

RAINY RIVER RESOURCES LTD. HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities, duties, powers and authority of the Health, Safety, Environment and Sustainability Committee (the “**HSES Committee**”) of the Board of Directors (the “**Board**”) of Rainy River Resources Ltd. (the “**Company**”).

1. Purpose

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

- establishing and reviewing the Company’s health, safety, environmental and sustainability policies with a view to ensuring the health and safety of employees, contractors and visitors in the workplace, preventing pollution, responsibly managing the impact its operations may cause to the environment, and demonstrating its commitment to fostering sustainable communities
- managing and monitoring the implementation of compliance systems;
- monitoring the effectiveness of health, safety, environmental and sustainable development and related policies and practices and related systems and monitoring processes;
- receiving audit results and reports from management with respect to health, safety, environmental and sustainability performance; and
- investigating, as it deems appropriate, any activity of the Company that relates to health, safety, the environment, sustainable development and contributions to the community.

2. Composition and Membership

(a) The Board will appoint the members of the HSES Committee. The members will be appointed to hold office 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 HSES Committee shall consist of three Directors, at least two of whom shall not hold current positions as senior managers of the Company.

(c) All members shall have a general familiarity with the health, safety, environmental and sustainability matters that are relevant to the Company’s operations.

(d) The HSES Committee shall appoint one of its members to act as the Chairman of the HSES Committee.

3. Meetings

(a) Meetings of the HSES Committee will be held not less than four (4) times per year and will generally be held prior to quarterly Board Meetings. Members may attend meetings either in person or by telephone conference call.

(b) The Chairman will act as the Chairman of meetings of the HSES Committee.

(c) A majority of members will constitute a quorum for a meeting of the HSES Committee. Each member will have one vote and decisions of the HSES Committee will be made by a majority vote.

(d) The HSES Committee may invite others to attend its meetings and to take part in the discussion and consideration of the affairs of the HSES Committee.

4. Duties and Responsibilities of the HSES Committee

The HSES Committee will have the following duties and responsibilities:

(a) Establish, review and monitor the Company's health, safety, environment and sustainability policies, programs and activities on behalf of the Board to ensure that the Company 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, environment and sustainability policies are being adhered to and achieved;

(c) review regular updates from management on the health, safety, environmental and sustainability performance of the Company, and monitor significant event trends;

(d) review audit results and findings on health, safety, environmental and sustainability audits, the action plans arising from the findings and the result of investigations into significant events;

(e) monitor the suitability and effectiveness of the policies, systems and monitoring processes in place to manage the health and safety of employees, contractors, visitors and the general public and to manage environmental impacts, and enhance sustainable development and community development;

(f) make periodic visits, as individual members or as the HSES Committee, to the Company's sites in order to become familiar with the nature of the Company's operations, and to review relevant objectives, procedures and performance with respect to health, safety and environment matters; and

(g) ensure that adequate procedures are in place to properly inform all employees and contractors as to the Company's established health, safety, environment and sustainability policies, programs and activities.

5. Reporting

The Chairman will report to the Board at each regularly scheduled quarterly Board meeting on the HSES Committee's activities since the last Board meeting. If directed by the Chairman, the Corporate Secretary shall circulate the minutes of each meeting of the HSES Committee to the members of the Board.

6. Access to Information and Authority

The HSES Committee will be granted unrestricted access to all information regarding the Company and all directors, officers and employees will be directed to cooperate as requested by members of the HSES Committee. The HSES Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, all as it deems necessary or advisable in order to assist the HSES Committee in fulfilling its duties and responsibilities; provided that the expenses incurred in connection therewith may not exceed \$25,000 without the prior approval of the Board.

7. Review of Charter

The HSES Committee will, not less than annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee for consideration.

Approved by the Board of Directors on May 10, 2011