



## EUROPEAN GOLDFIELDS LIMITED

### CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

#### I. PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the board of directors (the “Board of Directors”) of European Goldfields Limited (the “Company”). Its primary function is to assist the Board of Directors in fulfilling its oversight responsibilities including:

- Assessing the effectiveness of the Board of Directors as a whole as well as discussing the contribution of individual members;
- Assessing and improving the Company’s governance practices;
- Proposing new nominees for appointment to the Board of Directors; and
- Orienting new Directors.

#### II. COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more Directors as determined by the Board of Directors, all of whom shall be independent directors in accordance with Multilateral Instrument 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board of Directors reasonably interfere with the exercise of a director’s independent judgment.

The members of the Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors and such Committee members shall serve until the following organizational meeting of the Board of Directors or until their successors are duly elected and qualified. The Board of Directors may remove a member of the Committee at any time in its sole discretion by resolution of the Board of Directors. Unless a Chairperson is elected by the full Board of Directors, the members of the Committee may designate a Chairperson by majority vote of the full membership of the Committee.

Each member will have, to the satisfaction of the Board of Directors, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Committee.

The Committee shall meet at least once per annum or more frequently as circumstances require. The Committee may ask members of management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chairperson may meet with the Company's external corporate counsel to discuss the Company's policies and practices relevant to the scope of responsibilities of the Committee.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chairperson shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

### **III. RESPONSIBILITIES AND DUTIES**

The responsibilities, duties and powers of the Committee shall include:

#### **A. Governance Responsibilities**

1. Creating an agenda for the ensuing year to fulfill its mandate.
2. Annually reviewing and revising this Charter as necessary with the approval of the Board of Directors.
3. Reviewing on a periodic basis, the size and composition of the Board of Directors and ensuring that an appropriate number of independent directors sit on the Board of Directors.
4. Ensuring an effective relationship exists between the Board of Directors and the Management of the Company.
5. Annually reviewing performance and qualification of existing directors in connection with their re-election, the effectiveness of the Board as a whole and of the Committees.
6. Keeping up to date with regulatory requirements and other new developments in corporate governance and reviewing the quality of the Company's governance regime and suggesting changes to the Company's governance practices as determined appropriate by the Board of Directors.

7. Ensuring that disclosure and securities compliance policies, including communications policies, are in place.

**B. Nominating Responsibilities**

1. Establishing qualifications and skills necessary for members of the Board of Directors (as well as skills and competences the Board of Director's needs as a whole) and procedures for identifying possible nominees who meet these criteria (and who are likely to bring to the Board of Directors the skills and qualifications the Board of Director's needs as a whole).
2. Establishing an appropriate review selection process for new nominees to the Board of Directors.
3. Establishing procedures and approve an appropriate orientation and education program for new members of the Board of Directors and establish and approving continuing education opportunities for all directors to ensure that their knowledge and understanding of the Company's business remains current.
4. Analyzing the needs of the Board of Directors when vacancies arise on the Board of Directors and identify and recommend nominees who meet such needs.

**C. Others**

1. The Committee will record minutes of its meetings and report periodically to the Board of Directors.
2. The Committee may from time to time hire and remunerate outside professionals to assist or advise the Committee in carrying out its mandate.

Approved: 16 October 2008

Re-approved: 10 December 2009, 16 December 2010