Allied Nevada Gold Corp.

Nominating Committee Charter

April 23, 2010

I. GENERAL

The primary functions of the Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Allied Nevada Gold Corp. (the "Company") are to: (1) identify individuals qualified to become members of the Board and (2) to recommend to the Board candidates for election or re-election as directors.

Nothing herein is intended to expand applicable standards of liability under U.S. or Canadian law for directors of a corporation.

II. COMPOSITION AND QUALIFICATIONS

The Committee shall be comprised of two or more members of the Board, each of whom is determined by the Board to be independent in accordance with the rules of the NYSE Amex and the securities regulatory authorities.

III. APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The Board may remove the members of the Committee, with or without cause, by a majority vote of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority vote of the Board then in office. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. DUTIES AND RESPONSIBILITIES

The duties of the Committee are as follows:

1. Establish and recommend to the Board criteria for the selection of new candidates to serve on the Board (including the range of skills and expertise that should be represented by the Board), consider issues involving potential conflicts of interest for such candidates, and consider individuals nominated for Board membership by management and any shareholder pursuant to the By-laws of the Company.
2. Identify individuals qualified to become Board members, consistent with the above-mentioned criteria, and recommend director nominees for the Board to select for election at the each annual meeting of shareholders.
3. Have authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms.
4. In fulfilling the Committee's responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.
5. Periodically review this Charter and the Company's By-laws in light of existing nomination committee trends, and recommend any proposed changes for adoption by the Board or submission by the Board to the Company's shareholders.
6. Report to the Board as required.
7. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee.
8. The Committee will perform any other function required by applicable law, rules or regulations.

V. Director Nominating Process

The Nominating Committee will consider director candidates who are suggested by directors, management, stockholders and search firms hired to identify and evaluate qualified candidates. With respect to nominees for director proposed by stockholders, the Nominating Committee will consider such nominees if such proposals are submitted in accordance with the procedures set forth in the by-laws regarding the submission of shareholder proposals.

From time to time, the Nominating Committee may recommend highly qualified candidates who it believes will enhance the strength, independence and effectiveness of Allied Nevada's Board of Directors. The nominating committee may set minimum qualifications or skills to be required of prospective directors. Such qualifications may include such qualities as a familiarity with the mining industry, knowledge of capital markets or experience with project management.