



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

A. INTRODUCTION AND PURPOSE

1. Western Copper and Gold Corp.'s Corporate Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors to assist the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by administering the nomination process for directors of the Corporation and by providing review, oversight and guidance with respect to the Corporation's corporate governance.

B. COMPOSITION AND COMMITTEE ORGANIZATION

1. The Committee will be comprised of a minimum of three (3) directors, as determined by the Board, each of whom will meet the independence requirements of the relevant securities exchanges and regulatory agencies as may apply from time to time. Each member will be independent of management and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a committee member.
2. The Committee members shall be appointed by the Board at its first meeting following each annual shareholders meeting. If the Committee Chair is not designated by the Board, the members of the Committee may designate a Chair by majority vote of the Committee membership.
3. The primary role of the Chair is managing the affairs of the Committee, including ensuring the Committee is properly organized, functions effectively, and meets its obligations and responsibilities as set out in this charter.
4. The Committee will meet at least once annually or more frequently as circumstances dictate. Committee meetings may be held in person, by telephone conference or by video conference. A majority of the members of the Committee present in person, by teleconferencing or by videoconferencing will constitute a quorum.
5. The CEO of the Corporation will be given notice of all meetings, will be provided with all materials provided to Committee members, and will be entitled to attend all Committee meetings.
6. The Committee should meet privately at least annually with management to discuss any matters that the Committee or management believes should be discussed. In addition, a portion of each Committee meeting shall be held, in camera, without any member of management being present.

C. POWER AND AUTHORITY

The Committee shall have:

1. The authority to conduct any investigation appropriate to fulfilling its responsibilities;
2. The right at any time to retain special legal or other consultants or experts it deems necessary in the performance of its duties, at a compensation to be determined by the Committee; and
3. Such other powers and duties as may be delegated to it from time to time by the Board.

D. DUTIES AND RESPONSIBILITIES – CORPORATE GOVERNANCE

The Committee shall on an annual basis:

1. Evaluate the effectiveness of the Corporation's corporate governance principles and recommend any changes to the Board;
2. Review the Corporation's corporate governance practices to assess compliance with current rules and policies of applicable regulatory authorities;
3. Evaluate the Corporation's Code of Business Conduct (the "Code") and report to the Board on any necessary changes;
4. Evaluate the Corporation's Insider Trading Policy and procedures and report to the Board on any necessary changes to such procedures and the adoption of any additional procedures;
5. Assess the adequacy of the Corporation's Disclosure Policy and procedures and report to the Board on any necessary changes to such procedures and the adoption of any additional procedures;
6. Assess the adequacy of the Corporation's Health, Safety and Environmental Policy and procedures and report to the Board on any necessary changes to such procedures and the adoption of any additional procedures;
7. Investigate any alleged departures from the Code and report findings of any such investigation to the Board;
8. Review requested waivers of the Code and report findings to the Board;
9. Review disclosure relating to waivers or departures from the Code before public disclosure;
10. Review disclosure of the Corporation's corporate governance practices to be included in the Corporation's annual information circular; and
11. Review the Corporation's Directors' and Officers' third party liability insurance to ensure adequacy of coverage.

E. DUTIES AND RESPONSIBILITIES - NOMINATING

The Committee shall:

1. Recommend individuals to the Board for nomination for election as directors of the Corporation at annual meetings of shareholders;
2. Recommend individuals to the Board for appointment as directors to fill vacancies or for newly created director positions at the Board and/or committee level;
3. Consider the following in making its recommendations for new Board members:
 - a. the competencies and skills that the Board considers to be necessary for the Board, as a whole;
 - b. the competencies and skills that the Board considers each existing director to possess;
 - c. the competencies and skills each new nominee will bring to the Board; and
 - d. The Committee will also consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.
4. Consider and review criteria for selecting candidates for possible election to the Board in light of the Corporation's circumstances and needs;
5. Review and approve an appropriate orientation and education program for new members of the Board; and
6. On an annual basis, review and assess the effectiveness of the Board as a whole, taking into account its size and composition, its committees, the competencies and skills of the directors, and other issues that it considers relevant.

F. DUTIES AND RESPONSIBILITIES - GENERAL

The Committee shall:

1. Annually review a report to shareholders to be included in the Corporation's annual information circular as required by applicable securities laws;
2. Review and assess the adequacy of this Charter at least annually and submit it to the Board for approval;
3. Annually evaluate the Committee's performance and report its findings to the Board;
4. Maintain minutes of meetings and periodically report to the Board on significant results of the Committee's activities; and
5. Perform any other activities consistent with this Charter, the Corporation's documents, and governing law, as the Committee or the Board deems necessary or appropriate.