

**GOLDEN HOPE MINES LIMITED**  
(the “Corporation”)

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**THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**CHARTER (2010)**

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**Constitution**

There shall be a Committee of the board, to be known as the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “board”) of Golden Hope Mines Limited (the “corporation”).

**Membership**

Following each annual meeting of the shareholders of the corporation, the board shall elect from its number a Nominating and Corporate Governance Committee consisting of no fewer than three directors (the “members”). Each Committee member shall meet the independence requirements imposed by applicable law and the exchanges on which the corporation’s securities are listed.

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

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

**Duties and Responsibilities**

The duties and responsibilities of the Committee shall include the following, to assist the board in meeting its responsibility to the corporation, shareholders and employees:

1. Recommend the size, composition and required capabilities of the board of directors to meet the needs of the corporation;
2. Seek individuals qualified to become board members and identify criteria which proposed nominees to the board should meet, which shall include integrity and commitment to devoting the time and attention necessary to fulfil their duties to the corporation;
3. Review the qualifications of potential candidates for election to the board, including proposed nominees suggested by shareholders and others, and conduct appropriate enquiries into their backgrounds and qualifications;

4. Evaluate the independence of directors and potential directors, as well as their business experience, specialized skills and other experience, taking into account that diversity of background and experience, including diversity of race, ethnicity, international background, gender and age, are important factors in evaluating candidates for board membership; and shall consider issues involving possible conflicts of interest of directors or potential directors;
5. Recommend the slate of nominee directors for presentation to each annual shareholders' meeting, having first evaluated their performance as directors, where applicable.
6. Recommend director appointments to fill board vacancies between annual meetings;
7. Recommend to the board and review the remuneration of directors, committee members and Board Chair;
8. Review annually and recommend to the board the mandates, membership and Chairs of the committees;
9. Review periodically the overall succession planning for the Chair of the board and, when appropriate, recommend to the board the process for selecting the Chair of the board;
10. Oversee issues of corporate governance as they apply to the corporation and report to the board on such issues;
11. Annually evaluate and report to the board the overall performance of the board, its members, and the committees of the board (including the Committee) and the relationship between the board and management;
12. Review annually the corporation's compliance with applicable corporate governance legislation and guidelines and consider whether any changes to the systems and procedures in place to achieve compliance should be recommended to the board;
13. Annually review and report to the board on:
  - (a) the relationships, if any, between each of the directors and the corporation and its management; and
  - (b) any involvements of any of the directors which constitute, or may result in, a conflict of interest;
14. Review, at least annually, the Committee's duties and responsibilities and determine if any amendments, additions or deletions are necessary;
15. Report to the board at the earliest opportunity following any meeting of the Committee; and
16. Such other duties as may be delegated by the board to the Committee from time to time.

### **Meetings of the Committee**

Meetings of the Committee shall occur as the need arises, but not less than twice a year, and shall be held at such times, places and in such manner as determined by the Chair of the Committee.

Special meetings of the Committee may be called by any member, the Chair of the board or the CEO.

If all the members consent, a member or members of the Committee may participate in a meeting of members of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.

Notice of meeting may be given orally or by letter, electronic mail, telegram, telephone, facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting. Members may waive notice of any meeting before or after the meeting. Notice of each meeting shall be given to each member, and shall also be given to the Chair of the board and the CEO, each of whom shall be entitled to attend any meeting.

The powers of the Committee shall be exercisable by a meeting at which a quorum is present. Unless otherwise determined by the board, a quorum of the Committee shall be two voting members and the Committee shall have the power to determine, as it sees fit, relevant procedures to govern its meetings.

Matters decided by the Committee shall be decided by majority vote. The Chair of the Committee shall have an ordinary vote.

The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Secretary of the corporation shall be the secretary of all meetings of the Committee and shall maintain minutes of all meetings and deliberations of the Committee. In the absence of the Secretary at any meeting, the Committee shall appoint another person who may, but need not, be a member of the Committee to be the secretary of that meeting.

### **Reporting**

The Committee shall report to the directors on all proceedings and deliberations of the Committee at such times and in such manner as the board of directors or the bylaws of the corporation may require.

### **Access to Information**

In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the corporation necessary for the execution of the Committee's

obligations and shall discuss with the officers of the corporation such records and other matters considered appropriate.

**Authority**

The Committee shall have the sole authority to retain any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

This Charter was approved by the Board on July 29, 2010.