

NOMINATION COMMITTEE CHARTER

The Board has resolved to establish the Nomination Committee in order to assist it in discharging its duties. The Committee's terms of reference are as follows:

OBJECTIVES

1. To assist the Board in discharging its duties with regard to selection and appointment of Directors,
2. To prepare and advise the Board on Directors' letters of appointment.
3. To undertake any other task delegated by the Board.

DUTIES AND RESPONSIBILITIES

1. To review and recommend to the Board the criteria for board membership
2. To ensure that a proper succession plan is in place
3. To gather and review information on possible directors to meet criteria to strengthen the performance of the Board.
4. To interview candidates and make recommendations to the Board.
5. To recommend any change that may be required in the process of selection and appointment of Directors.
6. To prepare draft letters of appointment of Directors.
7. To propose any changes necessary to this Charter.

POWERS

The Committee has no executive powers or decision making authority in relation to the appointment of Directors.

The Committee shall have the power to authorize expenditure only as delegated by the Board as necessary to discharge its duties.

MEMBERSHIP

The Committee shall consist of not less than three nor more than four Directors appointed by the Board.

The membership of the Committee shall be reviewed by the Board each year
The Chief Executive Officer shall attend the Nomination committee meetings as requested by the members.

The Board shall appoint one of the members to be Chairman of the Nomination Committee.

MEETINGS

The Committee shall meet as requested by the Board or a member.

A quorum shall be two of the members of the Committee.

REPORTING

The Committee's proceedings shall be recorded in minutes that shall be circulated to all Directors.

The Chairman of the Nomination Committee shall make an oral or written report on each committee meeting to the Board meeting following the committee meeting, that will include any recommended actions by the Board.