

ATNA RESOURCE LTD.

Executive Compensation and Corporate Governance Committee (“ECCGC”) Charter

MANDATE

The primary function of the ECCGC is to assist the Board of Directors by:

- reviewing the adequacy and form of: the Company's compensation program for the Chief Executive Officer and the Chief Financial Officer (the “Named Executive Officers”); the non-employee Directors' compensation; and the compensation plans in effect or proposed for the Company's senior managers and other employees.
- recommending candidates for nomination, appointment, election and re-election to the Board and its Committees, assessing Board performance; and determining appropriate orientation and education programs for new Board members.

COMPOSITION

The ECCGC shall be comprised of four Directors as determined by the Board, a majority of whom shall be unrelated Directors, 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.

RESPONSIBILITIES AND DUTIES

The ECCGC shall make such rules and regulations as may be necessary to carry out its responsibilities, which shall include the following:

EXECUTIVE COMPENSATION

- a) reviewing the adequacy and form of the Company's compensation program for the Chief Executive Officer and the Chief Financial Officer (the “Named Executive Officers”).
- b) reviewing the adequacy and form and approving compensation plans in effect or proposed for the Company's employees.
- c) reviewing the adequacy and form of non-employee Directors' compensation, ensuring that the compensation realistically reflects the responsibilities and risks involved in being an effective Director.
- d) create CEO and Board position descriptions.

CORPORATE GOVERNANCE

- a) in the event of a vacancy occurring on the Board, however caused, the ECCGC may recommend to the Board a person or persons for appointment as a Director to fill the vacancy. The Board may thereupon approve one such recommendation in respect of each vacancy and direct the ECCGC to obtain the consent of that person to his or her appointment as a Director and, upon such consent being obtained, the Board may appoint that person a Director;
- b) the ECCGC shall, based upon a consideration of his or her performance in office and any other factors considered relevant, recommend to the Board whether a Director should be nominated for election or re-election at any annual meeting of shareholders at which he or she is eligible to be elected a Director;
- c) the ECCGC shall consider nominees, if any, recommended by shareholders for election as Directors;

- d) the ECCGC shall make recommendations to the Board regarding resignations of Directors, in accordance with policies determined from time to time by the ECCGC;
- e) notwithstanding subparagraphs (a) through (d), the Board may direct the ECCGC to give consideration to other nominations or may propose, appoint, elect or nominate any person to fill any vacancy on the Board or the ECCGC;
- f) in the event of a vacancy occurring on any Committee of the Board, however caused, the ECCGC shall recommend to the Board a person or persons for appointment as a member to fill such vacancy.
- g) the ECCGC shall be empowered to approve, in circumstances that it considers appropriate, the engagement by any one or more Directors of outside advisers at the Company's expense; and
- h) the ECCGC shall make recommendations from time to time to the Board concerning such other matters, including matters related to corporate governance, as the ECCGC may deem appropriate or as may be referred to it from time to time by the Board.

Annually, the ECCGC shall review:

- a) The procedure for monitoring Directors' responsibility, diligence and for avoiding conflicts of interest. The Committee shall also review the indemnification clause, D&O insurance policy and the regular declarations of conformity made by management.
- b) Current developments relating to corporate governance and, if required, propose to the Board changes to its mandate and corporate governance policy.
- c) Board to ensure effectiveness.
- d) The Board's past years' proceedings to evaluate its efficiency and make required recommendation, if any.
- e) Review attendance records of Directors at meetings and assess the contributions made by individual Directors at those meetings and, where appropriate, make recommendations to the Board.
- f) Take appropriate action on any comment made by shareholders or regulatory authorities on the Company's corporate governance practices.
- g) The ECCGC is responsible for creating CEO and board position descriptions and developing corporate objectives from recommendation to the Board. Once approved, the ECCGC is responsible for assessing the CEO against the corporate objectives set by the Board, and making recommendations to the Board with respect to the performance of senior management.

ANNUAL WORK PROGRAM

Assess the CEO against the corporate objectives set by the Board, and make recommendations to the Board with respect to the performance of senior management.	January
Review executive compensation and the non-exempt Directors' compensation and consider the granting of incentive stock options under the Company's stock option plan.	January
Review and develop the corporate objectives that the CEO is responsible for meeting for the ensuing year, for recommendation to the Board.	January
Together with the CEO, review and develop CEO and Board position descriptions for recommendation to the Board for the upcoming year.	January
Review the Board's past year's proceedings to evaluate its efficiency and make required recommendations, if any.	January
Review Board size, attendance records of Directors at meetings and assess the contributions made by individual Directors at those meetings and, where appropriate, make recommendations to the Board.	January
Review current developments relating to corporate governance and, if required, propose to the Board changes to its mandate and corporate governance policy.	April
Review Committee charters and membership.	April
Review the Company's disclosure of its Corporate Governance practices, as set out in the Statement of Corporate Governance Practices published in the Company's Annual Information Circular to the Shareholders.	April
Review the indemnification clause, D&O insurance policy	June (prior to expiry in July)

This Executive Compensation and Corporate Governance Committee Charter was adopted by the Board of Directors of Atna Resources Ltd. on the 25th day of September 2009.

**By Order of the Board of Directors
ATNA RESOURCES LTD.**