



NOMINATION COMMITTEE CHARTER

1. PURPOSE

- 1.1 The Nomination Committee (the “Committee”) of Killi Ltd. (the “Corporation”) is a committee of the Board of Directors (the “Board”) whose primary function is assist the Board in the exercise of their responsibilities as it relates to nomination matters delegated to it by the Board.

2. SIZE, COMPOSITION AND INDEPENDENCE

- 2.1 The Committee shall be comprised of not less than two and no more than five members who are “independent” directors of the Board and who meet the independence standards specified under applicable law, currently being Section 1.4 of National Instrument 52-110 of the Canadian Securities Administrators.
- 2.2 The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be an independent director of the Corporation.
- 2.3 The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not so designated or present at a meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Chair of the Committee shall generally provide leadership to enhance the effectiveness of the Committee and act as a liaison between the Committee and the Board, as well as between the Committee and the executive management team of the Corporation. The Chair manages the Committee’s activities and meetings, manages any outside legal and other advisors retained by the Committee and manage the process of reporting to the Board on the Committee’s activities and related recommendations.
- 2.4 The Committee may retain and compensate such outside compensation, legal and other advisors at the expense of the Corporation, as it deems reasonably necessary to assist and advise the Committee in carrying out the Committee’s duties and responsibilities. The Committee should obtain approval from the Board prior to retaining and, or, compensating any such outside entity.

3. MEETING ADMINISTRATION

- 3.1 Meetings of the Committee may be called by the Chair of the Committee, any member of the Committee, Chair of the Board, or a member of the Corporation’s executive management team. The Committee shall generally hold session without members of the



executive team present at each scheduled meeting. Furthermore, members of the Committee shall meet at any other times as the Chair of the Committee determines.

- 3.2 Each member of the Committee is expected to use all reasonable efforts to attend at a minimum 75% of all regularly scheduled Committee meetings, except to the extent that any absence is due to a medical or other valid reason(s). Any absences must be reported to the Chair of the Committee immediately.
- 3.3 Unless otherwise determined or approved by the majority of the Committee, the Chair will provide notice and materials of each meeting of the Committee to its members. Meeting materials must be delivered to Committee members at least a week prior to any scheduled meeting and for ad-hoc meetings as soon as reasonably practical, so that Committee members have sufficient time to review materials and be prepared to perform their duties and responsibilities.
- 3.4 The Committee shall have full access to any officer or other employee of the Corporation, or any representative of the Corporation's legal counsel or other advisors, to attend meetings or to meet with any members or representatives of the Committee in order to perform their duties and responsibilities. In addition the Committee has the right to inspect all applicable books and records of the Corporation and its subsidiaries as it relates to the Committee's mandate.
- 3.5 A majority of the number of appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee. In the event that the Committee only has two members as a result of a vacancy on the Committee, both members shall constitute a quorum.

4. ROLES AND RESPONSIBILITIES

- 4.1 Nomination and Board Composition
- 4.2 Regularly review the diversity of skills, experience, tenure and other relevant characteristics represented by current Board members and make recommendations to the Board regarding the size and composition of the Board.
- 4.3 Develop and recommend to the Board criteria for Board membership.
- 4.4 Establish procedures for the identification of potential Board members and assisting in identifying and interviewing potential Board members.
- 4.5 Annually recommend to the Board the proposed nominees for election at each of the Corporation's annual shareholders' meetings.
- 4.6 Annually determine the independence of each director and nominee for the purpose of their membership on the Board and each Committee, in accordance with applicable law, rules, regulations, instruments and policies of applicable regulators and, if advisable, developing



and recommending to the Board categorical independence guidelines for the Corporation's directors.

- 4.7 Review any material changes in a director's circumstances which could adversely impact the director's ability to carry out his or her duties on the Board and any Committees.
- 4.8 Recommend to the Board whether to fill vacancies arising on the Board between shareholder meetings and, if so, recommending suitable candidates to fill such vacancies.
- 4.9 Annually recommend to the Board the allocation of Board members to each of the Board Committees.
- 4.10 Appoint directors to fill vacancies arising from time to time in respect of any of the Board's Committees.
- 4.11 Upon receipt of a person's resignation as both the Chief Executive Officer and a director of the Corporation, recommend to the Board whether to accept such person's resignation as a director and, if so, the appropriate effective date thereof to achieve an orderly transition.
- 4.12 Leadership Development and Succession Planning
- 4.13 Review annually the corporation's leadership development and succession plans and processes and make recommendations to the Board as the Committee deems necessary.
- 4.14 Reporting to the Board
- 4.15 Report to the Board at least annually with respect to the Committee's activities for each fiscal year.

5. REVIEW AND REVISION OF CHARTER

- 5.1 Review annually this charter and recommend to the Board any changes, as deemed necessary.