

# MAWSON RESOURCES LIMITED

## NOMINATING COMMITTEE CHARTER

*(Adopted by the Board of Directors on June 22, 2012, as amended August 27, 2015)*

### I. GENERAL

#### 1. Purpose of the Committee

The purpose of the Nominating Committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of Mawson Resources Limited (the “**Company**”) in fulfilling its director nomination responsibilities.

#### 2. Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary or advisable to permit it to carry out its duties.

### II. PROCEDURAL MATTERS

#### 1. Composition

The Committee will be composed of a minimum of 2 members.

#### 2. Member Qualifications

- (a) Every Committee member must be a director of the Company.
- (b) Every Committee member must be “independent” as such term is defined in applicable securities legislation and exchange guidelines.
- (c) All members of the Committee will meet all requirements and guidelines for nominating committee service as specified in applicable securities and corporate laws and the rules of any exchange on which the Company’s securities are listed for trading.

#### 3. Member Appointment and Removal

Members of the Committee will be appointed from time to time and will hold office at the pleasure of the Board.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee, and will be filled by the Board if the membership of the Committee falls below 2 directors.

#### **4. Committee Structure and Operations**

(a) **Chair**

The Board may appoint one member of the Committee to act as Chair of the Committee. The Chair of the Committee may be removed at any time at the discretion of the Board. If in any year, the Board does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed.

If no Chair is elected, or if the Chair of the Committee is not present within 15 minutes after the time set for holding the meeting, the Committee will select one of the other members of the Committee to preside at that meeting.

(b) **Meetings**

The Chair of the Committee will be responsible for:

- (i) developing and setting the agenda for Committee meetings; and
- (ii) determining the time, place and frequency of Committee meetings.

The Chair or any 2 members of the Committee may call a meeting of the Committee.

The Committee will meet at least twice times per year and as many additional times as the Committee deems necessary to carry out its duties.

The Chair will develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

(c) **Notice**

Notice of the time and place of every meeting will be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

(d) **Quorum**

A majority of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

(e) **Attendees**

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of matters relating to the Committee.

During each meeting of the Committee, the Committee will meet with only Committee members present in person or by other permitted means.

(f) **Secretary**

The Committee will appoint a Secretary to the Committee who need not be a director or officer of the Company.

(g) **Records**

Minutes of meetings of the Committee will be recorded and maintained by the Secretary to the Committee and will be subsequently presented to the Committee for review and approval.

**5. Committee and Charter Review**

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or any exchange on which the Company's securities are listed for trading and will recommend changes to the Board thereon.

**6. Reporting to the Board**

The Committee will regularly report to the Board on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board. The Committee will circulate to the Board copies of the minutes of each meeting held.

**III. NOMINATION RESPONSIBILITIES**

**1. Recruitment**

With respect to the director recruitment in general, the Committee will be responsible for:

- (a) conducting an analysis of the collection of tangible and intangible skills and qualities necessary for an effective Board given the Company's current operational and financial condition, the industry in which the Company operates and the strategic outlook of the Company;
- (b) periodically comparing the tangible and intangible skills and qualities of the existing Board members with the analysis of required skills and identifying opportunities for improvement; and
- (c) recommending, as required, candidates to be considered against objective criteria, having due regard for the benefits of diversity, to reflect the needs of the Board.

Nominees will be selected for qualities such as integrity, business judgment, independence, business or professional expertise, international experience, residency and familiarity with geographic regions relevant to the Company's strategic priorities.

If the Company is legally required by contract or otherwise to provide third parties with the right to nominate directors, the selection and nomination of those directors need not involve the approval of the Committee.

## **2. Identification of Nominees**

With respect to the identification of potential nominees, the Committee will be responsible for:

- (a) identifying individuals qualified to become new Board members, including those recommended by security holders and others, and recommending to the Board the new director nominees for the next annual meeting of shareholders;
- (b) defining roles and expectations of Board members;
- (c) identifying and maintaining a list of potential directors that possess the qualifications established by the Committee; and
- (d) if applicable, or required by law or exchange policies, the Committee shall adopt an appropriate process for security holders to submit recommendations for candidates for the Board.

## **3. Recommendation of Nominees**

In making its recommendations to the Board, the Committee will consider:

- (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- (b) the competencies and skills that the Board considers each existing director to possess;
- (c) the Board's commitment to diversity regardless of gender, age, ethnicity and geographic background; and
- (d) the competencies and skills each new nominee will bring to the boardroom, potential conflicts of interest, personal character, diversity, outside commitments (service on other boards) and whether or not such new nominee is able to allocate enough of his or her time to provide effective oversight for the achievement of the Company's strategic objectives.

## **4. Membership Qualifications**

With respect to membership qualifications, the Committee is responsible for monitoring director membership to ensure qualifications under applicable laws and exchange guidelines are maintained.

Every year, the Committee will review the credentials and performance of nominees proposed for election to the Board. In doing so, it will consider director qualifications under applicable laws, regulations and rules, as well as the needs of the Company and the talents already represented on the Board.