



STILLWATER MINING COMPANY

Corporate Governance and Nominating Committee Charter

As amended and restated on April 30, 2014

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Stillwater Mining Company (the “Company”).

Purposes

The primary purposes of the Committee are: (1) to identify individuals qualified to become Board members, consistent with criteria approved by the Board; (2) to recommend that the Board select the director nominees and committee member nominees for the next annual meeting of stockholders; (3) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (4) to oversee evaluation of the Board and the Company’s management; and (5) to attend to any matter as may pertain to the scope of corporate governance in the corporation.

Composition

The Committee shall be comprised of not less than three directors, each of whom shall be independent, as that term is defined, and to the extent required, by the Securities Exchange Act of 1934 (and regulations thereunder), the rules of the New York Stock Exchange (the “NYSE”) and any other requirements that the Board deems appropriate.

Members of the Committee shall be appointed, and may be removed, by the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.

The Chairman of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

Meetings and Procedures

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee. Members may participate in a meeting by, or through the use of, a telephone conference system, or similar communication system, provided that all members physically present, or utilizing such communication or telephone systems, are able to hear and address all members at the same time. Participation by such means shall be deemed to be presence for purposes of constituting a quorum.

The Committee shall provide for the keeping of minutes of all meetings. The Chairman of the Committee shall report on the Committee's activities and actions to the Board, as appropriate.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Board Candidates and Nominees

- To establish criteria for Board membership that will ensure that directors possess financial and business competency, high ethical standards and integrity, intelligence and judgment, sufficient time to devote to Company matters, and a history of achievement;
- To assist in identifying, recruiting and interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others and to review the background and qualifications of individuals being considered as director candidates;
- To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the by-laws of the, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time; and
- To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

Board Composition and Procedures

- To review and make recommendations to the Board regarding its structure, composition and size, its functions, and the conduct of meetings so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE;
- To review periodically the size of the Board and to recommend to the Board any appropriate changes;
- To make recommendations on the frequency and structure of Board meetings; and
- To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

Corporate Governance

- To recommend governance matters for consideration by the Board;
- To consider questions of possible conflicts of interest of Board members and of the Company's senior executives;
- To annually review and make recommendations with respect to Board compensation;
- To establish and enforce Board tenure policies;
- To ensure the independent, non-management directors meet at regularly scheduled executive sessions without management participation;
- To review at least annually and monitor compliance with the Company's Business Ethics and Code of Conduct Policy;
- To develop and review periodically, and at least annually, the Corporate Governance Principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board; and
- To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

Board Committees

- To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee,

including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;

- To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees;
- To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board; and
- To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

Evaluation of the Board and Management

- To review the functions of the senior officers and to make recommendations on changes;
- To oversee the evaluation of the Board as a whole and management and evaluate and report to the Board on the performance and effectiveness of the Board, and establish procedures to allow the Committee to exercise this oversight function;
- To review the outside activities of senior executives and Board members; and
- To review periodically with the Chairman and the Chief Executive Officer of the Company the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

The Committee shall have the sole authority to retain and terminate any counsel or other advisers, including any search firm to be used to identify director candidate, and shall have sole authority to approve related fees and other retention terms.

* * *

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.