

**NORTHGATE MINERALS CORPORATION**  
**MERGERS AND ACQUISITIONS COMMITTEE CHARTER**

**PURPOSE**

The Mergers and Acquisitions Committee (the “Committee”) of Northgate Minerals Corporation (“Northgate”) is appointed by the Board of Directors (the “Board”) to assist Management and the Board in reviewing and assessing, potential acquisitions, strategic investments and divestitures (collectively, the “Potential Transactions”).

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee will consult with Northgate’s senior management and employees and may retain such independent advisors as it deems necessary or advisable in the performance of its duties. The Committee may set the terms of any engagement with such advisors, including fees, which will be for Northgate’s expense.

**COMPOSITION AND MEETINGS**

The Committee will be comprised of a minimum of three independent directors, each of whom will be free from any relationship that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee. The Chair of the Committee will be appointed by the members of the Committee.

The Committee will meet at least twice annually or more frequently as circumstances dictate, at such time and place as the Chair of the Committee shall determine. The Chair of the Committee will prepare and/or approve an agenda in advance of each meeting. A quorum will be two members.

**RESPONSIBILITIES AND DUTIES**

1. Review and provide guidance to Management and the Board with respect to Northgate’s business development activities including acquisition, investment and divestiture strategies.
2. Assist management and the Board in the assessment of Potential Transactions.

3. Provide oversight on the due diligence process and financing with respect to Potential Transactions.
4. Consider and make recommendations to management and the Board regarding the suitability of Potential Transactions.
5. Advise management regarding the selection and use of financial, legal and other professional advisors to Northgate (collectively, the “Advisors”), and provide guidance to management and such Advisors with respect to Potential Transactions.
6. Supervise the negotiation by management and the Advisors of the definitive terms of Potential Transactions and monitor the progress of Potential Transactions.
7. Annually assess the effectiveness of the Committee against its Charter and report the results of the assessment to the Board.
8. Perform any and all other activities consistent with this Charter, Northgate’s constating documents, and governing law, as the Committee or the Board deems necessary or appropriate.
9. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.

**Approved by the Board of Directors on December 14, 2007.**