



KIRKLAND LAKE GOLD

KIRKLAND LAKE GOLD LTD.

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

PURPOSE

The Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Kirkland Lake Gold Ltd. (the “**Company**”) is responsible, on behalf of the Board for developing the Company’s approach to, and reviewing the Company’s effectiveness with respect to, governance and assessing the composition and effectiveness of the Board.

CONSTITUTION AND AUTHORITY

1. The Committee will be comprised of at least three directors.
1. Each Committee member will, subject to any exemptions set out in National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), be independent. Without limiting the foregoing, an “independent” director is a director who has no direct or indirect material relationship with the Company and a “material relationship” is a relationship which could, in the view of the Board be reasonably expected to interfere with the exercise of the director’s independent judgment or a relationship deemed to be a material relationship pursuant to Section 1.4 of NI 52-110. Each Committee member will also be independent pursuant to the applicable standards for Committee members set out in Section 303A.02 of the NYSE Listed Company Manual.
2. 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.
3. The Chair of the Committee shall be designated by the Board from among the Committee members.

COMMITTEE MEETINGS AND PROCEDURES

1. The Committee shall meet at least four times per year or more frequently as circumstances require. A Committee member who is unable to attend in person may attend a Committee meeting by telephone, video conference or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. In addition, the Committee may act by unanimous written consent in lieu of a meeting.

2. The Chair of the Committee will be responsible for calling the meetings of the Committee (directly, or through the Secretary of the Company), establishing meeting agendas and chairing Committing meetings.
3. A majority of the members of the Committee will constitute a quorum for conducting business at a meeting of the Committee.
4. The Chair 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.
5. The Committee shall have access to such officers and employees of the Company, its external auditor and legal counsel, and to such information respecting the Company, and may engage separate independent counsel and advisers at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. The Company's senior management and employees may attend meetings of the Committee upon invitation and may serve as a resource to the Committee from time to time.
7. The Committee shall hold in camera sessions without the presence of management at each meeting (unless the members of the Committee present determine that such a session is not required).

SCOPE, DUTIES AND RESPONSIBILITIES

Governance Policies and Practices

1. The Committee will:
 - (a) develop and monitor the Company's overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects strong corporate governance practices;
 - (b) periodically review and assess the Company's corporate governance policies and practices and make recommendations to the Board in accordance with applicable laws and regulations;
 - (c) conduct an annual review of the mandates of the Board and its Committees and recommend any changes or revisions considered advisable; and



- (d) oversee the annual evaluation of the functioning of the Board and its committees (including this Committee).
2. The Committee will review and recommend to the Board any disclosure regarding the Company's corporate governance practices to be included in the Company's public disclosures or any regulatory filings in accordance with applicable laws and regulations.

Board Composition and Effectiveness

3. The Committee will at least annually review and report to the Board on the following:
 - (a) the composition and effectiveness of the Board and each of its committees;
 - (b) the effectiveness of the Chair of the Board; and
 - (c) the timeliness and quality of information provided by the committees of the Board and management of the Company to the Board.
4. The Committee will review candidates for election as directors and recommend nominees to the Board for approval by the Board and election by shareholders and, for such purpose, the Committee will assess the skills and other attributes of existing Board members and, in light thereof, identify individuals believed to be qualified to be Board members and recommend to the Board candidates for appointment or election to fill new or vacant positions. In recommending Board candidates, the Committee will consider such factors as it may determine are appropriate, including specific expertise or experience, potential conflicts of interest, personal character, diversity and outside commitments (for example, service on other boards) all in the context of the needs of the Board.
5. The Committee will ensure that all new directors receive a comprehensive orientation upon joining the Board and that an appropriate education program is in place to encourage directors to enhance their skills as directors and ensure that their knowledge of the Company's business remains current.
6. The Committee will review and make recommendations to the Board, in connection with Board and executive management succession planning.
7. The Committee will:
 - (a) review and assess the independence of each of the directors; and
 - (b) review on an annual basis each position held by any director of the Company with any other public company or any actual or potential competitor, business partner or



significant investor to ensure that each such position and/or the services provided by such director to such other entity is consistent with the Company's conflict of interest standards as set out in the Company's Code of Conduct and Ethics.

8. The Committee will advise on, and recommend processes to ensure that suitable programs and materials for the orientation of new directors are provided and to ensure that the Company has an effective on-going education program for all directors.

Approved by the Board of Directors on August 2, 2017