

# Inca One Gold Corp.

## Corporate Governance and Nominating Committee Charter

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### 1.0 Introduction

The primary objective of the Corporate Governance and Nominating Committee (the “**Committee**”) of Inca One Gold Corp. (the “**Company**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its oversight responsibilities by (a) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices; (b) reviewing the performance of the Board, Board members, Board committees and management; and (c) identifying individuals qualified to become Board and Board committee members and recommending such nominees to the Board for appointment or election.

### 2.0 Organization

The Committee shall consist of no fewer than three members, each of whom shall be appointed and removed by the Board. All members shall have a working familiarity with corporate governance practices. The Committee may form and delegate authority to subcommittees when appropriate.

### 3.0 Chair of the Committee

The Chair of the Committee is responsible for overseeing the Committee in its responsibilities.

The Board, or in the event of its failure to do so, the members of the Committee, must appoint a Chair from among the members of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present.

The Chair’s duties and responsibilities include:

1. presiding at each meeting of the Committee and, in consultation with the other members of the Committee, setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting.
2. ensuring that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee and to the Chair of the Board in advance of such meeting.
3. leading the Committee in discharging each of the tasks assigned to it under the Charter;  
and

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4. reporting to the full Board on the activities of the Committee.

#### **4.0 Meetings**

The Committee shall meet as many times as the Committee deems necessary to carry out its duties effectively, but not less frequently than one time per year.

#### **5.0 Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Prepare and recommend to the Board the corporate governance policies and procedures for the Company. Review practices and procedures of the Board in light of ongoing developments in securities law, stock exchanges and regulatory requirements, and industry best practices, relating to matters of corporate governance. Review and reassess the adequacy of the Company's corporate governance policies, practices and procedures annually and recommend to the Board any changes deemed appropriate by the Committee;
2. Review any proposed changes to the Company's constituting documents as such documents relate to corporate governance matters;
3. Ensure systems are in place to verify compliance with regulatory, corporate governance and disclosure requirements;
4. Examine the size and composition of the Board and recommend adjustments from time to time to ensure that the Board is of a size and composition that facilitates effective decision making;
5. Identify and assess the necessary and desirable competencies and characteristics for Board membership and regularly assess the extent to which those competencies and characteristics are represented on the Board;
6. Develop and implement processes to identify and assess necessary and desirable competencies and characteristics for Board members;
7. Identify individuals qualified to become members of the Board;
8. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board;
9. Make recommendations to the Board for the appointment or election of director nominees;
10. Make recommendations to the Board with respect to membership on committees of the Board (other than this Committee);

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11. Ensure that Board has appropriate structures and procedures so that the Board can function with the proper degree of independence from management;
12. Provide a forum without management present to receive expressions of concern, including a concern regarding the independence of the Board from management;
13. Regularly review the time required from non-executive directors to perform their functions and assess whether they are satisfying those time requirements;
14. Encourage and facilitate continuing education programs for directors;
15. Recommend the removal of directors for cause;
16. Receive comments from all directors as to the Board's performance, oversee the execution of a process assessing the effectiveness of the Board and the Board committees as a whole, with particular reference to the Mandate of the Board of Directors and appropriate committee charters, where applicable. The Committee shall report annually to the Board on such assessments;
17. Assess annually the contribution and effectiveness of each individual director, with particular reference to any applicable position description as well as the competencies and characteristics each individual director is expected to bring to the board. The Committee shall report annually to the Board on such assessments;
18. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;
19. Fulfill the Committee's role in assisting the Board in dealing with conflict of interest issues as contemplated by the Company's Code of Business Conduct and Ethics;
20. At the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Corporation;
21. Perform any other activities consistent with this Charter, the Company's articles and governing law as the Committee or the Board deems appropriate;
22. Review the performance of the Committee annually;
23. Report regularly to the Board;
24. Establish, review and update periodically a Code of Business Conduct and Ethics for employees, consultants, officers and directors of the Company and ensure that management has established a system to enforce this Code of Business Conduct and Ethics; and
25. Review management's monitoring of the Company's compliance with the Company's Code of Business Conduct and Ethics.

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## **6.0 Resources**

The Committee shall have ability to engage external advisors as it sees fit, including the sole authority to determine the extent of funding necessary for payment of compensation to any such external advisor and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

Minutes of each meeting will be compiled by the Company's Corporate Secretary who shall act as Secretary to the Committee, or in the absence of the Corporate Secretary, by any other person designated by the Committee.

## **7.0 Appointing New Directors**

New members of the Board may be nominated, or recommended for the Board's selection, by the Committee. In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider (i) the independence of each nominee; (ii) the experience and background of each nominee; (iii) having a balance of skills for the Board and its committees to meet their respective mandates; (iv) the past performance of directors being considered for re-election; (v) applicable regulatory requirements; and (vi) such other criteria as may be established by the Board or the Committee from time to time.

**Original Approval Date:** September 15, 2014

**Approved by:** Board of Directors

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