



NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

(As of May 14, 2014)

1 Purpose

- 1.1 The Nominating & Corporate Governance Committee (the “Committee”) of St. Augustine Gold & Copper Ltd. (the “Company”) shall assist the Board of Directors (the “Board”) in fulfilling its governance and oversight responsibilities. The Committee’s primary duties and responsibilities are to:
 - 1.1.1 Identify individuals qualified to become Board and Board Committee members and recommend that the Board select director nominees for appointment or election to the Board;
 - 1.1.2 Develop and recommend to the Board corporate governance guidelines for the Company and make recommendations to the Board with respect to corporate governance practices.

2 Organization

- 2.1 The Committee shall consist of three (3) or more directors as determined by the Board, each of whom shall satisfy the laws governing the Company and the independence requirements of applicable securities laws, stock exchange and any other regulatory requirements.
- 2.2 The members of the Committee shall be appointed by the Board. All members shall have a working familiarity with corporate governance practices. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. The Committee may form and delegate authority to subcommittee when appropriate.

3 Meetings

- 3.1 The Committee shall meet as many times as the Committee deems necessary to carry out its duties effectively, but not less frequently than once per year.
- 3.2 The Committee shall be chaired by a Director appointed by the Board who has the specific responsibility to ensure the independence of the Committee in the discharge of its responsibilities. As chair, the Director will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

- 3.3 The chair of the Committee shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee and to the other directors in advance of such meeting.

4 Authority and Responsibilities

- 4.1 To fulfill its responsibilities, the Committee shall:
- 4.1.1 Examine the size and composition of the Board and recommend adjustments from time to time to ensure that the Board is of a size and composition that facilitates effective decision making.
 - 4.1.2 Identify and assess the necessary and desirable competencies and characteristics for Board membership and regularly, but not less than annually, assess the extent to which those competencies and characteristics are represented on the Board.
 - 4.1.3 Identify individuals qualified to become members of the Board.
 - 4.1.4 Make recommendations to the Board for the appointment or election of director nominees.
 - 4.1.5 Make recommendations to the Board with respect to membership on committees of the Board (other than the Committee).
 - 4.1.6 Make recommendations to the Board with respect to potential successors to the Chief Executive Officer.
 - 4.1.7 Ensure that the Board has appropriate structures and procedures so that the Board can function with the proper degree of independence from management.
 - 4.1.8 Provide a forum without management present to receive expressions of concern, including a concern regarding the independence of the Board from management.
 - 4.1.9 Assess the independence of the independent non-executive directors.
 - 4.1.10 Make recommendations, from time to time, to the Board with respect to the continuing education programs of Board members.
 - 4.1.11 Ensure succession plans are in place to maintain an appropriate balance of skills on the Board and periodically review those plans.
 - 4.1.12 Recommend the removal of directors for cause.
 - 4.1.13 Oversee the execution of a process which requires the Board and each of its standing Committees to self-assess the performance and effectiveness of the Board, or such committee, as applicable, and of individual directors, and report annually to the Board on such assessments.
 - 4.1.14 Prepare and recommend to the Board the corporate governance policies and procedures for the Company. Review practices and procedures of the Board in light of ongoing developments in securities law, stock exchanges and regulatory requirements, and industry best practices relating to matters of corporate governance. Review and reassess the adequacy of the Company's corporate governance policies, practices and procedures annually and recommend to the Board any changes deemed appropriate by the Committee.
 - 4.1.15 Review any proposed changes to the Company's articles and by-laws as such documents relate to corporate governance matters.

- 4.1.16 Review and monitor the Company's policies and practices on compliance, and ensure systems are in place to verify compliance with legal, regulatory, corporate governance and disclosure requirements.
- 4.1.17 Fulfill the Committee's role in assisting the board in dealing with conflict of interest issues as contemplated by the Company's Code of Business Conduct and Ethics.
- 4.1.18 Perform any other activities consistent with this Charter, the Company's articles and by-laws and governing laws as the Committee or the Board deems appropriate.

5 Resources

- 5.1 The Committee shall have the ability to engage external advisors as it sees fit, including:
 - 5.1.1 The sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee; and
 - 5.1.2 The sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

6 Appointing New Directors

- 6.1 In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider:
 - 6.1.1 The independence of each nominee;
 - 6.1.2 The experience and background of each nominee;
 - 6.1.3 The appropriate balance of skills for the Board and its committees to meet their respective mandates;
 - 6.1.4 The skills and experience of directors being considered for re-election;
 - 6.1.5 Applicable regulatory requirements; and
 - 6.1.6 Such other criteria as may be established by the Board or the Committee from time to time.
- 6.2 Nominees will be considered on the basis of merit and suitably extensive enquiries should be made to find appropriate candidates. The Committee's duties in this regard include the following:
 - 6.2.1 Regularly assessing and identifying the necessary and desirable skills, experience and knowledge for board members;
 - 6.2.2 Regularly assessing and identifying the skills, experience and knowledge represented on the board and those desired;
 - 6.2.3 Regularly assessing and determining the time commitment needed from each board member to adequately perform his or her duties;
 - 6.2.4 Making suitable inquiries of others (which may include professional executive search and recruitment consultants) for candidates;
 - 6.2.5 Interviewing each candidate and conducting background and reference checks; and

- 6.2.6 Ensuring that each candidate has the necessary skills, experience and knowledge to perform his or her duties and responsibilities as a director and is able to devote the time necessary to perform those duties and responsibilities.

Approved and adopted by the St. Augustine Board of Directors on May 14, 2014