

**GLAMIS GOLD LTD.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**  
(As of February 12, 2004)

**Purpose**

The Corporate Governance Committee (the “Committee”) is appointed by the Board (1) to develop and recommend to the Board a set of corporate governance principles applicable to the Company and (2) to lead the Board in its annual review of the Board’s and individual director performance.

**Committee Membership**

The Committee shall consist of no fewer than three members. At all times, during their tenure on the Committee, each member of the Committee shall meet the independence requirements, if any, of the New York Stock Exchange, the Toronto Stock Exchange and applicable Canadian and U.S. law, as in effect from time to time.

The members of the Committee shall be appointed and may be replaced, with or without cause, by the Board. Members of the Committee shall serve until such member’s successor is duly appointed or until such member’s earlier resignation or removal. The Committee shall elect a Chair of the Committee, subject to the approval of the Board. The Committee shall be entitled to form sub-committees to the extent permitted by the By-laws of the Company and the applicable governing laws.

**Committee Authority and Responsibilities**

1. The Corporate Governance Committee shall develop and recommend to the Board a set of corporate governance principles. The Committee shall monitor new and modified rules, requirements and recommendations related to corporate governance and shall review and reassess the adequacy of the Company’s corporate governance principles at least annually and recommend any proposed changes to the Board for approval.
2. The Corporate Governance Committee shall annually conduct a review of the performance of the Board as a whole and of individual members of the Board based on such criteria and performance factors as the Committee may determine. The results of these evaluations shall be provided to the Compensation and Nominating Committee for use in connection with its function of nominating persons for election to the Board, and shall be reported to the Board; provided, however, that the results of these evaluations shall be informational only and shall not be binding on the Compensation and Nominating Committee in its consideration of director nominees.
3. The Corporate Governance Committee shall make regular reports to the Board.

4. The Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Corporate Governance Committee shall annually review its own performance.

### **Meetings, Reports and Procedures**

The Corporate Governance Committee shall ordinarily hold at least two regular meetings per year, which shall be scheduled as nearly as practicable to occur in connection with the quarterly meetings of the Board. The Committee may also hold special meetings which shall be called by telephone or written notice by the Chairman of the Committee. The Committee shall keep a written record of its proceedings.

In advance of every regular meeting, the Chairman of the Committee, with the assistance of the Secretary of the Company, shall prepare and distribute to the Committee members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting. The Committee may require officers and employees of the Company to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate.

The Chairman of the Committee shall report to the Board at each meeting of the Board on the Committee's activities since the last Board meeting.

The Committee shall have the authority to cause investigations to be made of such matters within the scope of the Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the Committee may direct. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee may adopt such additional procedures, consistent with this Charter, as the Committee deems appropriate.