

I. GENERAL

The primary functions of the Corporate Governance 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 to recommend to the Board candidates for election or re-election as directors; and (2) review the Company's governance policies in light of the corporate governance guidelines published by NYSE Amex LLC ("NYSE Amex") and the Canadian securities regulatory authorities, including National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines*. 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 three or more members of the Board, each of whom is determined by the Board to be "independent" under U.S. and Canadian law and regulations and under the rules of the NYSE Amex, the Toronto Stock Exchange ("TSX") or any other applicable regulatory authority.

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 appointed 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 appointed 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. Review periodically and make recommendations regarding the size, composition, operation, practice and tenure policies of the Board.
2. Assess the adequacy and quality of the information provided to the Board prior to and during its meetings.
3. Review the criteria recommended by the nominating committee for the selection of new candidates to serve on the Board (including the range of skills, experience and expertise that should be represented by the Board).
4. Determine the appropriate committee structure of the Board and, 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. Recommend Board committee assignments and any changes to such assignments.
6. From time to time, as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board.
7. Review and evaluate, at least annually, the Board members and other Committees of the Board.
8. Act as a forum to hear special concerns that might arise which require the attention of non-employee directors.
9. Make periodic recommendations for improving the Board's effectiveness and discuss annually with the full Board its effectiveness.

10. Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
11. Periodically review and assess the adequacy of the Company's corporate governance principles, including Board committee charters and insider trading, business ethics and disclosure policies, and develop and recommend to the Board for adoption additional or revised principles as appropriate.
12. Prepare and publish any reports and other public disclosures required pursuant to NYSE Amex rules, TSX rules or SEC rules and regulations, and review policies and procedures to ensure that the Company is making all reports and public disclosures in compliance with required securities laws and corporate policies.
13. Periodically review this Charter and the Company's By-laws in light of existing corporate governance trends, and recommend any proposed changes for adoption by the Board or submission by the Board to the Company's shareholders.
14. Prepare and periodically review a succession plan for the Chief Executive Officer. Periodically review the management succession plan prepared by the Chief Executive Officer.
15. Report regularly to the Board.
16. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and other Committees of the Board.

The Committee Charter will be made available on the Company's website at www.alliednevada.com.