

GAMMON GOLD INC.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE MANDATE

The Nominating and Corporate Governance Committee shall assist the Board of Directors in fulfilling its responsibilities as they relate to:

1. Approval of the "Statement of Corporate Governance Practices" contained in the Management Information Circular.
2. Proposing to the full board new nominees for the Board.
3. Establishing a process for assessing the performance of the Board on an ongoing basis.
4. Establishing a process for assessing the effectiveness of the Board as a whole, the Committees of the Board and contribution of the individual directors.

Composition

The "Nominating and Corporate Governance Committee" (hereinafter referred to as the "Committee") shall be appointed by the Board of Directors and be composed of a minimum of three directors, comprised exclusively of independent directors. Independence of the Board Members will be defined by applicable legislation and at a minimum each Committee member will have no direct or indirect relationship with the Corporation which in the view of the Board of Directors could reasonably interfere with the exercise of a member's independent judgment, other than interests and relationships arising from shareholding.

The members of the committee shall be appointed or reappointed at the meeting of the Board immediately following the Annual Meeting of the Shareholders of the Corporation. Each member shall continue to be a member thereof until a successor is appointed, unless the member resigns, is removed or ceases to be a director. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board if the membership of the Committee is less than minimum membership.

The members of the Committee shall appoint a Chair from among their number. If the Chair of the Committee is not present at any meeting of the Committee, the chair of the meeting shall be chosen from among their members. The chair presiding at any meeting of the Committee shall have a casting vote in case of deadlock. The Committee shall also appoint a secretary who need not be a director. The Chairman of the Committee shall report the business of the meeting to the next regularly scheduled Board of Directors meeting.

Meetings

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:

1. A quorum for meetings shall be the majority of the members, present in person or by telephone or other telecommunication device, that permits all persons participating in the meeting to speak and hear each other.
2. The Committee shall meet at least semi-annually.

Nominating & Corporate Governance Committee Mandate

3. Notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting, provided however, that a member may in any matter waive a notice of meeting. Attendance of a member at a meeting is a waiver of notice of meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

The Committee may in its discretion, and shall at the request of three independent directors, call a meeting of all independent directors of the Corporation. This procedure is designed to ensure the independence from management and the Board of Directors. The procedures for calling any such meeting shall be the same as those for calling a meeting of the Committee, with such modifications as may be necessary.

Responsibilities

The Committee shall be advisory to the Board and, in such capacity, shall be responsible for:

1. Proposing to the full Board new nominees to the Board of Directors.
2. Implementing a process to assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual directors.
3. Establishing an orientation and education program for new recruits to the Board.
4. Examining the size of the Board and undertaking, where appropriate, a program to establish a Board size which facilitates effective decision-making.
5. Reviewing the adequacy and form of compensation of the directors and ensuring the compensation realistically reflects the responsibilities and the risks involved in being a director.
6. Developing the Corporation's approach to governance issues.
7. Approving the "Statement of Corporate Governance Practices" contained in the Corporation's Management Information Circular.
8. Annual review and approval of the position description of the Chair, CEO, Committee Chairs and the mandates of the Board of Directors, Nominating and Corporate Governance Committee, Compensation Committee, Sustainability, Environment, and Health and Safety Committee, and the Audit Committee.