

TRIMETALS MINING INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Mandate and Purpose of the Committee

The Corporate Governance and Nominating Committee (the “**Committee**”) of the board of directors (the “**Board**”) of TriMetals Mining Inc. (the “**Company**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its corporate governance and director nomination responsibilities.

II. Authority

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

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. For greater certainty, the Committee has sole authority to retain, compensate and terminate any consulting firm to be used to search for prospective director nominees.

III. Composition and Expertise

The Committee shall be composed of a minimum of three members, each whom is a director of the Company. Each Committee member must be “independent” as such term is defined in applicable securities legislation.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

IV. Meetings

Any member of the Committee may call a meeting of the Committee. The Committee shall meet at least two times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting.

A majority of the Committee shall 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 means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and

instantaneously.

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.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

V. Committee and Charter Review

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

The Committee shall 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 guidelines recommended by regulators or the Toronto Stock Exchange and shall recommend changes to the Board thereon.

VI. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

VII. Nomination Responsibilities

(a) Identification of Nominees

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

- (i) identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for the next annual meeting of shareholders; and
- (ii) defining roles and expectations of Board members.

(b) Recommendation of Nominees

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

- (i) consider what the competencies and skills the Board, as a whole, should possess taking into account the tangible and intangible skills and qualities necessary for an effective Board given the Company's stage of development, operational and financial condition, and strategic outlook;

- (ii) assess what competencies and skills each existing director possesses (including the personality and other qualities of each director);
- (iii) consider the length of service of each director and the level of representation of women on the Board;
- (iv) review the qualifications of candidates suggested by members of the Board, shareholders, management and others and assess what competencies and skills each new nominee will bring to the boardroom; and
- (v) consider the appropriate size of the Board, with a view to facilitating effective decision-making.

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

(c) **Director Qualifications**

The Committee is responsible for monitoring director membership to ensure qualifications under applicable laws are maintained.

(d) **Annual Review**

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.

VIII. Corporate Governance Responsibilities

(a) **The Board and Committees of the Board**

The Committee is responsible for identifying and making recommendations to the Board as to the structure of the Board and the committees of the Board to be constituted from time to time and the structure of those committees. The committees of the Board will at all times, in addition to the Committee, include the Audit Committee, the Compensation Committee and the Corporate Social Responsibility Committee.

The Committee will review and assess the adequacy of the Board of Directors Mandate and the Charter of each committee of the Board on an annual basis, taking into account all legislative and regulatory requirements applicable to the Board, as well as any guidelines recommended by securities regulatory authorities or the Toronto Stock Exchange, and make recommendations to the Board with respect thereto.

(b) **Assessment of the Board and its Committees**

The Committee will conduct an annual review and assessment of the Board's performance and effectiveness, as well as the effectiveness and contribution of each Board committee and each individual director, in such manner as it deems appropriate. Such an assessment will consider: (i) in the case of the Board or a Board committee, compliance with its respective mandate or charter; and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board.

(c) **Position Descriptions**

The Committee is responsible for, at least annually, reviewing and making recommendations to the Board regarding the position descriptions for the Executive Chairman of the Board, the Chief Executive Officer, the Chairs of the Board's committees, and individual directors.

(d) **Orientation and Continuing Education**

The Committee is responsible for reviewing and making recommendations to the Board regarding orientation to be provided to all new members of the Board to ensure that all new directors receive a comprehensive orientation enabling them to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, and the nature and operation of the Company's business.

The Committee is responsible for reviewing and making recommendations to the Board regarding continuing education opportunities to be provided to all directors, so individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

(e) **Insurance and Indemnification of Directors**

The Committee is responsible for assessing the directors' and officers' insurance policy and making recommendations relating to its renewal or amendment or the replacement of the insurer. Subject to applicable law and the articles and by-laws of the Company, the Committee is also responsible for administering all policies and practices of the Company with respect to the indemnification of directors and officers by the Company and for approving all payments made pursuant thereto.

(f) **Disclosure**

In connection with the continuous disclosure obligations of the Company, the Committee is responsible for:

- (i) reviewing and approving any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Company's management information circular, annual report and/or annual information form; and

- (ii) reviewing and approving the Company's disclosure of this Charter and any information regarding the Committee and its activities, when required, in the Company's annual information form, management information circular and/or annual report.

(g) **Other Governance Matters**

The Committee is responsible for monitoring and making recommendations with respect to the following matters:

- (i) shareholder and investor issues including the adoption of shareholders rights plans and related matters;
- (ii) policies regarding management serving on outside boards;
- (iii) the Company's Code of Business Conduct and Ethics and compliance therewith, including the granting of any waivers from the application of the Code;
- (iv) the Company's Stock Trading Policy and compliance therewith, including reviewing systems for ensuring that all directors and officers of the Company who are required to file insider reports pursuant to the Policy do so;
- (v) the Company's Corporate Disclosure Policy and compliance therewith; and
- (vi) the retainer, subject to the Committee's approval and at the expense of the Company, of outside advisors for individual members of the Board in appropriate circumstances and the procedures relating thereto.

Updated by the Board on April 22, 2015.