

**EXACTEARTH LTD.**  
**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING**  
**COMMITTEE OF THE BOARD OF DIRECTORS**

**1. PURPOSE**

The Corporate Governance and Nominating Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of exactEarth Ltd. (the “**Corporation**”). Its primary function (the “**Purpose**”) is to assist the Board in fulfilling its oversight responsibilities by:

- (a) Assessing the effectiveness of the Board as a whole as well as the contributions of individual members;
- (b) Assessing the Corporation’s governance infrastructure as well as specific governance programs implemented by it;
- (c) Finding and proposing new nominees to serve on the Board; and
- (d) Providing orientation training for new directors as well as continuing education programs for existing directors.

**2. COMPOSITION**

The Committee shall be comprised of three directors, each of whom shall be independent directors as required by National Instrument 52-110 - *Audit Committees*. Consideration will be given to members who may be independent of management but for shareholdings of an employer. The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of the shareholders, and shall serve until their successors shall be duly elected and qualified or until their earlier death, resignation or removal. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair (the “**Chair**”) by majority vote of the membership of the full Committee.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience that are relevant and will contribute to carrying out the mandate of the Committee.

**3. MEETINGS**

The Committee shall meet at least quarterly or more frequently as circumstances require. Meetings of the Committee shall be held from time to time as the Committee or the Chair shall determine upon 48 hours’ notice to each of its members. The notice period may be waived by a quorum of the Committee. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

The Committee may ask members of management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chair

may meet with the Corporation's external corporate counsel to discuss the Corporation's corporate governance policies and practices.

#### **4. CHAIR OF CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

The prime responsibility of the chair is to provide leadership to the committee to ensure its effectiveness. Critical to meeting this accountability is ensuring that the Corporation has in place an appropriate and effective system: (i) of corporate governance, (ii) for nominating individuals to serve on the Board, (iii) for orienting new directors.

The Chair shall:

- (a) set the tone for the Committee work;
- (b) set the agenda and chair Committee meetings, and ensure distribution of meeting minutes;
- (c) oversee the logistics of the Committee's operations and ensure compliance with this Charter; and
- (d) report to the full Board on the Committee's decisions and recommendations.

#### **5. RESPONSIBILITIES**

The responsibilities, duties and powers of the Committee shall include:

- (a) Revising this Charter on an annual basis as necessary with the approval of the Board.
- (b) Analyzing on a periodic basis the needs of the Board; such analysis may include, without limitation, an analysis of the size and composition of the Board and an assessment of whether an appropriate number of independent directors sit on the Board.
- (c) Annually gauging the contributions and qualification as independent of existing directors in connection with their re-election.
- (d) Assessing, at least annually, the effectiveness of the Board, its committees, and their respective chairs.
- (e) If improvement to the effectiveness of the Board and its committees (and their respective chairs) is required, identifying and recommending nominees who could best effect such improvement.
- (f) Recommending to the Board the compensation of the Board, including annual retainer, meeting fees, equity awards and other benefits conferred upon the Board.

- (g) Reviewing the quality of the Corporation's governance, assessing governance risk (which is any risk that could impact the achievement of the Committee's Purpose and/or the effectiveness of the systems, principles and processes which govern the Corporation so that the Corporation can be directed or controlled to fulfill its goals and objectives), and suggesting changes to the Corporation's governance practices to the Board as appropriate.
- (h) Considering the provision of continuing education for directors.
- (i) Ensuring that disclosure and securities compliance policies and a code of business conduct and ethics policy are in place, and reviewing their effectiveness.
- (j) Establishing an appropriate review selection process for individuals who are selected as nominees for appointment to the Board.
- (k) Establishing procedures and approving appropriate orientation and education programs for new members of the Board.

**6. OTHER**

- (a) The Committee will record minutes of its meetings and report periodically to the Board.
- (b) The Committee may, from time to time, hire outside professionals at the Corporation's expense to assist or advise the Committee in carrying out its mandate.

Approved by the Board of Directors on [February 4, 2016](#).