

LARAMIDE RESOURCES LTD.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating Committee is appointed by the Board of Directors to assist the Board in the following areas: (1) to identify individuals qualified to become Board members, (2) to recommend to the Board proposed nominees for Board membership, (3) to recommend to the Board the directors to serve on each standing committee, and (4) to oversee the Corporate Governance policies and practices of the Company. The ultimate responsibility for the practices of director selection rests with the Board.

Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of Canadian securities laws and the TSX. The members and chair of the Committee shall be appointed and removed by the Board.

The Committee shall meet at least once each year. Additional meetings may occur as the Committee or its chair deems advisable. The Nominating Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Articles and By-laws of the Corporation; (c) the *Business Corporations Act* (Ontario); or (d) other applicable laws.

The Committee shall keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

Committee Authority and Responsibilities

1. The Committee shall seek individuals qualified to become board members, including evaluating persons suggested by share owners or others. The Committee shall determine each proposed nominee's qualifications for service on the Board and conduct appropriate inquiries into the backgrounds and qualifications of possible nominees. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company. The Committee will evaluate the independence of directors and potential directors, as well as his or her business experience, or specialized skills or experience. Diversity of background and experience, including diversity of race, ethnicity, international background, gender and age, are also important factors in evaluating candidates for Board membership. The Committee shall consider issues involving possible conflicts of interest of directors or potential directors.
2. The Committee shall recommend to the Board the director nominees for the next annual meeting of shareholders. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.
3. The Committee shall evaluate and recommend to the Board when new members should be added to the Board. When a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, the Committee shall recommend a replacement member to the Board.

4. The Committee shall be responsible to ensure that the Company maintains updated and proper governance policies and practices and is responsible to annually evaluate the Company's practices and report to the Board on their adequacies, and recommend to the Board any improvements considered necessary.
5. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and any consultants deemed necessary to ensure updated, proper governance policies and practices are maintained. and shall have authority to approve the search firm's and consultant'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.
6. The Committee shall annually review the composition of each Board committee and present recommendations for committee memberships to the Board as needed.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
9. The Board of Directors shall annually review the performance of the Committee.
10. The Committee should be well versed with the Company's Policy and Procedure for Selection and (Re)appointment of Directors.