

PEMBROOK MINING CORP.

("the Company")

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Corporate Governance and Nominating Committee of the Board of Directors ("CGNC") consists of at least three directors, the majority of whom shall be independent unless otherwise required by security regulation. The Committee meets at least annually, or more frequently as required.

The Committee's mandate is to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement, and to review and propose nominees for the Board of Directors.

The Committee's duties and responsibilities are:

- to advise the Chairman of the Board and the Board of directors on matters of corporate governance, including adherence to any governance guidelines or rules established by applicable regulatory authorities.
- to ensure the Board has the proper mix and number of directors, and mix of director skills and experience needed to ensure effective governance, and where necessary, to identify and recommend to the Board suitable candidates for nomination as new directors
- to advise the Board on issues of conflict of interest for individual directors.
- to examine the effectiveness of the Company's corporate governance practices at least annually and to propose such procedures and policies as the Committee believes are appropriate to ensure that the Board functions independently of management, management is accountable to the Board and procedures are in place to monitor the effectiveness of performance of the Board, committees of the Board and individual directors.
- to develop and conduct an annual Board self-evaluation process
- to develop and review with the Board annual Board goals or improvement priorities.
- with assistance of management, to organize and provide an orientation program for new directors where appropriate.
- to periodically review the mandates of the Board and committees of the Board and determine what additional committees of the Board, if any, are required or appropriate.
- to develop such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public Company obligations.
- to take such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to the TSX guidelines or recommendations and other regulatory requirements on corporate governance.
- to review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, to recommend changes to the Board of Directors for its approval.

EFFECTIVE DATE: October 27, 2009