

As approved on April 8, 2005

THE SPORTS AUTHORITY, INC.

AUDIT COMMITTEE CHARTER

I. Audit Committee Purpose

1. The Audit Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and the external auditor is responsible for auditing those financial statements.
2. The Audit Committee shall be appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities shall be to:
 - Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Audit Committee.
 - Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding financial, accounting, and legal compliance.
 - Monitor the independence and performance of the Company's independent auditors and internal auditing department.
 - Provide an avenue of communication among the independent auditors, management, the internal auditing department, and the Board of Directors.
3. The Audit Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities, and shall have direct access to the independent auditors as well as anyone else in the Company. The Audit Committee shall be authorized to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. Audit Committee Composition and Meetings

1. Audit Committee members shall meet the requirements of the New York Stock Exchange (NYSE) for audit committee members of companies quoted on the NYSE. The Audit Committee shall be comprised of three or more directors, as such number shall be determined by the Board of Directors. Each member shall be an independent non-executive director who is free from any relationship that could interfere with the exercise of his or her independent judgment. All

members of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall have:

- An understanding of generally accepted accounting principles and financial statements;
- The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements, or experience actively supervising one or more persons engaged in such activities;
- An understanding of internal controls and procedures for financial reporting; and
- An understanding of audit committee functions.

Such person must have acquired such attributes through any one or more of the following:

- (1) Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
 - (2) Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
 - (3) Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
 - (4) Other relevant experience.
2. Audit Committee members shall be appointed by the Board on recommendation of the Nominating Committee. If an Audit Committee Chair is not designated or present, the members of the Audit Committee may designate a Chair by majority vote of the Audit Committee membership.
 3. All committee members are expected to attend each meeting. A majority of the Audit Committee members shall constitute a quorum for the transaction of the Audit Committee's business. Unless otherwise required by applicable law, the corporation's charter, bylaws or the Board of Directors, the Audit Committee

shall act upon the vote or consent of a majority of its members at a duly called meeting at which a quorum is present. Subject to Section II.4 below, any action of the Audit Committee may be taken by a written instrument signed by all of the members of the Audit Committee. Meetings of the Audit Committee may be held at such place or places as the Audit Committee shall determine or as may be specified or fixed in the respective notices or waivers of a meeting. Members of the Audit Committee may participate in Audit Committee proceedings by means of conference telephone or similar communications equipment by means of which all persons participating in the proceedings can hear each other.

4. The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Director of Internal Audit shall prepare and distribute an agenda in advance of each meeting. The Audit Committee shall meet privately in executive session at least annually with management, the Director of Internal Audit, the independent auditors, and as a committee to discuss any matters that the Audit Committee or any of the foregoing persons believes should be discussed. In addition, the Audit Committee, or at least its Chair, should communicate with management and the independent auditors quarterly to review the Company's financial statements and significant findings based upon the auditors' limited review procedures prior to public release of information. Notwithstanding the foregoing, the procedures set forth in this paragraph are intended as guidelines, to be followed as practicable, and not as mandatory requirements.

III. Audit Committee Responsibilities and Duties

The Audit Committee shall:

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually and suggest revisions as appropriate; submit the Charter to the Board of Directors for approval and ensure that the Charter is published at least every three years in accordance with SEC regulations.
2. Review the Company's annual audited financial statements prior to filing or distribution, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Review shall include discussion with management and independent auditors of significant issues regarding accounting principles, practices, and judgments, as well as the adequacy of internal controls that could significantly affect the Company's financial statements.
3. In consultation with the management, the independent auditors, and the internal auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has

taken to monitor, control, and report such exposures. Review significant findings prepared by the independent auditors and the internal auditing department together with management's responses.

4. Review with financial management and the independent auditors the Company's quarterly financial results prior to the release of earnings and the Company's quarterly financial statements prior to filing or distribution, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
5. Discuss with the independent auditors any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with Statement on Accounting Standards No. 61, as may be modified or supplemented. The Chair of the Audit Committee may represent the entire Audit Committee for purposes of such review.

Independent Auditor

6. Annually appoint the independent auditors, who shall directly report to and ultimately be accountable to the Audit Committee and the Board of Directors.
7. Review the independence and performance of such auditors and approve any discharge of such auditors when circumstances warrant.
8. At least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.
9. Review fees and other significant compensation to be paid to the independent auditors, which fees and compensation shall be subject to the Audit Committee's approval.
10. Review and execute in the name of the Company the independent auditors' engagement letter and audit plan and discuss scope, staffing, locations, reliance upon management, and internal audit and general audit approach.
11. On an annual basis, review and discuss with the independent auditors all significant relationships that the independent auditors have with the Company that could impair such auditors' independence and recommend that the Board of Directors take appropriate action to ensure such independence.

12. Ensure that the independent auditors provide the Audit Committee with the written disclosures and letter required by Independent Standards Board Standard No.1 as may be modified or supplemented and review such disclosures and letter.
13. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.
14. Obtain from the independent auditor assurance that section 10A of the Private Securities Litigation Reform Act of 1995 has not been implicated.
15. Review and preapprove nonaudit services to be provided by the independent auditor. This duty may be delegated to one or more designated members of the audit committee up to \$50,000 per assignment and up to \$200,000 in the aggregate per fiscal year. Any such preapproval must be reported to the audit committee at its next regularly scheduled meeting. Approval of nonaudit services shall be disclosed to investors in periodic reports required by Section 13(a) of the Securities Exchange Act of 1934.

Internal Audit Department and Legal Compliance

16. Review the Company's budget, business plan, changes in such plan, activities, organizational structure, and qualifications of the Company's internal audit department, as needed.
17. Review the appointment, performance, and, when necessary, replacement of the Company's senior internal audit executive.
18. Review significant reports prepared by the Company's internal audit department together with management's response and follow-up to these reports.
19. On an as needed basis, review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, inquiries received from regulators or governmental agencies and the response to such inquiries.

Other Audit Committee Responsibilities

20. Annually prepare a report to shareholders as required by the Securities and Exchange Commission and ensure that such report is included in the Company's annual proxy statement.
21. Establish, review, and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code.
22. Advise the Board of Directors with respect to the Company's policies and procedures regarding compliance with applicable laws and the Company's charter, bylaws and other internal procedures.

23. Review with the independent auditor any problems or difficulties the auditor might have encountered and any letter to management provided by the auditor and the Companies response to that letter. Such review should include:
 - a. Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
 - b. Any changes required in the planned scope of the internal audit.
 - c. The internal audit department responsibilities, budget and staffing.
24. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Audit Committee or the Board deems necessary or appropriate.
25. Maintain minutes of the Committee's meetings and regularly report to the Board of Directors.
26. Manage a process to receive, retain and address complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters and violations of company policies.
27. Discuss on a periodic basis policies with respect to risk assessment and risk management.
28. Set clear hiring policies for employees or former employees of the independent auditors.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such activities shall remain the responsibility of management and the independent auditors.