

# OPEL INTERNATIONAL INC.

## Corporate Governance and Nominating Committee

### CHARTER

#### **Purpose**

The Corporate Governance and Nominating Committee is established by the Board

- To identify individuals qualified to be Board members consistent with criteria approved by the Board and mandated by applicable securities regulators, and to recommend to the Board director nominees for the next annual meeting of shareholders;
- To recommend to the Board directors to serve on each standing committee;
- To gather and review information for the annual evaluation of the Chairman of the Board and the Chief Executive Officer, to be presented to the full Board for its discussion and review;
- To ensure that succession planning takes place for the position of Chief Executive Officer and other senior management positions;
- To lead the Board in its annual review of the Board's performance; and
- To develop and recommend to the Board a set of Corporate Governance Guidelines.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the TSX Venture Exchange and the Company's Corporate Governance Guidelines.

The members of the Committee shall be established and removed by the Board. A majority of the members shall constitute a quorum.

#### **Committee Authority and Responsibilities**

1. The Committee shall seek individuals qualified to become Board members for recommendation to the Board, including evaluating persons suggested by shareholders or others, and conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. Directors should possess the highest personal and professional ethics and integrity and be committed to representing the long-term interests of the shareholders. The Committee shall determine each proposed nominee's qualifications for service on the Board. The assessment will include a review of the nominee's judgment, experience, independence, understanding of the Company's or other related industries, and such other factors as the Committee concludes are pertinent in light of the current needs of the Board. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

3. The Committee shall have oversight of the evaluation of the Board and management.
4. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.
5. The Committee shall gather and review information for the annual evaluation of the Chairman of the Board and the Chief Executive Officer, to be presented to the full Board for its discussion and review.
6. During the year, the Committee shall receive input on the Board's performance from directors and, through its Chairman, will discuss the input with the full Board and oversee the full Board's review of its performance.
7. The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. The Committee shall consider issues involving related party transactions with directors and similar issues. The Committee shall have the authority to consider for approval any related party transactions and, if possible, approve such transactions before they are entered into.
9. The Chairman of this Committee shall be the presiding director at all meetings of non-management directors, which meetings shall be held in executive session on a regular basis but at least once annually.
10. The Committee shall make regular reports to the Board.
11. The Committee may form and delegate authority to subcommittees when appropriate.
12. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
13. The Committee shall annually review its own performance.

Approved by the Board of directors on the 5th day of December, 2008.