

UEX CORPORATION
NOMINATING COMMITTEE CHARTER

1. **AUTHORITY**

- (a) The Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) and its primary purpose is to , in consultation with the Chief Executive Officer (the “CEO”), identify qualified individuals to become board members and to recommend to the Board the director nominees for appointment to the next annual meeting.
- (b) For the purposes of this Charter, “Executive Management” means all officers of the Corporation which are so designated by the Board in consultation with the CEO.

2. **STRUCTURE**

- (a) The Committee shall consist of three (3) or more directors, each of whom shall be “independent” as defined in applicable securities laws, instruments and policies.
- (b) Members of the Committee and its Chair shall be appointed for one-year terms immediately following the annual General Meeting, and may serve any number of consecutive terms. Members of the Committee, including the Chair of the Committee, can be removed from the Committee during the term of the member at the discretion of the Board.
- (c) A quorum shall consist of not less than two (2) members of the Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.
- (d) Meetings of the Committee may be convened by the Chair, or by any other member of the Committee.
- (e) The Committee may invite such officers or other employees of the Corporation as it may see fit to attend meetings in order to assist in the discussion of Committee business.
- (f) The Committee shall meet as often as required but not less than once each year.
- (g) **Chair of the Committee**
 - (i) The Chair is the presiding member of the Committee. The Chair is responsible for ensuring that the Committee functions effectively, and efficiently.
 - (ii) The Chair’s primary responsibility is to chair and manage the meetings of the Committee. In addition, the Chair shall:
 - (A) in consultation with Executive Management, and subject to input from other Directors, establish the agenda for the meetings of the Committee and ensure that properly prepared agenda materials are circulated to members of the Committee in sufficient time for study prior to the meeting;

- (B) ensure that the Board and, if appropriate, the CEO are aware of concerns of the Committee;
- (C) work closely with the Board to coordinate matters to be brought forth to Board meetings from the Committee; and
- (D) ensure that copies of minutes from the Committee meetings are circulated to the Board on a timely basis following a meeting, provided that copies of any confidential minutes of the Committee will be circulated to non-management Directors only, and filed with the corporate counsel.

3. **RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

- (a) The Committee shall, in consultation with the CEO, identify individuals qualified to become members of the Board and recommend to the Board for selection the director nominees for election at the annual meeting of shareholders, or to be appointed to fill any vacancies.
- (b) In making its recommendations, the Committee shall consider the following:
 - (i) the competencies and skills that the Board considers necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Board considers each existing director to possess;
 - (iii) the competencies and skills each new nominee will bring to the boardroom; and
 - (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as board member.
- (c) The Committee shall, independent of management:
 - (i) review the Charter for the Committee annually and where necessary, recommend changes to the Board;
 - (ii) assess and report annually to the Board the performance of the Committee by comparing the performance of the Committee against this Charter; and
 - (iii) before they are publicly disclosed, review the disclosure in the Corporation's public disclosure documents relating to the Committee's Mandate.
- (d) The Committee shall seek independent advice as required and compensate the independent advisor for the provision of such advice.
- (e) The Committee shall have such other powers and duties as delegated to it from time to time by the Board.