

**CHARTER FOR THE NOMINATING COMMITTEE OF THE BOARD
OF DIRECTORS OF ATNA RESOURCES LTD.**

I. Mandate

The Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Atna Resources Ltd. (the "Company"):

- (a) to assist the Board, on an ongoing basis, by reviewing and assessing the current composition of the Board and identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- (b) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy; and
- (c) to recommend to the Board, on an annual basis, director nominees for each Board committee.

II. Committee Membership

The Committee will consist of no fewer than three members, each of whom will be appointed and removed by the Board. Each member of the Committee will be an independent director of the Company.

III. Committee Authority and Responsibilities

- (a) The Committee will have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including but not limited to diversity, age, skills, experience, time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee will determine to be relevant at the time. The Committee will have the power to apply such criteria in connection with the identification of individuals to be Board members.
- (b) The Committee will have the authority to retain and terminate any independent qualified consultants or search firms as the Committee determines are reasonably necessary to carry out the Committee's mandate, and will have authority to approve such consultants and search firm's fees and other retention terms, at the Company's expense.
- (c) Once appropriate criteria have been established, the Committee will, with the assistance of outside consultants, if deemed appropriate, undertake a comprehensive review of all existing directors and critically analyze whether each of the current directors satisfies such newly established criteria. Additionally, the Committee will commence a broad search to identify qualified outside independent director candidates to either replace existing directors that do not satisfy such new criteria or add to the Board to strengthen any identified weakness as a result of such comprehensive review.
- (d) When vacancies occur or otherwise at the direction of the Board, the Committee will actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.

- (e) The Committee will oversee an annual evaluation of the Board. In connection with the annual evaluation of the Board, the Committee will receive comments from directors and report annually to the Board with an assessment of the Board's performance.
- (f) The Committee will recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.
- (g) The Committee will recommend to the Board the nominees for appointment to Committees of the Board on at least an annual basis.
- (h) The Committee may form and delegate authority to subcommittees or members when appropriate.
- (i) The Committee will make an annual report to the Board on succession planning. The Committee will make other reports to the Board when the Committee deems it appropriate or upon request of the Board.
- (j) The Committee will annually review its own performance.
- (k) The Committee, and each member of the Committee in his or her capacity as such, will be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by: (i) officers and other employees of the Company, whom such member believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

IV. Meetings and Procedures

- (a) The Committee will meet as often as may be considered necessary or appropriate, in its judgment. The Committee may meet either in person or by telephone, and at such times and places as the Committee determines.
- (b) A majority of the members of the Committee must be present to constitute a quorum for the transaction of Committee business.
- (c) The Chairperson of the Committee will be selected by the members of the Committee and will preside over the meetings, provided that the Chairperson will have no greater voting rights or decision-making authority than the other members of the Committee.
- (d) Minutes of each meeting will be compiled by the Company's Corporate Secretary who will act as Secretary to the Committee, or in the absence of the Corporate Secretary, by an Assistant Corporate Secretary of the Company who is also a member of the Company's internal legal staff or any other person designated by the Committee.