

Nomination Committee Charter

1. Introduction

The Objective of this policy is to ensure that new appointees to KalNorth Gold Mines Limited (the “Company”) Board and Senior Executive have the requisite skills, knowledge and experience, to the structure, size and composition of the Board is appropriate to the company’s needs.

2. Membership

- 2.1 The committee shall consist of at least three (3) Directors. A majority of the members of the committee should be non-executive Directors. All appointments to the committee shall be made by the Board.
- 2.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.3 The Board shall appoint the committee Chairman who should be either the chairman of the board or another independent non- executive Director. In the absence of the committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
- 2.4 The quorum necessary for the transaction of business shall be two (2), both of whom must be independent non-executive Directors. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

3. Frequency of meetings

- 3.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.
- 3.2 The committee shall meet at least once a year and at such other times as the Chairman of the committee shall require.

4. Minutes of meetings

- 4.1 The Company Secretary shall act as the secretary of the committee.
- 4.2 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 4.3 Minutes of committee meetings shall be circulated promptly to all members of the committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

5. Duties

The committee shall:

- 5.1 Regularly review the structure, size and composition (including the skill knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes.
- 5.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future.
- 5.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 5.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.
- 5.5 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

5.6 reviews annually the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending enough time to fulfill their duties.

5.7 The committee shall also make recommendations to the Board concerning:

- plans for succession for both executive and non-executive Directors and in particular for the key roles of Chairman and Chief Executive
- membership of the audit and remuneration committees, in consultation with the chairmen of those committees
- the appointment (and subsequent election by shareholders) of any Director to fill a casual vacancy
- the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's constitution.
- any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company.
- the appointment of any Director to executive or other office

5.8 The committee Chairman shall attend the Annual General Meeting prepared to respond to any shareholder questions on the committee's activities.

6. Authority

6.1 The committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

6.2 The committee is authorised to obtain, at the Company's expense and with the prior consent of the Company Chairman, outside legal or other professional advice on any matters within its terms of reference.