

**GOLD RESOURCE CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Confirmed December 30, 2016

**Purpose:**

The purpose of the Nominating and Governance Committee is to assist the Board of Directors (“Board”) of Gold Resource Corporation (“Company”) in identifying qualified individuals to become members of the Board, and to recommend to the Board any improvements to the Company’s corporate governance guidelines as it deems appropriate in the interest of the shareholders. The Committee shall also assist the Board in continuing education, new director orientation and assessment of board effectiveness.

**Composition:**

The Committee shall be comprised of at least two members of the Board, each of whom has been affirmatively determined in the judgment of the Board to qualify as an independent director under the rules of the New York Stock Exchange (“Independent Director”), subject to any exceptions contained in such listing standards and rules.

The members of the Committee and its Chairperson will be appointed by the Board and shall serve for such term as the Board may determine, or until their earlier resignation, death or removal by the Board. Upon the failure of the Board to appoint a Chairperson, the Committee shall elect one. A member of the Committee shall promptly notify the Committee and the Board in the event that the member is no longer an Independent Director and the Board, in its discretion, may, and in the event necessary to preserve the appropriate composition of the Committee shall, remove such member and replace him or her with another member who qualifies as an Independent Director. Any vacancy on the Committee shall be filled by the Board at its next meeting following the occurrence of the vacancy. No member of the Committee shall be removed except by vote of the Board.

**Functions and Authority:**

The authority and responsibilities of the Nominating and Governance Committee are as follows:

1. To lead the search for qualified individuals to become members of the Board. In obtaining the names of possible new nominees, the Committee may make its own inquiries and may receive suggestions from other members of the Board, shareholders and other sources. All potential nominees must first be considered by the Committee before being contacted as possible nominees and before having their names formally considered by the full Board.

2. To evaluate qualifications of potential nominees for membership on the Board, taking into consideration the Board's current composition, including expertise, diversity, strategic managerial and financial skills and experience, and the balance of Independent Directors and non-Independent Directors, in keeping with minimum requirements of any exchange on which securities of the Company are currently trade. The Committee shall also consider the personal integrity, reputation, potential or actual conflicts of interest, time availability and willingness to devote efforts to the Company's affairs and such other criteria of the nominee as the Committee shall determine to be relevant. In connection with this function, the Committee shall have the power to conduct background and qualification checks of persons it wishes to recommend to the Board as candidates.
3. To consider the function and size of the Board and make such recommendations in those regards as the Committee deems appropriate in an effort to ensure efficient functioning.
4. To recommend to the Board the number and names of proposed nominees for election as director at the annual meeting of shareholders and, in the case of a vacancy on the Board, the name of an individual to fill the vacancy.
5. To monitor trends and best practices in corporate governance, periodically review the Company's corporate governance guidelines and recommend changes as it deems appropriate to those guidelines, in the corporate governance provisions of the Company's articles of incorporation or bylaws, and in the policies and practices of the Board, including but not limited to:
  - (a) Retirement age and other retention policies,
  - (b) Other board service, conflict of interest issues and other affiliations,
  - (c) Schedule, agendas and conduct of executive sessions, and
  - (d) Response to any shareholder proposals received by the Company.
6. To annually review and make recommendations to the Board regarding its process for evaluating the effectiveness of the Board and its committees, including committee membership and structure. The Committee shall oversee the annual assessment of board effectiveness and report to the Board.
7. To develop and periodically evaluate initial orientation and continuing education guidelines for each member of the Board and each Board committee regarding his or her responsibilities as a director generally and as a member of any applicable Board committee and to monitor and evaluate annually each Director's cooperation in fulfilling such guidelines.
8. To annually review the adequacy of this charter and so long as the Committee is comprised of all of the independent directors of the Board and comprise a majority of the Board, make any changes to this charter considered appropriate by the Committee and to

compare its performance with the requirements of this charter and set forth the objectives for following years and to report to the Board regarding the same.

9. To have the sole authority to retain, discharge and approve retention fees and agreements of any outside advisors the Committee deems necessary or appropriate to carry out its duties and responsibilities, including but not limited to an outside search firm used to assist in identifying director candidates and any other outside advisors. The Committee shall have the right to use reasonable amounts of the Company's internal and outside accountants, legal counsel and other consultants as necessary to assist and advise the Committee in connection with its responsibilities. The Company shall provide the funding determined appropriate by the Committee for payment of compensation to any advisor retained by the Committee; provided, however, that the Committee shall notify the Company's controller or chief financial officer as to the general range of anticipated expenditures in the event the Committee anticipates such expenditures to be material.
10. To perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

#### **Meetings and Procedural Matters:**

The Committee shall meet at least once annually and may hold additional meetings as the Chairperson or Committee deems appropriate. The Committee will meet at such time as shall be determined by its Chairperson, or upon the request of any two of its members. The Committee may meet by telephone, or by videoconference, during which all members can hear each other and may take action by written consent. The Committee may invite to its meetings any director or officer of the Company or such other person as it deems appropriate.

The Chairperson shall preside at all meetings of the Committee when present unless the Chairperson delegates such duties to another member. A majority of the members will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee and each member shall have one vote. Minutes of each meeting of the Committee shall be kept and submitted to the Secretary of the Company who shall make the minutes available for review by any member of the Board. The Committee, through its Chairperson or other designated representative, shall make such recommendations as it deems appropriate, either in such minutes or otherwise. The Chairperson of the Committee shall report to the Board on the Committee's activities from time to time or whenever so requested by the Board.