



## **REMUNERATION, NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **OBJECTIVE OF CHARTER**

There shall be a Committee of the Board of Directors (the "Board") of Tiger Resources Limited (the "Company") known as the Remuneration, Nomination and Corporate Governance Committee (the "Committee") the membership, authority and responsibilities of which shall be as set out in this Remuneration, Nomination and Corporate Governance Committee Charter.

The Board recognizes that corporate performance is enhanced when there is a Board with the appropriate competencies to enable it to discharge its mandate effectively. The Committee's primary functions are to:

- a) Assist the Board in fulfilling its governance responsibilities
- b) Identify and evaluate the particular skills, experience and expertise that will best complement the Board's effectiveness;
- c) Review Board succession plans;
- d) Evaluate the Board's performance; and
- e) Make recommendations for the appointment and removal of directors to the Board.
- f) Oversee and provide support to the Board concerning the Company's remuneration policies and practices, the overall remuneration strategy and the award of stock options.
- g) Where possible the Committee will verify the appropriateness of existing remuneration levels using external sources for comparison.

The Board will review this Charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

### **MEMBERSHIP**

1. The Committee will comprise three members, all of whom will be non-executive, independent directors.
2. Members will be appointed by the Board and shall serve until the earlier to occur of the date on which he or she shall be replaced by the Board, resigns from the Committee, or resigns from the Board.

3. The Board shall appoint one of the directors elected to the Committee as the Chairperson of the Committee. In the absence of the appointed Chairperson of the Committee from any meeting, the members shall elect a Chairperson from those in attendance to act as Chairperson of the meeting.

## **MEETINGS**

1. The Committee shall meet as frequently as required. The Board shall name a Chairperson of the Committee, who shall prepare an agenda in advance of each meeting and shall preside over meetings of the Committee. If the Chairperson is absent from a meeting, the Committee shall select a Chairperson for that meeting. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall maintain minutes or other records of meetings and activities of the Committee.
2. The Committee shall, through its Chairperson, report regularly to the Board following the meetings of the Committee.
3. Notice of meeting may be given orally or by letter, electronic mail, telegram, telephone, facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting.
4. The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

## **REMUNERATION RESPONSIBILITIES**

The remuneration responsibilities of the Committee include the following:

- a) Determining remuneration policies and compensation of directors;
- b) Determining remuneration and incentive policies packages of key executives;
- c) Professional indemnity and liability insurance for directors and senior management; and
- d) Reviewing succession plans for senior management.

The Committee is entitled to access to any and all books and records of the Company necessary for the execution of the Committee's obligations and is required to discuss with the officers of the Company such records and other matters considered appropriate. The Committee may obtain independent professional advice at the Company's expense, upon obtaining prior approval of the Chairman, which consent is not to be unreasonably withheld.

**NOMINATION RESPONSIBILITIES**

The nomination responsibilities of the Committee include the following:

- a) Determining the appropriate size and composition of the Board;
- b) Developing criteria for selection of candidates for the Board in the context of the Board's existing composition and structure;
- c) Making recommendations to the Board on the appointment and removal of directors;
- d) Identifying, assessing, and enhancing director competencies;
- e) Developing a succession plan for the Board and regularly reviewing the plan;
- f) Reviewing the time required from a non-executive director and whether non-executive directors on the Board are meeting this requirement;
- g) Reviewing Board succession plans; and
- h) Evaluating the performance of the Board and key executives.
- i) CORPORATE GOVERNANCE RESPONSIBILITIES
- j) The corporate governance responsibilities of the Committee include the following:
  - k) Overseeing issues of corporate governance as they apply to the Company and reporting to the Board on such matters;
  - l) Monitoring the quality and effectiveness of the corporate governance system;
  - m) Administration of the board's relationship with management;
  - n) Reviewing any involvements of any of the directors which constitute, or may result in, a conflict of interest;
  - o) Reviewing, at least annually, the Committee's duties and responsibilities and determining if any amendments, additions or deletions are necessary;
  - p) Reporting to the Board at the earliest opportunity following any meeting of the Committee;
  - q) Developing and implementing corporate communications policies; and
  - r) Such other duties as may be delegated by the Board to the Committee from time to time.

The Committee is also responsible for developing the Company's approach to corporate governance issues and is mandated to plan for the succession of senior management, including appointing, training and monitoring senior management to ensure that the Company's Board and management have appropriate skill and experience.

The Committee is entitled to access to any and all books and records of the Company necessary for the execution of the Committee's obligations and is required to discuss with the officers of the Company such records and other matters considered appropriate. The Committee may obtain independent professional advice at the Company's expense, upon obtaining prior approval of the Chairman, which consent is not to be unreasonably withheld.