

# LIGHTBRIDGE CORPORATION

## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### *The Purpose of the Governance and Nominating Committee*

The purpose of the Governance and Nominating Committee of Lightbridge Corporation (the “Company”) is to identify and recommend director nominees for the Company’s Board of Directors and to review and recommend changes to the Company’s Corporate Governance Guidelines and other governance documents and policies.

### *Membership and Structure*

The membership of the Governance and Nominating Committee shall consist of at least two directors, each of whom shall meet the independence requirements of the Nasdaq Stock Exchange. The Board of Directors shall appoint the members of the Governance and Nominating Committee and its chair. The Board of Directors may remove any member from the Governance and Nominating Committee at any time with or without cause.

### *Operations*

The Governance and Nominating Committee shall meet at least twice a year. Additional meetings may occur as the Governance and Nominating Committee or its chair deems advisable. The Governance and Nominating Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board of Directors. The Governance and Nominating Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent. The Governance and Nominating Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors. The Governance and Nominating Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this charter, any provision of the Bylaws of the Company, or the laws of the state of Nevada.

### *Authority*

The Governance and Nominating Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Governance and Nominating Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms’ fees and other retention terms. Any communications between the Governance and Nominating Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Governance and Nominating Committee will take all necessary steps to preserve the privileged nature of those communications.

The Governance and Nominating Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Governance and Nominating Committee.

### *Responsibilities*

Subject to the provisions of the Corporate Governance Guidelines, the principal responsibilities and functions of the Governance and Nominating Committee are as follows:

1. Annually evaluate and report to the Board of Directors on the performance and effectiveness of the Board of Directors to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company's stockholders.
2. Compile and present to the Board of Directors a list of individuals recommended for nomination for election to the Board of Directors, including consideration of nominees put forth by stockholders of the Company pursuant to the Company's Bylaws.
3. Assess the independence of members of the Board of Directors and nominees to the Board of Directors.
4. Periodically review the membership criteria for members of the Board of Directors.
5. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, independence, availability to serve, conflicts of interest, and other relevant factors.
6. Assist in identifying, interviewing and recruiting candidates for the Board of Directors.
7. Annually review the composition of each committee and present recommendations for committee memberships to the Board of Directors as needed.
8. Develop and periodically review and recommend to the Board appropriate revisions to the Company's Corporate Governance Guidelines.
9. Monitor compliance with the Corporate Governance Guidelines.
10. Regularly review and make recommendations about changes to the charter of the Governance and Nominating Committee.
11. Obtain or perform an annual evaluation of the Governance and Nominating Committee's performance and make applicable recommendations.

***As revised by the Board of Directors on August 24, 2016***