

LUNDIN MINING CORPORATION

MANDATE OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

A. PURPOSE

The overall purpose of the Corporate Governance and Nominating Committee (the “CGN Committee”) is to provide a focus on corporate governance that will enhance corporate performance, and to ensure on behalf of the Board of Directors (the “Board”) and shareholders of the Corporation that the Corporation’s corporate governance system is effective in the discharge of its obligations to the Corporation’s stakeholders.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The CGN Committee shall consist of at least three members of the Board, all of whom shall be non-management directors, and “independent” as that term is defined in National Instrument 58-101 “Disclosure of Corporate Governance Practices”.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the CGN Committee for the ensuing year. The Board may at any time remove or replace any member of the CGN Committee and may fill any vacancy in the CGN Committee.
3. Unless the Board shall have appointed a chair of the CGN Committee, the members of the CGN Committee shall elect a chair from among their number.
4. The secretary of the CGN Committee shall be designated from time to time from one of the members of the CGN Committee or, failing that, shall be the Corporation’s Corporate Secretary, unless otherwise determined by the CGN Committee.
5. The CGN Committee shall meet regularly in each year on such dates and at such locations as the Chair of the CGN Committee shall determine and may also meet at any other time or times on the call of the Chair of the CGN Committee or any two of the other members.
6. The quorum for meetings shall be a majority of the members of the CGN Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
7. Any two directors may request the Chair to call a meeting of the CGN Committee and may attend at such meeting or inform the CGN Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the Chair of the CGN Committee.
8. The CGN Committee shall have access to such officers and employees of the Corporation, its external auditors and legal counsel, and to such information respecting the Corporation, and may engage separate independent counsel and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the CGN Committee shall be as follows:

- (a) to develop and monitor the Corporation’s overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects superior standards of corporate governance practices;

- (b) to report annually to the Corporation's shareholders, through the Corporation's annual management proxy circular or annual report to shareholders, on the Corporation's system of corporate governance and the operation of its system of governance, having reference to National Policy 58-201 *Corporate Governance Guidelines*;
- (c) to analyze and report annually to the Board the relationship of each director to the Corporation as to whether such director is a related director or an unrelated director;
- (d) to advise the Board or any of the committees of the Board of any corporate governance issues which the CGN Committee determines ought to be considered by the Board or any such committee;
- (e) to review with the Board, on a regular basis but not less than annually, the role of the Board, the terms of reference of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities;
- (f) to recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Corporation in appropriate circumstances and, upon the approval by the Board of such a process, to be responsible for the management and administration thereof;
- (g) whenever the Chairman of the Board or Vice-Chairman is also the Chief Executive Officer of the Corporation, to establish practices and procedures to permit the Board to act independently, and to act as a forum for concerns of individual directors regarding matters not readily or easily brought to a full Board meeting for discussion; and
- (h) review compliance under the Corporation's Code of Conduct and Ethical Values Policy and to periodically review this policy and recommend to the Board changes which the Committee may deem appropriate.