

**HUSCOKE RESOURCES HOLDINGS LIMITED**  
(the “Company”)

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

**Membership**

1. The nomination Committee shall be appointed by the Board and consist of not less than three members, the majority of which shall be independent non-executive directors.
2. The Board shall nominate one of the members as the chairman of the Committee.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

**Frequency of meetings**

4. The quorum of a meeting shall be two members of the Committee. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.
5. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
6. The Committee is authorized by the Board to invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

**Duties, powers and functions**

7. The Committee shall –
  - (a) Review the structure, size and composition of the Board (including the skills, qualifications, knowledge and experience) on a regular basis and make recommendations to the Board regarding any proposed changes;
  - (b) Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals

nominated for directorships;

- (c) Make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors of the Company in particular the chairman and the chief executive officer of the Company;
- (d) Assess the independence of independent non-executive directors of the Company; and
- (e) Do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.