



Corporate Governance and Nominating Committee Charter

As of January 24, 2013

I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee of the Board of Directors (the "Board") of Nevada Gold & Casinos, Inc., a Nevada corporation (the "Company") shall be to:

- in consultation with the Chief Executive Officer (CEO), propose, nominate and approve director nominees for election by the stockholders and for appointment by the Board to fill vacancies, and
- develop and implement corporate governance guidelines relating to the operation of the Board and its committees and the Company as a whole.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION

- The Corporate Governance and Nominating Committee shall be comprised of no fewer than two (2) members, each of whom are members of the Board.
- The members of the Corporate Governance and Nominating Committee shall meet the applicable independence requirements of the NYSE AMEX Stock Exchange.
- The members of the Corporate Governance and Nominating Committee shall be appointed and may be replaced at any time by the Board.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Corporate Governance and Nominating Committee include:

- Determine periodically, as appropriate, desired Board qualifications, expertise and characteristics, including such factors as business experience, skills and knowledge with respect to gaming, finance, marketing, financial reporting and any other areas as may be expected to contribute to an effective Board.
- Periodically determine, as appropriate, whether there are any specific, minimum qualifications that the Corporate Governance and Nominating Committee believes must be met by a nominee approved by the Corporate Governance and Nominating Committee for a position on the Board and whether there are any specific qualities or skills that the Corporate Governance and Nominating Committee believes are necessary for one or more directors to possess.
- Conduct searches for potential Board members with corresponding attributes as needed.
- Evaluate, propose and approve nominees for election or appointment to the Board.
- Consider, evaluate and, as applicable, propose and approve, stockholder nominees for election to the Board.
- In performing its duties, the Corporate Governance and Nominating Committee shall have the authority to retain, compensate and terminate any search firm to be used to identify director candidates.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election.
- Report to the Board on major items covered in Corporate Governance and Nominating Committee meetings.
- Review and re-examine this Charter periodically, as appropriate, and make recommendations to the Board for any proposed changes.
- Periodically review and evaluate, as appropriate, the performance of the Corporate Governance and Nominating Committee.
- In performing its responsibilities, the Corporate Governance and Nominating Committee shall have the authority to engage and obtain advice, reports or opinions from internal or external counsel and expert advisors.
- Consider and/or adopt a policy regarding the consideration of candidates for the Board recommended by stockholders, including, if adopted, procedures to be followed by stockholders in submitting recommendations.
- The Corporate Governance and Nominating Committee shall review the disclosure in the Company's proxy statement for its annual meeting of stockholders and shall inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding: (i) the Corporate Governance and Nominating

Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders; (ii) any minimum qualifications that the Corporate Governance and Nominating Committee believes must be met by nominees recommended by the Corporate Governance and Nominating Committee; (iii) any specific qualities or skills that the Corporate Governance and Nominating Committee believes are necessary for one or more of the Company's directors to possess; (iv) the procedures to be followed by security holders in submitting director recommendations; and (v) the policy of the Corporate Governance and Nominating Committee with regard to the consideration of director candidates recommended by security holders.

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and from time to time, propose any necessary amendments.
- Perform such other activities consistent with this Charter, the Company's Bylaws and governing law as the Corporate Governance and Nominating Committee or the Board deems necessary or appropriate.

IV. MEETINGS

The Corporate Governance and Nominating Committee shall meet periodically as necessary to act upon any matter within its jurisdiction.

VI. REPORTS

The Corporate Governance and Nominating Committee will provide written reports to the Board from time to time as appropriate.