

GENERAL MOLY, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Adopted October 4, 2007)

Purpose

The primary functions of the Governance and Nominating Committee of General Moly, Inc. (the “Company”) are to:

- identify individuals qualified to become directors and select, or recommend that the Board of Directors (the “Board”) select, the candidates for directorships to be filled by the Board or by the shareholders;
- review, evaluate and recommend changes to corporate governance principles applicable to the Company; and
- otherwise take a leadership role in shaping the corporate governance of the Company.

Membership and Operations

The Committee shall be comprised of at least two members of the Board, each of whom is determined by the Board to be “independent” in accordance with any independence requirements established by the Board, the rules of the American Stock Exchange and the Securities and Exchange Commission, and any other applicable laws, rules and regulations.

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The Board may remove any member from the Committee at any time, with or without cause.

The Committee’s Chairperson shall be designated by the Board. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

In fulfilling its responsibilities, the Committee may form and delegate any or all of its responsibilities to subcommittees when appropriate. In addition, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. The Committee shall have the authority to retain and terminate outside counsel, consultants, search firms and other advisors as it deems appropriate to fulfill its responsibilities, including the authority to approve the fees payable to and expenses of such persons and any other terms of retention.

Meetings

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or the Chairperson deems advisable. The Chairman of the Board or any member of the Committee may call meetings of the Committee.

The Committee Chair may invite to its meetings any director or other member of management of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The 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. The Committee will cause to be maintained adequate minutes of its proceedings and other records of its activities.

Responsibilities And Duties

The principal functions of the Committee are set forth below. These functions serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise, and local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the company's business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board.
3. Review and make recommendations to the full Board for replacement of directors as necessary. Consider matters relating to the retirement of members of the Board, including term limits or age limits.
4. Evaluate candidates for nomination to the Board, including those recommended by shareholders, including conducting all necessary and appropriate inquiries into the backgrounds and qualifications of such candidates. In that connection, the

Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.

5. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition, size and tenure policies of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the performance and effectiveness of the Board (and its committees, as necessary) to ensure that the directors are fulfilling their responsibilities in a manner that effectively serves the interests of the Company's shareholders.
8. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee.
9. Recommend members of the Board to serve as the Chair of the committees of the Board.
10. Evaluate management's recommendations on the election of officers of the Company.
11. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board regarding such matters as appropriate.
12. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
13. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
14. Review the process for Board and director orientation.
15. Report regularly to the Board (a) following meetings of the Committee, (b) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (c) with respect to such recommendations as the Committee may deem appropriate.

Annual Performance and Charter Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.