



ATLANTIC GOLD

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

" This Charter was implemented by the Board in May 2011 and last reviewed in September 2012"

1. PURPOSE

- 1.1 The Nominating and Corporate Governance Committee (the “Committee”) of Atlantic Gold Corporation (the “Company”) is a committee of the Board of Directors (the “Board”) whose primary functions are to monitor the performance of the Board, to ensure that the Company observes good corporate governance practices and to nominate individuals qualified to become new Board members.

2. COMPOSITION

- 2.1 The Committee shall be composed of two or more directors, all of whom shall be “independent” directors (within the meaning set out in National Instrument 58-101 on “Disclosure of Corporate Governance Practices” adopted by the Canadian Securities Administrators).
- 2.2 The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.
- 2.3 The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not so designated or present at a meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership.

3. MEETINGS

- 3.1 Except as expressly provided in this Charter, the Committee shall fix its own rules of procedure.
- 3.2 In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis (with meetings at least once annually) and shall otherwise meet at such times as the Chair of the Committee shall designate.
- 3.3 The Committee may request any officer or other employee of the Company, or any representative of the Company’s legal counsel or other advisors, to attend meetings or to meet with any members or representatives of the Committee.
- 3.4 A majority of the number of appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee.

- 3.5 The Committee shall maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

4. AUTHORITY AND RESPONSIBILITIES

Nominating Role

- 4.1 The Committee shall aid in identifying individuals qualified to become Board members and, as required, recommend candidates to fill any Board vacancies or any newly created Director positions. In recommending candidates to the Board or committees of the Board, the Committee shall consider such factors as it deems appropriate including potential conflicts of interest, professional experience, personal character, diversity, outside commitments (including service on other boards or committees) and particular areas of expertise.
- 4.2 The Committee shall also provide, with the assistance of management, suitable programs for the orientation of new Board members and the continuing education of incumbent Directors, to include, among other things, reviewing background material and strategic plans of the Company and meeting with senior management. The Committee shall annually review and, if appropriate, amend such programs.
- 4.3 The Committee shall annually review and, if appropriate, make recommendations regarding composition and appropriate size of the Board and also Committees of the Board.
- 4.4 The Committee shall aid the Board in ensuring appropriate succession planning for senior management.

Corporate Governance Role

- 4.5 The Committee shall annually identify the principal business risks and recommend risk mitigation measures and assess risk management practices of the Company.
- 4.6 The Committee shall annually review corporate governance practices and make recommendations to the full Board.
- 4.7 The Committee shall annually review compliance with securities and corporate legislation and stock exchange policies.
- 4.8 The Committee shall ensure adherence to, and continuous improvement of, the Company's policies, procedures and practices as they relate to corporate governance.
- 4.9 The Committee shall supervise and evaluate the Company's Insider Trading/Disclosure Policy and procedures and report to the Board on any necessary changes to such procedures and the adoption of any additional procedures.
- 4.10 The Committee shall, on an annual basis, assess the effectiveness of the Board as whole, specific Board committees including the Committee, individual Board members and the Board Chair, and shall report such assessments to the Board.