

LIBERTY MINES INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The term "**Company**" refers to Liberty Mines Inc., and the term "**Board**" refers to the board of directors of the Company.

PURPOSE

The Governance Committee (the "**Committee**") is a standing committee appointed by the Board. The Committee is responsible for; overseeing and assessing the functioning of the Board and the committees of the Board, and for the development, recommendation to the Board, implementation and assessment of effective governance principles.

The Committee is responsible for ensuring that effective corporate governance and nominating policies and procedures are in place for the Board's overall stewardship and responsibility of the Company. In addition, the Committee will review and/or approve any other matters specifically delegated to the Committee by the Board and undertake on behalf of the Board such other governance initiatives as may be necessary or desirable to enable the Board to provide effective governance for the Company and contribute to the success of the Company.

COMPOSITION AND PROCEDURES

In addition to the procedures and powers set out in any resolutions of the Board, the Committee will have the following composition and procedures:

1. Composition

The Committee shall consist of no fewer than three members. Each member of the Committee shall be an "independent" director (in accordance with the definition of "independent director" established from time to time under the requirements or guidelines for corporate governance committee service under applicable securities laws and the rules of any stock exchange on which the Company's shares are listed for trading).

The Board Chair, if independent and not already appointed to the Committee, shall serve as an ex officio voting member of the Committee.

2. Appointment and Replacement of Committee Members

The members of the Committee shall be elected by the Board annually. At any meeting of the Committee a quorum of at least two committee members must be present for the Committee to exercise any of its powers. Any member of the Committee may be removed or replaced by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by election from its independent members. The Board shall fill any vacancy if the membership on the Committee is less than three directors. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

3. Professional Assistance

The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company's expense including any search firm or any compensation consulting firm.

4. Review of Charter

The Committee will periodically review and reassess the adequacy of this Charter as it deems appropriate and recommend changes to the Board. The Committee will periodically evaluate its performance with reference to this Charter. The Committee will approve the form of disclosure of this Charter, where required by applicable securities laws or regulatory requirements, in the annual proxy circular or annual report of the Company.

5. Delegation

The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.

6. Reporting to the Board

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

SPECIFIC MANDATES OF THE COMMITTEE

The Committee shall:

I. In Respect of Operations of the Board

- (a) assess the needs of the Board with respect to the conduct of the affairs of the Board, including:
 - (i) the size of the Board;
 - (ii) the frequency and location of Board and committee meetings;
 - (iii) procedures for establishing meeting agendas and the conduct of meetings;
 - (iv) the availability, relevance and timeliness of discussion papers, reports and other information required by the Board;
- (b) recommend at the first meeting of the Board following each annual meeting, the allocation of directors to each of the Board committees and thereafter, where a vacancy occurs at any time in the membership of any Board committee, recommend a particular director to the Board to fill such vacancy;
- (c) oversee continuing education for all directors in respect to the Company;
- (d) oversee the relationship between the Board on the one hand and officers of the Company on the other hand and, if appropriate, make recommendations with a view to ensuring that the Board is able to function independently of management;

II. In Respect of Governance

- (a) review periodically the Company's approach to governance issues;
- (b) review periodically the mandate for the Board and the positions description for the Chairman of the Board, the President and Chief Executive Officer, and the Chief Financial Officer of the Company;
- (c) review periodically the charters of the committees of the Board and, where appropriate, make recommendations thereon including changes in the role, size, composition and structure of the committees;
- (d) conduct periodic surveys of directors with respect to their views on the effectiveness of the Board, the Chairman of the Board, each committee of the Board and its Chair, and individual directors;
- (e) assess the effectiveness and review the performance of the President & CEO, and CFO of the Company;

- (f) review the Company's director qualification criteria including the number of boards on which directors may sit, director tenure, retirement and succession;
- (g) review the procedure to enable an individual director to engage an outside advisor at the expense of the Company;

III. In Respect of Board Composition and Director Nominations

- (a) review periodically the competencies, skills and personal qualities required of directors in order to add value to the Company, in light of:
 - (i) the activities of the Company and the nature of its investments;
 - (ii) the constating documents of the Company;
 - (iii) the Company's governance guidelines;
- (b) review the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and any significant change in the primary occupation of the director;
- (c) ensure candidates understand the demands and expectations of a director of the Company and the role of the Board and its committees;
- (d) oversee an orientation program to familiarise new directors with the business and operations of the Company, including the reporting structure, strategic plans, significant financial, accounting and risk issues and compliance policies, management and the external auditors;

IV. In Respect of Reporting and Disclosure Requirements

- (a) review and approve the annual corporate governance report to be made in either the annual report to shareholders or the proxy circular prepared in connection with the Company's annual meeting describing the corporate governance practices of the Company with reference to the reporting requirements of the Toronto Stock Exchange or other applicable securities law requirements;
- (b) review annually the policies of the Company;
- (c) review annually the "Mandate for the Board of Directors of the Company";
- (d) review annually the position description for the President and CEO, and the CFO of the Company;

VII. In Respect of Other Items

- (a) review periodically legislation applicable to the operation of the Company's business