

Charter of the Corporate Governance and Nominating Committee of the Board of Directors

1. Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Yamana Gold Inc. (the “Company”). The purpose of the Committee is to develop the Company’s corporate governance policies, principals, practices and processes, to assess and make recommendations regarding the effectiveness of the Board and its committees, and to establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

2. Composition and Meetings

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be an “independent director” in accordance with applicable legal requirements, including the requirements of National Policy 58-201 *Corporate Governance Guidelines* and the Corporate Governance Rules of the New York Stock Exchange, as such rules are revised, updated or replaced from time to time. Each Committee member shall also possess skills and/or experience which are relevant to the mandate of the Corporate Governance and Nominating Committee.

The members of the Committee and its chairman shall be elected by the Board at the annual organizational meeting of the Board, and shall serve until: the next annual meeting of shareholders; they resign; their successors are duly appointed; or such member is removed from the Committee by the Board. If the Board fails to designate one member as the chairman of the Committee (the “Chairman”), the members of the Committee shall appoint the Chairman from among its members.

The Committee shall meet as frequently as the Committee considers necessary. The Committee shall ask the Chief Executive Officer to attend meetings other than in camera sessions of meetings and to provide information as necessary. In addition, the Committee or, at a minimum, the Chairman may meet with the Company’s external corporate counsel to discuss the Committee’s policies and practices. The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of

the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chairman of the Committee shall determine upon notice to each of its members in compliance with the Company's by-laws. The notice period may be waived by a quorum of the Committee.

3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee's responsibilities shall include, but are not limited to:

1. review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board;
2. evaluate the functioning and effectiveness of the Committee and its members on an annual basis;
3. review the Company's corporate governance practices at least annually and recommend appropriate policies, practices and procedures to the Board;
4. review and approve annual disclosure of the Company's corporate governance practices;
5. develop and recommend to the Board a process for assessing the effectiveness of the Board, as a whole, the committees of the Board and the contribution of individual directors and be responsible for overseeing the execution of the assessment process approved by the Board;
6. review annually the size and composition of the Board to determine whether a program to increase or decrease the number of directors of the Company would facilitate more effective decision making;
7. ensure that there are an appropriate number of "independent" directors on the Board;
8. recommend to the Board appropriate criteria for the selection of new directors, periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria;
9. identify and recommend qualified candidates to the Board who meet the selection criteria approved by the Board, and recommend the slate of nominees for election by shareholders at the annual meeting (and in this regard the Committee shall have the sole authority to retain and terminate any search firm to be used to

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identify director candidates or to otherwise assist the Committee in the discharge of its responsibilities, including the sole authority to approve the search firm's fees and other retention terms) or when vacancies arise on the Board;

10. oversee (a) the development and implementation of orientation programs for new directors; and (b) continuing education for all directors;
11. assess and consider any shareholder proposals to be included in the management information circular and make appropriate recommendations to the Board;
12. oversee requests of an individual director to engage outside advisers at the Company's expense in appropriate circumstances and with the approval of the Committee;
13. approve and revise periodically the Company's Code of Conduct (the "Code") and other corporate governance policies ("Policies"), ensure management has established a system to enforce the Code and Policies and monitor compliance with each;
14. record minutes of its meetings and report periodically to the Board on all matters and recommendations made by the Committee and at such other times as the Board may consider appropriate; and
15. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.