

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Victoria Gold Corp. (the “Company”) is to assist the Board of Directors (the “Board”) in fulfilling its corporate governance oversight responsibilities, including:

- a) Developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices;
- b) Reviewing the performance of the Board, Board members, Board committees and management, providing director orientation and tracking board continuing education; and
- c) Identifying individuals qualified to become Board and Board committee members and recommending such nominees to the Board for appointment or election.

2. ORGANIZATION

The Committee shall consist of two or more directors, each of whom the Board has determined is “unrelated” or “independent” as required under applicable securities rules or applicable stock exchange rules. The members of the Committee shall be appointed by the Board. A majority of the members of the Committee shall constitute a quorum, and shall be empowered to act on behalf of the Committee. All members shall have a working familiarity with corporate governance practices. The Committee may form and delegate authority to subcommittees when appropriate.

3. CHAIR OF THE COMMITTEE

The Chair of the Committee is responsible for overseeing the Committee in its responsibilities. The Board, or if the Board fails to do so, the Committee members, must appoint a Chair from among the members of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present.

The Chair’s duties and responsibilities include:

- a) Presiding at each meeting of the Committee;
- b) Setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting, in consultation with the other members of the Committee;
- c) Leading the Committee in discharging each of the tasks assigned to it under the Charter; and
- d) Reporting to the full Board on the activities of the Committee.

4. MEETINGS

The Committee shall meet as many times as the Committee deems necessary to carry out its duties effectively, but not less frequently than two times per year.

5. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities with respect to corporate governance oversight, the Committee shall:

- a) Prepare and recommend to the Board the corporate governance policies and procedures for the Company;
- b) Review practices and procedures of the Board in light of ongoing developments in securities law, stock exchange and regulatory requirements, and industry best practices relating to matters of corporate governance;
- c) Review and assess 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;
- d) Review any proposed changes to the Company's constating documents as such documents relate to corporate governance matters;
- e) Review the adequacy of the systems in place to verify compliance with regulatory, corporate governance and disclosure requirements;
- f) Examine the size and composition of the Board and recommend adjustments from time to time with a view to enabling the Board's size and composition to facilitate effective decision making;
- g) Develop and implement processes to identify and assess necessary and desirable competencies and characteristics for Board members;
- h) Identify and assess the necessary and desirable competencies and characteristics for Board membership and regularly assess the extent to which those competencies and characteristics are represented on the Board;
- i) Identify individuals qualified to become members of the Board;
- j) When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation for appointment to the Board;
- k) Make recommendations to the Board for the appointment or election of director nominees;
- l) Make recommendations to the Board with respect to membership on committees of the Board;
- m) Review the adequacy of the Board's structures and procedures with a view to facilitating the Board to function with the proper degree of independence from management;
- n) Provide a forum without management present to receive expressions of concern, including concerns regarding the independence of the Board from management;
- o) Regularly review the time required from non-executive directors to perform their functions and assess whether they are satisfying those time requirements;
- p) Encourage and facilitate continuing education programs for directors;
- q) Upon a significant change in a director's principal occupation or upon a director assuming any significant outside commitments, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Framework, the continued Board membership of such director;

- r) Receive comments from all directors as to the Board's performance, with particular reference to the Mandate of the Board of Directors and appropriate committee charters, where applicable;
- s) Assess annually the contribution and effectiveness of each individual director, with particular reference to any applicable position description as well as the competencies and characteristics each individual director is expected to bring to the board;
- t) Assess the need for and recommend the removal of directors for cause, where necessary;
- u) 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; and
- v) At the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Company.

Generally, to:

- a) Prepare any report as may be required under applicable securities law, stock exchange and any other regulatory requirements;
- b) Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;
- c) Perform any other activities consistent with this Charter, the Company's articles and governing law, as the Board deems necessary or appropriate;
- d) Review its own performance annually; and
- e) Report regularly to the Board.

6. RESOURCES

The Committee shall have the authority to retain outside advisors, including (i) the sole authority to retain or terminate consultants to assist the Committee in the evaluation of compensation of senior management and directors; and (ii) the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Committee.

7. IDENTIFYING NEW DIRECTORS

New members of the Board may be nominated, or recommended for the Board's selection or recommendation, by the Committee or other directors. In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider (i) the independence of each nominee; (ii) the skills, experiences, backgrounds, competencies and characteristics of each nominee; (iii) the need to have a balance of skills, experiences, backgrounds, competencies and characteristics represented on the Board and its committees to enable them to meet their respective mandates; (iv) the past performance of directors being considered for re-election; (v) applicable regulatory requirements; (vi) diversity, including diversity of business experience, geography, age, gender, indigenous status, abilities, and other

characteristics; and (vii) such other criteria as may be established by the Board or the Committee from time to time.

The Board recognizes the advantages of diversity and inclusion within the Company's Board of Directors. When considering qualifications, skills and experience of current Board members as well as candidates, the Board and the Nomination Committee will also take into account diversity and inclusion considerations. The Nominating Committee will also endeavor to identify any barriers which may reduce diversity and inclusion. If barriers are identified, the Nominating Committee will take appropriate steps to reduce or eliminate these barriers.

Effective date

This Charter was established by the Board on _____