

PHILEX MINING CORPORATION

Nominations Committee Charter

I. Introduction

This Revised Charter of the Nominations Committee (the “Committee”) of Philex Mining Corporation (the “Company”) sets forth the Committee’s purpose, authority, duties and responsibilities, structure and procedures, which shall guide the Committee as prescribed by the Revised Manual on Corporate Governance (“RMCG”). The Committee shall conduct an annual review and assessment of this Charter, and recommend to the Company’s Board of Directors (the “Board”) revisions, as it may deem necessary and beneficial to the efficient performance of its functions.

II. Purpose, Authority, Duties and Responsibilities

1. Purpose

The primary purpose of the Committee is to assist the Board in dealing with matters relating to the appointment and removal of directors, to formulate nomination policy for the Board’s consideration, and to implement the approved nomination policy.

2. Authority

- 2.1 The Committee shall report directly to the Board on its decision or recommendation.
- 2.2 The Committee may require Management to provide it with such corporate records and other documents as may be necessary or appropriate for the Committee to discharge its functions effectively.
- 2.3 The Committee is authorized to obtain external legal and other independent professional firms with relevant experience and expertise, to assist and advise the Committee on matters it considers necessary. The Committee shall in consultation with the Board have authority to approve all reasonable related fees and terms of engagement of the external advisers/consultants, which fees shall be borne by the Company.

3. Duties and Responsibilities

The Committee has the following duties and functions among others:

- 3.1 To review the structure, size, balance and composition of the Board at least annually in accordance with the Company's Board Diversity Policy;
- 3.2 To make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, having regard to the Board Diversity Policy;
- 3.3 To determine and develop a nomination process and define the general profile of a Director in accordance with the Board Diversity Policy;
- 3.4 To identify the candidates suitably qualified to become a Director;
- 3.5 To recommend, with full power to weed out nuisance candidates, the qualified candidates to shareholders for election;
- 3.6 To provide the Board and the shareholders sufficient biographical details of the nominated candidates to enable them to make an informed decision on the selection of individuals nominated as director;
- 3.7 To identify and nominate candidates suitably qualified to fill the temporary vacancies of directors for the Board's approval;
- 3.8 To make recommendations to the Board on the appointment or reappointment of directors and succession planning for the Executive Directors and/or the Chief Executive Officer;
- 3.9 To assess the independence of independent non-executive directors, and to review the independent non-executive directors' annual confirmations on their independence, and to make disclosure of its review results in the Annual Corporate Governance Report;
- 3.10 Where the Board, based on the recommendation from the Committee, proposes a resolution to elect an individual as an independent non-executive director, the Committee shall review the Board's explanation as set out in the circular given to the shareholders and/ or explanatory statement attached in the notice of stockholder's meeting specifying the

reasons why the Board believes that the nominee should be elected and why the Board considers him/her to be independent;

- 3.11 To adopt guidelines to address competing time commitments that directors serving on multiple boards and regularly review the time required for a Director to perform his responsibilities;
- 3.12 As much as practicable, to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or imposed by the concerned regulatory authorities;
- 3.13 To review the Company's Board Diversity Policy and to recommend any necessary changes;
- 3.14 To report annually, in the Annual Corporate Governance Report, the Board's composition under diversified perspectives and monitor the implementation of the Board Diversity Policy; and,
- 3.15 To do any such act necessary to enable the Committee to perform its powers and functions under this Charter and as conferred by the Board.

III. Composition

1. The Committee shall consist of at least three (3) members, each of whom, including the Chairman thereof, shall be appointed by the Board.
2. The Chairman must be either an independent non-executive director or the Chairman of the Board.
3. The office of a Member shall *ipso facto* be vacated:
 - i. if he resigns as a Member of the Committee or of the Board;
 - ii. if he is removed by a resolution of the Board;
 - iii. if he is declared to be incompetent or of unsound mind; or
 - iv. if he is subsequently disqualified from becoming a Member.

A Member shall be disqualified from being part of the Committee during the remainder of his tenure if, upon determination by the Board or Nomination Committee, he ceases to meet the qualifications for directorship, or he becomes disqualified from directorship based on any grounds for disqualification set forth in the recently issued RMCG.

4. The Board may, from time to time, vary the composition of the Committee as may be required by the Securities and Exchange Commission (SEC) or other codes, rules and regulations as may be prescribed by the applicable regulatory authority.
5. The Company's Corporate Secretary or his/her nominee shall be the Secretary of the Committee.

IV. Committee Procedures

1. Meetings

1.1 Frequency

The Committee shall meet at least twice in a calendar year. In addition, the Committee's Chairman may convene additional meetings at his discretion, and at such other time as the Committee may consider appropriate and necessary to perform its responsibilities.

1.2 Notice

- a. Notice of any meetings of the Committee will be given at least five (5) days prior to any such meeting being held unless all Members unanimously waive such notice; provided however that the Chairman of the Committee, *motu proprio* or at the request of the Chairman of the Board or of the CEO, may call the meeting at shorter notice when the circumstances so require. Irrespective of the length of notice being given, attendance in a meeting by a Member shall be deemed a waiver of the notice requirement.
- b. Each Member shall give to the Secretary of the Committee a mailing address, an electronic mail address (e-mail) and a facsimile number for the service of notices of meetings of the Committee.
- c. Notice of a meeting of the Committee shall be deemed duly served upon a Member if it is given to him personally, or sent to him by mail, e-mail or facsimile transmission to his address or facsimile number on file with by the Secretary of the Committee.

1.3 Quorum

A majority of the members of the Committee shall constitute a quorum, provided that the majority must always include an independent, non-executive director.

If after the lapse of thirty (30) minutes from the scheduled time of the meeting, a quorum is not reached, the meeting shall be adjourned until such date, time and place as the Chairman may determine.

2. Attendance

2.1 The Committee may invite the Chairman of the Board, other Directors, external advisers and/or any other persons who have specific responsibility for, or interest or expertise in, the subject under review to attend all or part of any meetings of the Committee.

2.2 Members may participate in a meeting through tele/ videoconferencing in accordance with the provisions of Securities and Exchange Commission Memorandum Circular No. 15 dated November 20, 2001.

2.3 Only Members are entitled to vote at Committee meetings.

2.4 In the absence of the Chairman and/or an appointed deputy, the remaining Members present shall elect one of the Members to chair the Committee meeting.

3. Escalation

The Committee shall timely refer to the Board its recommendations or decisions which require ratification or approval by the Board or as it may deem necessary or proper.

4. Resolutions

4.1 Every resolution of at least a majority of the Members present during the meeting at which a quorum is present shall be valid.

4.2 A resolution in writing signed by all Members shall be as valid and effective for all purposes as a resolution of the Committee passed at a meeting of the Committee duly convened, held and constituted. A written notification of confirmation of such resolution in writing sent by a Member

shall be deemed to be his signature to such resolution in writing for such purpose. Such resolution in writing may be signed in counterparts.

5. Minutes and Records

5.1 The Secretary of the Committee shall keep full minutes of all Committee meetings. Draft minutes of meetings of the Committee shall be sent to all Members for their comments within a reasonable time after the meeting. Final version of the minutes, duly signed by the Chairman, shall be sent to all Members for their records.

5.2 The Secretary of the Committee shall keep the following records:

- a. appointments and resignation of the Members;
- b. all agenda and other documents sent to the Members;
- c. minutes of proceedings and meetings of the Committee; and,
- d. such other documents as may be necessary in the performance of the Committee's functions.

5.3 Any such records shall be open for inspection by any Member at reasonable hours on business days. Demands for inspection must be made in good faith and for a legitimate purpose. Any cost arising from the conduct of inspection shall be borne by the Member requesting for inspection.

5.4 Minutes of any meeting of the Committee, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence of the proceedings and resolutions of such meeting.

V. Policy on the Board Nomination

The Company herein adopts general guidelines to assist the Board and its nominating committee in the effective and efficient search, screening and selection of candidates for election/re-election as members of the Board. The general guidelines are set forth as follows:

- i. Board vacancies, election and/or re-election are announced, and the deadline for the submission of nominees to the Committee is likewise disclosed.
- ii. The Committee, through its Secretariat, shall receive the letters of nominations of candidates from stockholders within the required deadline.

- a. The Committee shall screen the nominees for election in accordance with the Company's RMCG. The Committee shall assess the candidates' background, educational qualifications, relevant work experience, industry affiliations, expertise and stature as would enable the Board to make an informed deliberation.
 - b. The Committee shall also consider other relevant factors, such as any conflict of interest and directorships and/or positions in other corporations, which may compromise their capacity to diligently and effectively serve and perform their duties as Director, when elected.
 - c. The Committee may use external sources, such as professional search firms, director databases and/or other reputable external sources to ensure that the nominees are thoroughly and properly screened.
 - d. In case of independent directors, the Committee shall review the business relationships and activities of the nominees to ensure that they have all the qualifications and none of the disqualifications as independent directors.
- iii. Nominees for independent directors, who accept the nomination, shall submit to the Committee a Certification of Independent Director stating his/her qualification and a list of affiliations and positions that may directly or indirectly give rise to conflict of interest or may contravene applicable regulations.
- iv. The Committee shall shortlist the nominees to be recommended to the Board, ensuring that:
- a. the persons nominated as a Director: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members; and,
 - b. The selection process for directors is based on the competency and capability of nominees to evaluate, in accordance with the guidelines aligned with the Company's Mission/Vision and strategic directions, the soundness of the Company goals and objectives as well as the adequacy of the Board's duties and responsibilities.

- v. After screening, the Committee shall submit to the Board its recommended list of final nominees. All approved nominees are recommended for election/re-election as Directors at the next stockholders meeting or Board meeting, as the case may be.
- vi. The Committee shall assess the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director and recommend changes for the approval of the Board.

VI. Remuneration of Members

Except for the reasonable per diems approved by the Board for such purposes, no fees or other remuneration shall be payable to the Members in respect of their services under this Charter.

No fees or compensation shall be paid directly or indirectly to any Member or his firm for consultancy or advisory services rendered to the Company directly by the Member or indirectly through his firm. However, this prohibition shall not apply to ordinary compensation paid to a Member or his firm in respect of any business relationship or transaction determined to be at arm's length terms and could not materially interfere with or influence the exercise of his independent judgment.

VII. Amendment

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board