

**CALIAN GROUP LTD.
MANDATE OF THE NOMINATING COMMITTEE**

The Nominating Committee (The Committee) will be responsible for identifying individuals qualified to become new Board members and recommending to the Board of directors nominees for each annual meeting of the shareholders of the Corporation.

1. GENERAL PROCEDURES

- 1.1 The Committee shall be composed of a minimum of 3 directors, all being independent directors.
- 1.2 The Committee shall meet periodically as circumstances dictate. Meetings shall be held at the call of the Chair or upon the request of two members of the Board. The Committee shall report to the Board of Directors periodically on the Committee's activities.
- 1.3 A quorum shall be a majority of the members.
- 1.4 A copy of the minutes of each meeting of the Committee shall be provided to each director in a timely fashion.
- 1.5 Committee meeting agendas shall be the responsibility of the Chair of the Committee.
- 1.6 To assist the Committee in discharging its responsibilities, the Committee may retain at the expense of the Corporation, one or more persons having special expertise.
- 1.7 The Committee shall review its performance and mandate on an annual basis.

2. Specific Responsibilities and Duties

- 2.1 Review periodically the size and composition of the Board to ensure that the Board has the appropriate mix of competencies and skills to facilitate effective decision making as well as the capacity to effectively discharge its responsibilities;
- 2.2 Review from time to time the retirement plans of directors;
- 2.3 Develop plans for the orderly succession of directors to keep the Board appropriately balanced in terms of skills and experience;
- 2.4 Recommend to the Board addition or replacement of one or more directors as may be considered necessary or appropriate from time to time;
- 2.5 Be satisfied that the Corporation has effective plans for the orientation of new directors and the continued education of incumbent directors.