

Nominations Committee Charter

Contents

1. Membership	1
2. Purpose.....	1
3. Duties of the Nomination Committee	1
4. Meetings	2
5. Delegation to Subcommittee	2

1. Membership

The Nomination Committee is established by the Board of Directors. It is to be comprised of a minimum of two members, both being independent directors and chaired by the Chairman of the Board.

2. Purpose

The purpose of the Nomination Committee is to:

- a) identify individuals qualified to become Board members;
- b) recommend individuals to the Board for nomination as members of the Board and its committees;
- c) ensure performance of members of the Board is reviewed;
- d) ensuring an appropriate Board and Committee structure is in place so that the Board can perform a proper review function.

3. Duties of the Nomination Committee

The following duties are structured in accordance with the Nomination

Committee's purposes:

- a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
- b) To identify individuals believed to be qualified to become Board members and to recommend such candidates to the Board. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

- c) To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the Charter of the Committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- d) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- e) Recommend to the Chairman of the Board the appropriate process for evaluation of the performance of each director.
- f) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

4. Meetings

The Nomination Committee will meet as frequently as it deems necessary.

5. Delegation to Subcommittee

The Nomination Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.