

REMUNERATION COMMITTEE CHARTER

The Remuneration Committee (the “Committee”) is a committee of the board of directors (the “Board”) of Leagold Mining Corporation (the “Company”). The role of the Committee, subject to applicable laws and the Company’s constating documents, is to:

- a) establish a remuneration and benefits plan for directors and the Chief Executive Officer (the “CEO”);
- b) review the adequacy and form of compensation of directors and senior management as a whole;
- c) undertake the performance evaluation of the CEO in consultation with the Chair; and
- d) make recommendations to the Board.

1. COMMITTEE STRUCUTRE

Membership

The Committee shall consist of at least three directors, each of whom the Board shall determine has no material relationship with the Company and is otherwise “independent” under applicable securities laws and applicable stock exchange rules.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy whenever necessary to maintain a Committee membership of at least three directors.

Members of the Committee shall be appointed from time to time by the Board and may be removed from office or replaced at any time by the Board. Any member shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

Procedures

The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the “Chair”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

The Chair will appoint a secretary (the “Secretary”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair. Minutes of each Committee meeting shall be kept and made available to the Board.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the

Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

The Committee shall meet not less than twice a year and as many times as is necessary to carry out its responsibilities. The Chair or any two members may call meetings.

The time and the place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the constating documents of the Company or otherwise determined by resolution of the Board.

The Company shall provide the Committee with the resources necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, including remuneration consultants, as it deems appropriate, acting reasonably.

The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO such records and other matters considered appropriate.

At the invitation of the Chair, individuals who are not members of the Committee may attend any meeting of the Committee.

2. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following duties and responsibilities:

Compensation

- To determine and establish with the Board and the CEO on a broad framework for remuneration. In determining such policy, the Committee shall take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Company are motivated to pursue the long term growth and success of the Company within an appropriate control framework and that there is a clear relationship between key executive performance and remuneration.
- To, within the terms of the established framework, determine the individual remuneration package of the CEO including, where appropriate, bonuses, incentive payments and shares or share option grants.
- To determine the Company's recruitment, retention and termination policies and procedures for the CEO.
- To, at least annually, review corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensations level based on this evaluation, subject to the approval of the Board. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the terms of the CEO's employment agreements, the Company's

performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

- To review any compensation and compensation programs applicable to the senior management of the Company. In undertaking such review the Committee will:
 - obtain compensation data concerning companies that would be regarded as comparable to the Company, and, to the extent possible, understand the basis upon which such comparable companies compensate senior management;
 - ensure that the CEO has a policy of meeting with senior management from time to time with a view to understanding personal needs, requirements and expectations and monitor the Company's responsiveness to the concerns of senior management; and
 - document proceedings and decisions with a view to justifying, to the extent necessary, decisions that have been reached to shareholders and other key stakeholders.
- To make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
- To recommend to the Board, from time to time, the remuneration to be paid by the Company to directors in light of time commitment, fees paid by comparable companies and responsibilities.
- To oversee the identification, consideration and management of risks associated with the Company's compensation philosophy and programs, and review disclosure on: (i) the role of the Committee and the Board in that regard; (ii) the practices used to identify and mitigate any such risks (particularly inappropriate or excessive risks); and (iii) any risk identified as part of the compensation philosophy and programs which is reasonably likely to have a material adverse effect on the Company.
- Review and approve the executive compensation section of the Company's annual Management Information Circular and ensure that it includes:
 - the broad structure and the objectives of the remuneration policy and its relationship to Company performance; and
 - the amount of remuneration and all monetary and non-monetary components for each of the Named Executive Officers (as defined by National Instrument 52-101).
- To keep abreast of current developments in executive compensation in companies engaged in similar industries.
- Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

3. REPORTS

The Committee shall produce the following reports and provide them to the Board:

- a) an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report; and
- b) a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

4. REVIEW OF CHARTER, AMENDMENT OR MODIFICATION

The Committee shall review and reassess the adequacy of this Charter annually or otherwise as it deems appropriate and recommend changes to the Board.

This Charter may be amended or modified by the Board, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators and applicable stock exchange rules.

Last Approved by the Board of Directors:

November 4, 2016