

HUBBAY MINERALS INC.
(the “Company”)

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

PURPOSE

The Corporate Governance and Nominating Committee is appointed by the Board of Directors to:

- develop and recommend to the Board of Directors criteria for selecting new directors,
- assist the Board of Directors by identifying individuals qualified to become members of the Board of Directors (consistent with criteria approved by the Board of Directors),
- recommend to the Board of Directors the director nominees for the next annual meeting of shareholders and for each committee of the Board of Directors and the chair of each committee,
- develop and recommend to the Board of Directors appropriate corporate governance principles for the Company,
- recommend to the Board of Directors procedures for the conduct of Board meetings, and the proper discharge of the Board of Directors’ mandate,
- oversee the annual review of the Board of Directors’, its committees’ and individual directors’ performance and the assessment of the Board of Directors’ and committees charters,
- undertake such other initiatives that may be necessary or desirable to enable the Board of Directors to provide effective corporate governance.

REPORTS

The Corporate Governance and Nominating Committee shall report to the Board of Directors on a regular basis, and in any event at least annually, with an assessment of the performance of the Board of Directors, its committees and individual directors and discuss the report with the full Board of Directors following the end of each fiscal year. The Corporate Governance and Nominating Committee shall prepare a report on the Company’s system of corporate governance practices for inclusion in the management information circular or other public disclosure documents of the Company. The Corporate Governance and Nominating Committee also shall prepare a report disclosing the extent (if any) to which the Company does not comply with the corporate governance guidelines of applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators.

COMPOSITION

The members of the Corporate Governance and Nominating Committee shall be three or more individuals who are appointed (and may be replaced) by the Board of Directors. The appointment of members of the Corporate Governance and Nominating Committee shall take place annually at the first meeting of the Board of Directors after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Corporate Governance and Nominating Committee is not so made, the directors who are then serving as members of the Corporate Governance and Nominating Committee shall continue as members of the Corporate Governance and Nominating Committee until their successors are appointed. The Board of Directors may appoint a member to fill a vacancy that occurs in the Corporate Governance and Nominating Committee between annual elections of directors. Any member of the Corporate Governance and Nominating Committee may be removed from the Corporate Governance and Nominating Committee by a resolution of the Board of Directors. Unless the Chair is appointed by the Board of Directors, the members of the Corporate Governance and Nominating Committee may designate a Chair by majority vote of the members of the Corporate Governance and Nominating Committee.

Each of the members of the Corporate Governance and Nominating Committee shall meet the Company's Categorical Standards for Determining Independence of Directors. Each member of the Corporate Governance and Nominating Committee shall have or develop an understanding of corporate governance principles and practices.

A majority of the members of the Corporate Governance and Nominating Committee shall be "resident Canadians", as contemplated by the *Canada Business Corporations Act*.

RESPONSIBILITIES

Director Candidates

The Corporate Governance and Nominating Committee shall:

- Review annually the competencies, skills and personal qualities required of directors to add value to the Company in light of the opportunities and risks facing the Company and the Company's proposed strategies, the need to ensure that a majority of the Board of Directors is comprised of individuals who meet the independence requirements of applicable legislation and stock exchange requirements, and the policies of the Board of Directors with respect to director tenure, retirement and succession and director commitments.
- In co-operation with the Company's senior management, oversee an appropriate orientation and education for new directors in order to familiarize them with the Company and its business (including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, senior management and the independent auditor).

- Actively seek individuals qualified (in context of the Company's needs and any formal criteria established by the Board of Directors) to become members of the Board of Directors for recommendation to the Board of Directors.
- Review and recommend to the Board of Directors the membership and allocation of directors to the various committees of the Board of Directors, and the chairs thereof.
- Establish procedures for the receipt of comments from all directors to be included in an annual assessment of the Board of Director's performance.
- If the need should arise, approve the engagement of independent advisors for individual directors at the expense of the Company.

Corporate Governance and Compliance

The Corporate Governance and Nominating Committee shall:

- Review from time to time the size of the Board of Directors and number of directors who are independent for the purpose of applicable requirements.
- At least annually, review the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company and recommend any proposed changes to those Guidelines and that Code to the Board of Directors for approval.
- Be responsible for granting any waivers from the application of the Company's Code of Business Conduct and Ethics and review senior management's monitoring of compliance with that Code.
- Recommend to the Board of Directors the adoption of, and thereafter monitor, the Company's Categorical Standards for Determining Independence of Directors.
- At least annually, review the practices of the Board of Directors (including separate meetings of non-management directors and of independent directors) to ensure compliance with the Corporate Governance Guidelines of the Company.
- At least annually, review the powers, mandates and performance, and the membership of the various committees of the Board of Directors and, if appropriate, make recommendations to the Board of Directors.
- At least annually, review the relationship between senior management and the Board of Directors and, if appropriate, make recommendations to the Board of Directors with a view to ensuring that the Board of Directors is able to function independently of senior management.

MEETINGS

The Corporate Governance and Nominating Committee shall meet at least twice per year and more frequently as circumstances require. All members of the Corporate Governance and

Nominating Committee should strive to be at all meetings. The Corporate Governance and Nominating Committee shall meet separately, periodically, with senior management and may request any member of the Company's senior management or the Company's outside counsel to attend meetings of the Corporate Governance and Nominating Committee or with any members of, or advisors to, the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will also meet *in camera* at each of its regularly scheduled meetings.

Quorum for the transaction of business at any meeting of the Corporate Governance and Nominating Committee shall be a majority of the number of members of the Corporate Governance and Nominating Committee or such greater number as the Corporate Governance and Nominating Committee shall by resolution determine. The powers of the Corporate Governance and Nominating Committee may be exercised at a meeting at which a quorum of the Corporate Governance and Nominating Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Corporate Governance and Nominating Committee. Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings.

Meetings of the Corporate Governance and Nominating Committee shall be held from time to time and at such place as a member of the Corporate Governance and Nominating Committee may request upon 48 hours prior notice. The notice period may be waived by a quorum of the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee may delegate authority to individual members and subcommittees of its members where the Corporate Governance and Nominating Committee determines it is appropriate to do so.

INDEPENDENT ADVICE

In discharging its mandate, the Corporate Governance and Nominating Committee shall have the authority to retain (and authorize the payment by the Company of) and receive advice from special legal or other advisors as the Corporate Governance and Nominating Committee determines to be necessary to permit it to carry out its duties. The Corporate Governance and Nominating Committee shall have the sole authority to appoint and, if appropriate, terminate any consultant used to identify director candidates and to approve the consultant's fees and other retention terms.

ANNUAL EVALUATION

Annually, or more frequently at the request of the Senior Vice President and General Counsel as a result of legislative or regulatory changes, the Corporate Governance and Nominating Committee shall, in a manner it determines to be appropriate:

- Conduct a review and evaluation of the performance of the Corporate Governance and Nominating Committee and its members, including the compliance of the Corporate Governance and Nominating Committee with this Charter.

- Review and assess the adequacy of its Charter and the position description for its Chair and recommend to the Board of Directors any improvements to this Charter or the position description that the Corporate Governance and Nominating Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Senior Vice President and General Counsel, who will report any such amendments to the Board of Directors at its next regular meeting.