



## NOMINATION COMMITTEE CHARTER

### 1 . Composition

The full Board carries out the duties that would normally fall to a Nomination Committee.

### 2 . Role

The role of the Nomination Committee is to determine the state of director nominees for election to the Board, to identify and recommend candidates to fill casual vacancies.

### 3 . Operations

The committee is to meet at least annually and otherwise as required. Minutes of all meetings of the committee are to be kept.

### 4 . Responsibilities

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- to provide new directors with an induction to the Company;
- to provide all directors with access to ongoing education relevant to their position in the Company;
- advise on new appointments and assist with selection of new Board members;
- provide a succession plan for directors and managing director;
- evaluate on the performance of the managing director;
- review time required for non-executive directors to perform their duties;
- annually evaluate the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- annually prepare a list of individuals recommended for nomination for election or re-election to the Board at the annual meeting of shareholders;
- before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
- assist in identifying, interviewing and recruiting candidates for the Board;
- annually review the composition of each committee and present;
- recommendations for committee memberships to the Board as needed;
- periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee chairs) and meeting fees, if any, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.