



KIRKLAND LAKE GOLD LTD.

TECHNICAL COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

1. Purpose

- a) The Technical Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Kirkland Lake Gold Ltd. (“**Kirkland Lake Gold**” or the “**Company**”) to assist the Board in carrying out its responsibilities with respect to overseeing the operation of the Macassa Mine Complex, the Holt/Holloway Mine, the Taylor Mine, the Fosterville Mine, the Cosmo Mine, the Stawell Mine and all related properties of the Company (collectively the “**Projects**”), and any future expansion or other development thereof, from a technical, financial and scheduling perspective. The Committee is also responsible for Board oversight of production forecasts, budgets, life of mine plans, mineral reserves and resources and management’s proposed public disclosure of said technical nature.
- b) The Committee may review any activities of the Company relating to technical and operational matters and will have unrestricted access to any officers of the Company, independent consultants and advisors at reasonable costs, and such information and resources as the Committee considers necessary in order to perform its duties and responsibilities.
- c) The Board will revise this charter from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices. The Board will reaffirm the Technical Committee Charter annually.

2. Committee Composition

- a) The Committee will be comprised of at least three directors as designated by the Board from time to time.
- b) The Chair of the Committee shall be designated by the Board from among the Committee members.
- c) A majority of the members of the Committee shall be “independent” directors, as determined by the Board in accordance with applicable securities laws and stock exchange rules. One executive director shall be entitled to sit on the Committee.
- d) All Committee members will have familiarity with matters within the purview of the Committee, including a general familiarity with the mining industry. At least one independent member of the Committee should have an extensive background in mining operations.
- e) The members of the Committee will be appointed by the Board annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected and shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. Subject to the approval and recommendation of the Nominating and Governance Committee, the Board may fill any vacancy in the Committee, at any time, by appointment

from among the directors of the Company.

3. **Committee Duties and Responsibilities**

a) Operation Oversight

In carrying out its responsibility to assist the Board in overseeing the 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 statements and restatements of any mineral reserves and resources in conjunction with the filing of any revised National Instrument 43-101 Technical Reports, as applicable; and
- v) Any risks associated with the foregoing and originating management strategies for consideration by the Board.

b) Enterprise Risk Management

The Committee shall assist the Board in fulfilling its oversight responsibilities relating to the Company's enterprise risk management program by identifying and monitoring technical related risks and recommending strategies to mitigate against such risks.

c) Mineral Reserves and Resources

The Committee shall:

- i) Review management's assumptions and methodology underpinning the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable;
- ii) Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates and ensure disclosure complies with regulatory requirements; and
- iii) Review with management the Company's internal control structure over the mineral reserve and resource determination process and areas that represent a high risk for material misstatement of the mineral reserves and resources.

d) Reporting to the Board

The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibility.

e) Work Plan

The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis.

f) Review Mandate and Performance

The Committee will review and assess its own performance and the adequacy of this Mandate at least once a year and report the results of such review and assessment to the Nominating and Governance Committee along with any proposals for approval.

g) Other

The Committee shall perform any other activities consistent with this Charter and applicable law, as the Committee or the Board determines necessary or appropriate.

4. Responsibilities of Committee Members

- a) The primary responsibilities of the Committee members are to act honestly and in good faith and to exercise their business judgement in what they reasonably believe to be the best interests of Kirkland Lake Gold and its shareholders. In addition to the responsibilities of the Committee members as directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.
- i. Committee members are expected to diligently prepare for each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee, the CEO and any other appropriate executive officer to ask questions and discuss agenda items prior to meetings.
 - ii. Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate attendance.
 - iii. Members are expected to be active by participating fully and frankly in Board discussions and encouraging free and open discussion about the affairs of the Company.
 - iv. Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current. The Committee may, if it feels appropriate, seek the Board's approval for having costs of particular continuing education opportunities assumed by the Company

5. Access to Management and Independent Advisors

- a) Committee members will have full access to management of the Company to discuss any matter which the member may wish to discuss or obtain additional information on.
- b) The Committee has the authority to retain, set the terms of, and compensate independent legal, financial and technical advisors or consultants that it determines necessary to assist it in carrying out its duties.
- c) The Committee may conduct any investigation appropriate to its responsibility; request any officer or any outside independent advisor, to attend a meeting of the Committee or to meet with any members, or advisors to, the Committee.

6. Meetings

- a) Committee meetings are scheduled in advance at appropriate intervals throughout the year. The Committee shall meet at least once per quarter or more frequently as circumstances require. Additional meetings may be called upon proper notice to address specific needs of the Company. The Committee may also take action from time to time by unanimous written

consent. A committee meeting may be called by the Committee Chair, the CEO or any other Committee member.

- b) Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail or any other electronic means by not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all of the Committee members have waived or are deemed to have waived notice at the meeting. The practice of the Committee is to provide notice to all members so that they may attend the meeting.
- c) The Chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board and the CEO. The agenda will be distributed to Committee members in advance of the Committee meeting to allow each Committee member sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, the presence of or a report by any member of senior management and/or request consideration of matters not included on the agenda for that meeting. Voting on matters raised at the meeting may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.
- d) Committee members will meet separately at every Committee meeting without management present for *in camera* sessions. The Chair will inform the CEO of the substance of these meetings to the extent that action is required by management.
- e) Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to Committee members reasonably in advance of the meeting or as soon as practicable. The practice of the Committee is to make the information distributed to the Committee members available to all directors.
- f) A Committee member who is unable to attend in person may attend a Committee meeting by telephone, video conference or another telecommunication device that permits all persons participating in the meeting to speak and hear each other. All directors are welcome to attend meetings of the Committee.
- g) A quorum of any Committee meeting is a majority of Committee members.
- h) Each Committee member is entitled to vote and questions are decided by the majority of votes. In case of equality of votes, the Chair of the meeting has a casting vote. The powers of the Committee may also be exercised by unanimous written resolution.
- i) Procedures for Committee meetings are determined by the Chair unless otherwise determined by the by-laws of the Company.
- j) The Chairperson will appoint a secretary of each meeting of the Committee who need not be a member of the Committee and who will maintain the minutes of the meeting and circulate copies of the minutes to each Committee member on a timely basis. The minutes of the Committee meetings will be made available for review by the Board.

7. Limitations on Committee's Duties

- a) Notwithstanding the foregoing and subject to applicable law, nothing contained in this Mandate is intended to require the Committee to ensure the Company's compliance with applicable laws or regulations.
- b) In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a

standard of care of diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law.

- c) The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's security holders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to security holders of the Company or any other liability whatsoever.

8. Approval

Approved by the Board of Directors on March 28, 2017.