



AURIZON MINES LTD.

Corporate Governance and Nominating Committee (“CGN Committee”) Charter

I. Mandate

The primary function of the CGN Committee is to assist the Board of Directors by establishing and leading the process for identifying, recruiting, and recommending candidates for nomination, appointment, election and re-election to the Board; assessing Board performance; and determining appropriate orientation and education programs for new Board members. In addition, the CGN Committee shall assist the Board in establishing corporate governance policies and practices that will enhance the Company’s and the Board’s performance.

II. Composition

The CGN Committee shall be comprised of independent directors as determined by the Board, all of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

III. Chair

The Board of Directors shall designate one member of the CGN Committee to act as the Chair of the Committee (the “Chair”), but if it fails to do so, then the members of the CGN Committee may designate the Chair by a majority vote of the full CGN Committee membership.

The Chair of the CGN Committee shall Chair all Committee meetings, ensure the fulfillment of the CGN Committee’s mandate and annual work plans, and report on Committee activities to the Board.

IV Meetings

The CGN Committee shall meet at least annually and more frequently as desired or required.

V Responsibilities and Duties

The CGN Committee shall at least annually and more frequently if deemed necessary or required by the Board:

- Review, assess and make recommendations to the Board with respect to the Company’s governance policies and practices and corporate governance trends including any significant amendments to the Company’s Code of Ethics and other corporate policies, as required, to reflect current standards;
- Evaluate the functioning of the Board, its committees (including this committee) and individual directors on an annual basis and, where appropriate, making recommendations to the Board;
- Approving, in circumstances that the CGN Committee considers appropriate, the engagement by any one or more directors of outside advisers at the Company’s expense; and
- Making recommendations from time to time to the Board concerning such other matters, including matters related to corporate governance, as the CGN

Committee may deem appropriate or as may be referred to it from time to time by the Board.

Nominating Matters

- Reviewing candidates for election and/or re-election as directors and annually recommend nominees to the Board for approval by the Board and election by the shareholders;
- Recommending to the Board nominees to fill vacancies on the Board;
- Considering nominees, if any, recommended by shareholders for election as directors;
- Making recommendations to the Board from time to time as to changes in the size of the Board;
- Making recommendations to the Board as to the composition of the Board and the committees of the Board (including this committee) that take into consideration:
 - The independence of each director;
 - The competencies and skills that the Board, as a whole, possesses;
 - The current strengths, skills and experience represented by each director, as well as each director's personality and other qualities as they affect Board dynamics; and
 - The appropriate size of the Board with a view to facilitating effective decision-making.
- Making recommendations to the Board regarding resignations of directors, in accordance with policies determined from time to time by the Board;
- In the event of a vacancy occurring on any Committee of the Board, however caused, recommending to the Board a person or persons for appointment as a member to fill such vacancy.

VI. Annual Work Plan

The CGN Committee reviews and updates annually a work plan for the ensuing year which includes periodic reviews at specified times of corporate governance and nominating matters.

This Corporate Governance and Nominating Committee Charter, as amended from time to time, was initially adopted by the Board of Directors of Aurizon Mines Ltd. on the 10th day of August, 2011.

By order of the Board of Directors
AURIZON MINES LTD.

Last Revision Date: n/a