

CONTINENTAL NICKEL
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

A Committee of the Directors to be known as the "Nominating and Corporate Governance Committee" (hereinafter referred to as the "Committee") shall be formed. The Committee shall be composed of not less than three directors. At least two of the members of the Committee shall not be an Officer or employee of the Company. At least two of the members shall satisfy the applicable independence and experience requirements of the laws governing the Company, the applicable stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities.

Members of the Committee shall be appointed or reappointed annually. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint a Chairman among their number. The Chairman shall not be a former Officer of the Company. Such Chairman shall serve as a liaison between members and Senior Management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

- a) a quorum for meetings shall be at least **two** members;
- b) the Committee shall meet regularly but not less than once a year;
- c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting;
- d) a resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Committee is valid as if it had been passed at a meeting of the Committee.

SPECIFIC DUTIES

The Committee shall:

- a) recommend suitable candidates for nominees for election or appointment as Directors and specify which of the following criteria governing the overall composition of the

Board and governing the desirable individual characteristics for Directors, form the basis of each recommendation:

- i) Selection Criteria
 - 1) Personal qualities and characteristics, accomplishments and reputation in the business community;
 - 2) Current knowledge and contacts in the countries and/or communities in which the Company does business and in the Company's industry sectors or other industries relevant to the Company's business;
 - 3) Ability and willingness to commit adequate time to Board and Committee matters, and be responsive to the needs of the Company;
- b) maintain an overview of the entire membership of the Board ensuring that qualifications required under any applicable laws are maintained and, in particular, the rules in relation to affiliated and non-affiliated Directors and advise the Chairman on the disposition of a tender of resignation which a Director is expected to offer:
 - i) when such Director does not meet the eligibility rules under the conflict of interest guidelines;
 - ii) when the credentials underlying the appointment of such Director change;
- c) review annually the credentials of nominees for re-election to be named in the Management's Proxy materials for re-election considering:
 - i) an evaluation of the effectiveness of the Board and the performance of each Director;
 - ii) the continuing validity of the credentials underlying the appointment of each Director;
 - iii) continuing compliance with the eligibility rules under the conflict of interest guidelines;
- d) whenever considered appropriate, direct the Chairman to advise each candidate prior to the appointment of the credentials underlying the recommendation of the candidate's appointment;
- e) recommend to the Board at the annual meeting of the Directors, the allocation of Board members to each of the Board Committees. Where a vacancy occurs at any time in the membership of any Board Committee, recommend to the Board a member to fill such vacancy;

- f) have sole authority to retain and terminate any search firm to be used to identify director candidates or any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention; and
- g) annually assess the performance of the Board, its Committees and Board members and make recommendations to the Board.

The Committee shall monitor on a continuing basis and, whenever considered appropriate, shall make recommendations to the Board concerning the corporate governance of the Company, including:

- i) review at least annually the corporate governance practices and recommend appropriate policies, practices and procedures;
- ii) review at least annually the adequacy and effectiveness of the Board of Directors' governance policies and make appropriate recommendations for their improvement;
- iii) review the corporate governance sections of the Proxy Circular distributed to shareholders, including the Statement of Corporate Governance practices; and
- iv) assess shareholder proposals as necessary for inclusion in the Proxy Circular, and make appropriate recommendations to the Board of Directors.

CHARTER REVIEW

The Committee will annually review and reassess the adequacy of this policy and submit any recommended changes to the Board for approval.

ADOPTION

This Policy was adopted by the Board on September 9, 2008.