

KIRKLAND LAKE GOLD INC.

Audit Committee Charter

Kirkland Lake Gold Inc. (the “**Corporation**”) shall fulfill its corporate governance obligations by complying with the applicable requirements set out in the Corporation’s constating documents and established under laws and regulations of general application. The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Corporation is a key component to the fulfillment of the applicable obligations. Accordingly, this Charter describes the constitution, authority, mandate and responsibilities of the Committee.

Constitution & Authority

The Committee shall consist of not less three directors appointed by the Board. Each member of the Committee must be “independent” and “financially literate” as required by Multilateral Instrument 52-110 *Audit Committees*, applicable securities legislation and related requirements.

Given that the auditor is appointed by, and is accountable to, the Corporation’s shareholders, the Board is elected by the Corporation’s shareholders to oversee and guide the Corporation’s business and the Committee has been appointed as representatives of the Board, the auditor shall report directly to the Committee.

Mandate

The Corporation’s management is responsible for preparing the Corporation’s financial statements and other financial information and for presenting the information contained in the financial statements fairly and in accordance with Canadian Generally Accepted Accounting Principles (“**GAAP**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The auditor’s responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, whether the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with GAAP.

The role of the Committee is principally one of oversight. Accordingly, the Committee shall:

1. make recommendations to the Board regarding the appointment, retention and level of compensation of the Corporation’s external auditor (the “**auditor**”);
2. approve, in advance, all non-audit services provided to the Corporation by the auditor and the related compensation;
3. evaluate the work of the auditor and confirm its independence;

4. provide a means of communication between the Board, management and the auditor on matters relating to financial reporting;
5. provide the necessary oversight over:
 - (a) the integrity, adequacy and timeliness of the Corporation's financial reporting and disclosure practices, including the preparation of financial statements;
 - (b) the processes for identifying the Corporation's principal financial risks and the control systems to monitor those risks;
 - (c) the Corporation's compliance with legal and regulatory requirements related to financial reporting; and
6. perform any other activities consistent with its mandate, the Corporation's constating documents and laws of general application as the Committee or Board deems necessary or desirable.

Responsibilities

In performing its oversight responsibilities, the Committee shall:

1. review and assess, on an on-going basis, the adequacy of its mandate and recommend any proposed changes to the Board for approval;
2. monitor, on an on-going basis, the independence of the auditor by reviewing all relationships between the auditor and the Corporation and all non-audit work performed for the Corporation by the auditor and the Committee or a member thereof shall pre-approve all non-audit services to be provided to the Corporation or a subsidiary by the auditor;
3. review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the auditor and any former auditor;
4. review with the auditor and management the annual plan for the audit of the financial statements before commencement of the work;
5. review with the auditor the results of the auditor's work and any problems or difficulties that were encountered, including any disagreements between the Corporation's management and the auditor regarding financial reporting, and assess management's responses thereto;
6. review with management and the auditor the annual audited financial statements and "Management Discussion and Analysis" reports, before filing or distribution, including matters requiring review pursuant to laws and regulations of general application;
7. review with management (or ensure that the Board does so) the quarterly unaudited financial statements and "Management Discussion and Analysis" reports, before filing or distribution, including matters required to be reviewed under laws and regulations of general application;
8. review with management, as appropriate, news releases and any other form of disclosure containing earnings and other material financial information;

9. satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than the public disclosure referred to in paragraphs 5 and 6, and must periodically assess the adequacy of those procedures;
10. review with management and the auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes;
11. review with management and the auditor the quality and appropriateness of the Corporation's financial reporting and accounting standards and principles and significant changes to those standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made;
12. review with management and the auditor the treatment and disclosure of significant related party transactions and potential conflicts of interest;
13. review with management the risk of frauds within the operations or financial reporting and consider the actions taken by management and the systems implemented to address these risks
14. ensure that adequate procedures are in place for the receipt, retention and treatment of:
 - (a) complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters;
15. review the appointment of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process; and
16. conduct or authorize investigations into any matter that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain, at the Corporation's expense, independent counsel, accountants or other advisors to assist it in the conduct of any investigation.