

SANDY LAKE GOLD INC.

TECHNICAL COMMITTEE CHARTER

(Effective September 9, 2010)

I. GENERAL

1. Purpose of the Committee

The purpose of the Technical Committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of Sandy Lake Gold Inc. (the “**Company**”) in reviewing all material technical issues relating to the Company’s mineral exploration projects.

2. Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary or advisable to permit it to carry out its duties.

II. PROCEDURAL MATTERS

1. Composition

The Committee shall be composed of a minimum of two (2) members.

2. Member Qualifications

- (a) Every Committee member must be a director of the Company.
- (b) If practical, all of the Committee members shall be “independent” as such term is defined in applicable securities legislation.

All members of the Committee shall devote sufficient time and resources and have adequate mining industry experience to perform the functions required of the Committee by this Charter.

3. Member Appointment and Removal

Members of the Committee shall be appointed by the Board at the time of each annual meeting of shareholders and shall hold office until the next annual meeting or until they are removed by the Board or until they cease to be directors of the Company. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee, and shall be filled by the Board if the membership of the Committee falls below two directors.

4. **Committee Structure and Operations**

(a) **Chair**

The Board shall appoint one member of the Committee to act as Chair of the Committee. The Chair of the Committee may be removed at any time at the discretion of the Board. If in any year, the Board does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed.

If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

(b) **Meetings**

The Chair of the Committee shall be responsible for:

- (i) developing and setting the agenda for Committee meetings; and
- (ii) determining the time, place and frequency of Committee meetings.

The Chair or any 2 members of the Committee may call a meeting of the Committee.

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least quarterly. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

(c) **Notice**

Notice of the time and place of every meeting shall be given to each member of the Committee, the Chairperson of the Board and the Chief Executive Officer of the Company at least 48 hours prior to the time fixed for such meeting.

(d) **Quorum**

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

(e) **Attendees**

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the

Committee and assist thereat in the discussion and consideration of matters relating to the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

(f) **Secretary**

The Committee Chair shall appoint a Secretary to the Committee who need not be a director or officer of the Company.

(g) **Records**

Minutes of meetings of the Committee shall be recorded and maintained by the Secretary to the Committee and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or the TSX Venture Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

III. RESPONSIBILITIES

1. General

The Committee is responsible for assisting management in the following areas for which management has primary responsibility:

- (a) making recommendations on technical decisions relating to the exploration and development of the Company's mineral properties;
- (b) reviewing the annual budget of the Company as it relates to planned exploration and development of the Company's mineral properties;
- (c) reviewing the work plan specific to each of the Company's mineral exploration properties;

- (d) overseeing the implementation of any technical recommendations relating to the exploration and development of the Company's mineral properties;
- (e) evaluating, assessing and reviewing the Company's engineering and geological reports, data, and any documentation relating to the Company's mineral exploration projects;
- (f) taking appropriate or additional steps required to promote and safeguard the Company's mineral exploration properties;
- (g) monitoring all incoming and outgoing documentation and records of the Company's business pertaining to the acquisition or disposal of mineral exploration properties; and
- (h) reviewing and making recommendations with respect to the acquisition or disposal of mineral exploration properties.

2. Mitigation of Risk

In connection with the mitigation of the risks involved in the mining industry, the Committee is responsible for:

- (a) reviewing any developments, progress and challenges facing the Company's exploration and development activities;
- (b) reviewing the Company's work plans, goals, policies and programs relating to exploration and development of its mineral exploration projects with particular focus on the assessment and mitigation of geological, mining, metallurgical, other technical, community relations (including *garimpeiros*), health, safety and environmental risks;
- (c) assisting management in establishing appropriate policies, systems and standards and procedures for all technical, exploration and development activities and compliance with applicable laws, rules, regulations and standards of corporate conduct as the Committee deems appropriate;
- (d) reviewing any relevant regulatory changes, initiative and trends that may effect the Company's operations;
- (e) reviewing any material claims, demands and legal proceedings against the Company relating to the Company's operations or mineral exploration projects; and
- (f) reviewing the Company's record of performance on community relationships (including *garimpeiros*), health, safety and environmental matters, together with any proposed actions based on such record of performance.

3. Disclosure

In connection with the continuous disclosure obligations of the Company, the Committee is responsible for:

- (a) reviewing and approving any disclosure of exploration results or any other disclosure of a technical nature, including website content and news releases, in advance of their public release;
- (b) reviewing and approving any technical report to be made in accordance with applicable securities laws and stock exchange regulations, and any incorporation by reference of such technical report in the Company's management information circular, annual report and/or annual information form;
- (c) reviewing and approving the Company's disclosure of this Charter and any information regarding the Committee and its activities, when required, in the Company's annual information form, management information circular and/or annual report.



Approved by the Board on September 9, 2010.

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