilities with respect to overseeing the potential development and operation of the Phoenix Gold Project and other future potential mining projects of the Company (collectively the “**Projects**”), and any future expansion or other development thereof, from a technical, financial and scheduling perspective;
- (i) monitor, on behalf of the Board, the Company’s compliance with its approved policies, programs and with applicable laws and regulations, including safety and environmental performance of the exploration group, project construction team and operating personnel;
- (ii) monitor the Company’s and subcontractors’ environmental and safety permits and permitting processes at least annually, including the status of all material environmental and operating permits and permit obligations and, where appropriate, report and make recommendations to the Board and management
- (iii) review the Company’s Health and Safety policy at least annually to ensure that it adequately reflects the Company’s commitment to environmental stewardship and socially responsible development, and to the safety practice of its workers and contractors and, where appropriate, report and make recommendations to the Board and management from this annual review;
- (iv) review with management any extraordinary event or condition involving a health, safety, or environmental impact or significant risk and, where appropriate, report and make recommendations to the Board and management;
- (v) review, at least annually, the legal, technical and financial commitments for mine closure and the adequacy of financial provisions to meet these commitments and, where appropriate, report and make recommendations to the Board;

- (vi) review and recommend to the Board the policies, strategies and systems that can be used to promote sustainability and corporate social responsibility (which includes but is not necessarily limited to matters relating to safety, environmental health and protection, human rights, regulatory compliance, the creation of a positive legacy in communities where the Company operates and matters affecting Aboriginal Communities);
- (a) take principal responsibility for the oversight of risk management, with input from other committees on matters within such committee's subject a matter expertise;
- (vii) take principal responsibility of ensuring that a culture exists within the Company whereby employees of the Company are made aware of the risks of the Company along with ensuring that these risks are mitigated; and
- (viii) initiatives as otherwise determined by the Board.

2. Membership and Operations

The Committee shall be composed entirely of "independent" directors, as such term is defined in National Instrument 52-110 and any applicable stock exchange rules, each as may be amended or replaced from time to time (collectively referred to as the "**Independence Rules**").

Committee members shall serve until qualified successors are duly designated and appointed by the Board. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority of the Board then in office.

The Committee's chairperson shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

3. Authority

The Board has granted the Committee the authority herein provided. The Committee is hereby granted unrestricted access to all information and all employees shall be directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company's expense, persons having special competencies (including, without limitation, legal, health, safety, environmental or other consultants and experts) to assist the Committee in fulfilling its responsibilities, provided that prior to retaining such persons, the Committee has considered the person's independence pursuant to the Independence Rules. The Committee has the sole authority to terminate the Committee's engagement of such experts and to approve the fees and terms of retention of such experts.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfil its responsibilities. Nothing herein is intended to expand the applicable standards of liability under provincial or federal law for directors or officers of a company.

4. Responsibilities

In discharging its responsibilities, the Committee shall have the sole authority to, and shall, do the follow:

- (i) Review its charter on an annual basis and, if considered appropriate by the Committee, suggest changes to the Board;
- (ii) After receiving and reviewing the quarterly report on health, safety, environment and sustainability matters from management of the Company, report to the Board on such matters;
- (iii) In carrying out its responsibility to assist the Board in overseeing the potential development and operation of the Projects and any future expansion or development thereof from a technical, financial and scheduling perspective, the Committee will meet regularly with management, in person or by telephone, and will review, monitor and report to the Board on:
 - i. Mine construction, operations, development and production;
 - ii. Mine production plans, as proposed and revised from time to time and the implementation of such plans;
 - iii. The continuing construction, development and operations of the portfolio of operations;
 - iv. Any preparation of or restatements of any mineral reserves and resources in conjunction with the filing of any new or revised National Instrument 43-101 Technical Reports; and
 - v. Any risks associated with the foregoing and originating management strategies for consideration by the Board; and
- (iv) Annually evaluate the performance of the Committee.

Adoption of the Technical, Health and Safety Committee Charter

This Charter was adopted and approved by the Board of Directors of the Company on December 20, 2016.