

**PREMIUM EXPLORATION INC.**  
**(the "Company")**

**CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**

The corporate governance and nominating committee of the Company (the "Committee") is a committee of the board of directors of the Company (the "Board"). The role of the Committee is to:

- develop and monitor the effectiveness of the Company's system of corporate governance;
- establish procedures for the identification of new nominees to the Board and lead the candidate selection process;
- develop and implement orientation procedures for new directors;
- assess the effectiveness of directors, the Board and the various committees of the Board;
- ensure appropriate corporate governance and the proper delineation of the roles, duties and responsibilities of management, the Board and its committees; and
- assist the Board in setting the objectives for the Chief Executive Officer of the Company (the "CEO") and evaluating CEO performance.

**I. DUTIES AND RESPONSIBILITIES**

**Corporate Governance**

1. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year. This requires the Committee to stay abreast of corporate governance developments and to respond to applicable corporate governance guidelines and rules.
2. To oversee the evaluation of the Board, committees of the Board and the contribution of individual directors.
3. To report on corporate governance as required by public disclosure requirements.
4. To ensure that appropriate processes are established by the Board to:
  - (a) oversee strategic direction and development and review of ongoing results of operations; and
  - (b) to oversee the Company's investor relations and public relations activities and to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns.

5. To assist the Board in its annual review and revision of the written objectives of the CEO and for the development of corporate strategy.
6. To ensure that an effective CEO succession plan is in place, including emergency succession.
7. To assist the Board in assessing and evaluating CEO performance.
8. To establish procedures for meetings of the Board and to otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest.
9. To review the proposed annual agenda for, and provide recommendations as to additional topics for discussion at meetings of the Board.
10. To assist in proper delineation of the roles, duties and responsibilities of management and the Board and delegation of authority by the Board to its committees and to management.

#### **Establishment of Policies**

11. To review and approve strategic corporate policies, such as disclosure policies, insider trading policies, confidentiality policies and corporate codes of conduct, conflict of interest policies and other relevant policies associated with ensuring an effective system of corporate governance.
12. To review related party transactions to ensure that they reflect market practice and are in the best interests of the Company.

#### **Nominating Directors**

13. To identify and recommend candidates qualified to become directors.
14. In identifying and recommending candidates, the Committee shall take into consideration such factors as it deems appropriate, including judgment, skill, diversity, experience with business and other organizations of comparable size and the need for particular expertise on the Board.
15. To determine whether candidates are “unrelated” or “independent” under applicable securities laws and applicable stock exchange rules.
16. To recommend members of the Board for appointment to committees of the Board.
17. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in this Charter as well as any other factors it deems appropriate, including without limitation, the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
18. In the event of a vacancy in the office of a director (except a vacancy created by an increase in the size of the Board or a failure to elect the minimum number of directors provided for in the Articles), the Committee shall recommend a candidate to fill such vacancy either through appointment by the Board or through election by the shareholders.

19. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
20. To maintain an orientation and educational program for new directors in order to familiarize new directors with the business of the Company, its management and professional advisors and its facilities.

## **II. MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as recruited under applicable securities rules or applicable stock exchange rules.

Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Proposed members of the Committee should have experience in corporate governance and/or human resources.

## **III. PROCEDURES**

1. The Board shall appoint one of the directors elected to the Committee as the Chairperson of the Committee (the "Chairperson"). In the absence of the appointed Chairperson from any meeting of the Committee, the members shall elect a Chairperson from those in attendance to act as Chairperson of the meeting.
2. The Chairperson will appoint a secretary (the "Secretary") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chairperson.
3. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
4. The Committee will meet as many times as is necessary to carry out its responsibilities. The Chairperson or any two members of the Committee may call meetings.
5. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respect of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of the Company or otherwise determined by resolution of the Board.

6. The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
7. The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.

#### **IV. REPORTS**

The Committee shall produce the following reports (which may take the form of an oral report from the Chairperson or any other members of the Committee designated by the Committee to make the report) and provide them to the Board:

1. an annual report of the Committee outlining the significant activities of the Committee;
2. an annual performance evaluation of the Board. This report will compare the performance of the Board with the requirements of its Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
3. an annual performance evaluation of the committees of the Board. This report will compare the performance of each committee with the requirements of its mandate, including its Charter, if applicable. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate; and
4. an annual performance evaluation of each director, which shall assess the contribution of each director. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.