



AUDIT COMMITTEE MANDATE

A. PURPOSE

The overall purpose of the Audit Committee (the “Committee”) of Midas Gold Corp. (the “Corporation”) is assist the board of directors (the “Board”) of the Corporation in fulfilling its oversight responsibilities for:

1. the integrity, quality and transparency of the Corporation’s financial statements;
2. the Corporation’s internal control over financial reporting;
3. the Corporation’s compliance with legal and regulatory requirements which relate to financial reporting;
4. the appointment (subject to shareholder ratification) of the Corporation’s external auditor and approval of its compensation as well as responsibility for its independence, qualifications and performance of all audit and audit related work; and
5. such other duties as assigned to it from time to time by the Board.

The function of the Committee is oversight. The members of the Committee are not full-time employees of the Corporation. The Corporation’s management is responsible for the preparation of the Corporation’s financial statements in accordance with applicable accounting standards and applicable laws and regulations. The Corporation’s external auditor is responsible for the audit and quarterly review, when applicable, of the Corporation’s financial statements in accordance with applicable auditing standards and laws and regulations.

In carrying out its oversight role, the Committee and the Board recognize that the Corporation’s management is responsible for:

1. implementing and maintaining suitable internal controls and disclosure controls;
2. the preparation, presentation and integrity of the Corporation’s financial statements; and,
3. the appropriateness of the accounting principles and reporting policies that are used by the Corporation.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board. The Board will appoint members to the Committee and the Committee will elect a Committee Chair from among the Committee’s membership.

2. The Board will ensure that the Chair of the Committee and its members are independent and financially literate, as defined in National Instrument 52-110 (“NI 52-110”).
3. The Committee will meet at least four times a year. The Chair of the Committee has the authority to convene additional meetings, as circumstances warrant. The Committee will invite members of management, the auditor or others to attend meetings and provide pertinent information, as necessary. The Committee will hold private meetings with each of the external auditor, and senior management. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
4. No business shall be transacted by the Committee, except at a meeting where a majority of the members are present, either in person or by teleconference or video conference.
5. The Committee may:
 - (a) engage outside legal, audit or other counsel and/or advisors at the Corporation’s expense, without the prior approval of the directors of the Corporation;
 - (b) set and pay the compensation of any advisors employed by the Committee;
 - (c) review any corporate counsel’s reports of evidence of a material violation of security laws or breaches of fiduciary duty;
 - (d) seek any information it requires from employees – all of whom are directed to cooperate with the Committee’s request – or external party; and
 - (e) meet and/or communicate directly with the Corporation’s officers, the external auditor or outside counsel, as necessary.
6. The Committee’s business will be recorded in minutes of the Committee meetings, which shall be submitted to the Board. The Committee Secretary will normally be the Corporate Secretary.

C. ROLES AND RESPONSIBILITIES

The Committee will carry out the following duties and responsibilities:

1. Financial Statements and Related Disclosure Documents

The duties and responsibilities of the Committee as they relate to the financial statements and related disclosure documents are to:

- (a) review and discuss with management and the external auditor the interim and annual consolidated financial statements and the related disclosures contained in Management’s Discussion and Analysis and recommend these documents to the Board for approval, prior to the public disclosure of this information by the Corporation. Such discussion shall include:
 - (i) the external auditor’s judgment about the quality, not just the acceptability, of accounting principles applied by the Corporation;
 - (ii) the reasonableness of any significant judgments made;
 - (iii) the clarity and completeness of the financial statement disclosure;

- (iv) any accounting adjustments that were noted or proposed by the external auditor but were not made (whether immaterial or otherwise); and
 - (v) any communication between the audit team and their national office relating to accounting or auditing issues encountered during their work.
- (b) review and recommend approval to the Board of the following financial sections of:
- (i) annual Report to shareholders;
 - (ii) Annual Information Form
 - (iii) prospectuses;
 - (iv) annual and interim press release disclosing financial results, when applicable; and,
 - (v) other financial reports requiring approval by the Board.
- (c) review disclosures related to any insider and related party transactions.

2. Internal Controls

The duties and responsibilities of the Committee as they relate to internal and disclosure controls as well as financial risks of the Corporation are to:

- (a) periodically review and assess with management and the external auditor the adequacy and effectiveness of the Corporation's systems of internal control over financial reporting and disclosure, including policies, procedures and systems to assess, monitor and manage the Corporation's assets, liabilities and expenses. In addition, the Committee will review and discuss the appropriateness and timeliness of the disposition of any recommendations for improvements in internal control over financial reporting and disclosure procedures;
- (b) obtain and review reports of the external auditor on significant findings and recommendations on the Corporation's internal controls, together with management's responses; and,
- (c) periodically discuss with management, the Corporation's policies regarding financial risk assessment and financial risk management, including an annual review of insurance coverage. While it is the responsibility of management to assess and manage the Corporation's exposure to financial risk, the Committee will discuss and review guidelines and policies that govern the process. The discussion may include the Corporation's financial risk exposures and the steps management has taken to monitor and control such exposures, including hedging, foreign exchange, internal controls, and cash and short-term investments.

3. External Auditor

The duties and responsibilities of the Committee as they relate to the external auditor of the Corporation shall be to:

- (a) receive reports directly from and oversee the external auditor;

- (b) discuss with representatives of the external auditor the plans for their quarterly reviews, when applicable, and annual audit, including the adequacy of staff and their proposed fees and expenses. The Committee will have separate discussions with the external auditor, without management present, on:
 - (i) the results of their annual audit and applicable quarterly reviews;
 - (ii) any difficulties encountered in the course of their work, including restrictions on the scope of activities or access to information;
 - (iii) management's response to audit issues and, when applicable, quarterly review issues; and,
 - (iv) any disagreements with management.
- (c) pre-approve all audit and allowable non-audit fees and services to be provided by the external auditor in accordance with securities laws and regulations. The Committee will pre-approve all audit and non-audit services to be provided by the external auditor in advance of work being started on such services. The Committee Chair may approve proposed audit and non-audit services between Committee meetings and will bring any such approvals to the attention of the Committee at its next meeting;
- (d) recommend to the Board that it recommend to the shareholders of the Corporation the appointment and termination of the external auditor;
- (e) receive reports in respect of quarterly reviews, when applicable, and audit work of the external auditor and, where applicable, oversee the resolution of any disagreements between management and the external auditor;
- (f) ensure that at all times there are direct communication channels between the Committee and the external auditor of the Corporation to discuss and review specific issues, as appropriate;
- (g) meet separately, on a regular basis, with management and the external auditor to discuss any issues or concerns warranting Committee attention. As part of this process, the Committee shall provide sufficient opportunity for the external auditor to meet privately with the Committee;
- (h) at least annually, assess the external auditor's independence and receive a letter each year from the external auditor confirming its continued independence;
- (i) allow the external auditor of the Corporation to attend and be heard at any meeting of the Committee;
- (j) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the external auditor to ensure compliance with NI 52-110;
- (k) review and report quarterly to the Board on the Company's compliance with the Anti-Bribery/Anti-Corruption Policy;
- (l) at least annually, evaluate the external auditor's qualifications, performance and independence and report the results of such review to the Board; and

- (m) At least every five years, conduct a more comprehensive review of the external auditor's performance and report the results of such review to the Board.

4. Whistleblower

The duties and responsibilities of the Committee as they relate to the Whistleblower Policy of the Corporation shall be to:

- (a) establish and review procedures established with respect to employees and third parties for:
 - (i) the receipt, retention and treatment of complaints received by the Company, confidentially and anonymously, regarding accounting, financial reporting and disclosure controls and procedures, or auditing matters; and
 - (ii) dealing with the reporting, handling and taking of remedial action with respect to alleged violations of accounting, financial reporting and disclosure controls and procedures, or auditing matters, as well as certain other alleged illegal or unethical behaviour, in accordance with the Corporation's related policy and procedures.

5. Compliance

The duties and responsibilities of the Committee as they relate to the Corporation's Compliance are to:

- (a) review disclosures made by the Corporation's Chief Executive Officer and Chief Financial Officer regarding compliance with their certification obligations as required by the regulators;
- (b) review the Corporation's Chief Executive Officer and Chief Financial Officer's quarterly and annual assessments of the design and operating effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, respectively;
- (c) review the findings of any examination by regulatory agencies, and any auditor observations; and,
- (d) receive reports, if any, from management and corporate legal counsel of evidence of material violation of securities laws or breaches of fiduciary duty.

6. Reporting Responsibilities

It is the duty and responsibility of the Committee to:

- (a) regularly report to the Board on Committee activities, issues and related recommendations; and,
- (b) report annually to the shareholders, describing the Committee's composition, responsibilities and how they are discharged, and any other information required by legislation.

7. Other Responsibilities

Other responsibilities of the Committee are to:

- (a) perform any other related activities as requested by the Board;
- (b) review and assess the adequacy of the Committee mandate annually, requesting Board approval for proposed changes; and,
- (c) institute and oversee special investigations, as needed.