



ALAMOS GOLD INC.

TSX:AGI | NYSE:AGI

Technical and Sustainability Committee Charter

This charter (the “Charter”) sets forth the purpose, composition, responsibilities and authority of the Technical and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Alamos Gold Inc. (“Alamos” or the “Company”).

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) Technical matters relating to the Company’s mining activities;
- (b) The Company’s procedures for the preparation and disclosure of resource and reserve information for the Company properties;
- (c) Operating and production plans for proposed and existing operating mines;
- (d) Policies and practices regarding sustainability matters, including environment, social responsibility and health and safety and including specifically the Company’s Health and Safety Policy and the Sustainability Policy; and
- (e) Development, implementation and monitoring of systems for the management of environment, social responsibility and health and safety matters.

1. Composition

- (a) The Board will appoint the members (“Members”) of the Committee after the annual meeting of shareholders of the Company. The Members will be appointed to hold office until the next annual meeting of shareholders of Alamos or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director.
- (b) The Committee shall be composed of at least three (3) directors of the Company, at least two of whom are “independent” as defined by applicable Canadian and US laws and regulations as well as the rules of relevant stock exchanges, all as set out in the Company’s Director Independence Policy.
- (c) All Members will have familiarity with matters within the purview of the Committee, including a general familiarity with the mining industry, including environmental, health, safety and corporate responsibility practices. At least one member of the Committee should have an extensive background in mining operations.

- (d) The Board shall designate one of the Members as chair of the Committee (the "Chair"). The Corporate Secretary of the Company, or the individual designated as fulfilling the function of Secretary of the Company, will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Corporate Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

2. Meetings and Proceedings

- (a) Meetings of the Committee will be held at such times and places as the Chair of the Committee may determine, but in any event not less than two (2) times per year. Forty-eight (48) hours advance notice of each meeting will be given to each Member verbally, by telephone or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. Any Member may call a meeting of the Committee.
- (b) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair of the Committee will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by a written resolution signed by all Members.
- (c) In advance of every regular meeting of the Committee, the Chair of the Committee, with the assistance of the Corporate Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair of the Committee, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.
- (d) The Chair of the Committee, if present, will act as the chairman of meetings of the Committee. If the Chair of the Committee is not present, then the Members present may select one of their members to act as chairman of the meeting. The Chair of the Committee shall provide leadership to the Committee to enhance the Committee's effectiveness and ensure adherence to this Charter. The Chair of the Committee will conduct meetings in a manner that promotes meaningful discussion, and will ensure that meetings are appropriate in terms of frequency, length and content.
- (e) The Committee will meet in camera without management at each meeting of the Committee.
- (f) The Chair of the Committee, or his delegate, will report to the Board at each Board meeting on the Committee's activities since the last Board meeting.
- (g) Minutes of meetings shall be distributed to the Members after preliminary approval thereof by the Chair of the Committee. After approval by the Members, minutes will be submitted to the Board for review.

- (h) Annually visit at least one of the Company's properties, meet with local management and receive a review of operations and sustainability practices.

3. Responsibilities

The Committee shall:

- (a) Review management's assumptions and methodology underpinning of the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable.
- (b) Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates and ensure such disclosure complies with regulatory requirements.
- (c) Review management's procedures for ensuring that the technical work is of high quality.
- (d) Review all material proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration.
- (e) Review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Committee's discretion, make recommendations to the Board for consideration.
- (f) Review and monitor the Alamos Health and Safety Policy and the Alamos Sustainability Policy and related activities of the Corporation to ensure that the Corporation is in compliance with applicable laws and legislation.
- (g) Review with management the Corporation's goals, policies and programs relative to sustainability issues, including health, safety, social responsibility and environmental matters. Review results of any health, safety and environment audits and management's activities to maintain appropriate internal and external audits.
- (h) Review management reports on sustainability matters, including without limitation health, safety, social responsibility and environmental matters, including the Company's annual sustainability report.
- (i) Monitor Management's risk management processes related to sustainability matters, including without limitation health, safety, social responsibility and environmental matters and report to the Board on the effectiveness of such processes.
- (j) Make periodic visits, as individual members or as the Committee, to the Company's project sites in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability matters, including without limitation health, safety, social responsibility and environmental matters.
- (k) Report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate.

- (l) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

4. Authority

The Committee will be granted unrestricted access to all information regarding Alamos and all directors, officers and employees will be directed to cooperate as requested by members of the Committee.

The Committee has authority to retain and terminate, and to set and pay the compensation of, independent legal counsel, consultants and other advisers, if it considers this appropriate to assist the Committee in fulfilling its duties.

The Committee is authorized to invite officers and employees of the Company, and outsiders with relevant experience and expertise, to attend or participate in its meetings and proceedings, if it considers this appropriate.

The Company shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

5. Self-Assessment; Charter Review

The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices and applicable law.

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Version Control

Adopted:	Adopted by the Board of Directors of the Company effective July 30, 2015.
Ownership:	Board of Directors
Review schedule:	Annually
Last Reviewed:	July 30, 2015
