

## TRIMETALS MINING INC.

### DIRECTOR NOMINATION PROCEDURE

#### Nomination Procedure

##### I. Evaluation of Current Board

- (a) Send out annual assessment questionnaires to directors asking each director to assess (i) the performance of the Board, the Chairman and his or her own performance as a director, and (ii) the performance of the Chair of any Board Committees on which the director serves. All questionnaires to be returned to the Chair of the Corporate Governance & Nominating Committee (the "CG&NC").
- (b) Review assessment of the Board as a whole. Consider the appropriate size of the Board, with a view to facilitating effective decision-making and striking the appropriate balance between independent and non-independent directors, taking into account securities law and proxy advisory firm requirements for independence.
- (c) Chair of the CG&NC meets with Chairman to provide feedback on annual assessment of the Board as a whole and the Chairman.
- (d) Chairman reports to the Board the results of the annual assessment of the Board as a whole.
- (e) Chairman meets with each individual director and provides feedback on individual's performance as a director, committee member and committee Chair, if applicable.
- (f) Consider if any current director should be asked to not stand for re-election, including:
  - (i) whether there are any conflict of interest concerns or concerns over the director's ability to exercise independent judgement in relation to the business and affairs of the Company;
  - (ii) whether there are any concerns with the director's ability to devote sufficient time to the business and affairs of the Company, including number of other boards and past attendance record at Company board and committee meetings;
  - (iii) confirm proposed nominee continues to be legally competent to act as a director (at least 18 years old, not of unsound mind or bankrupt); and
  - (iv) confirm whether director has any new personal or corporate bankruptcies, cease trade orders, or other relevant penalties, sanctions or litigation requiring public disclosure.
- (g) Confirm all other current directors wish to stand for re-election.

## **II. Board Competencies and Skills Matrix**

- (a) Update list of required competencies and skills to reflect Company's current business outlook and stage of development.
- (b) Fill in Matrix with competencies and skills of directors who have confirmed they wish to stand for re-election.
- (c) Identify any gaps in the aggregate competencies and skills of the directors who wish to stand for re-election.
- (d) Consider the length of service of each director.
- (e) Consider the level of representation of women on the Board.
- (f) If required, develop strategy to identify potential nominee(s) for director possessing competencies and skills which are required.

## **III. Identification of Nominees to Fill Vacancies or Gaps in Skills Matrix**

- (a) Determine if there are any conflict of interest concerns or concerns over the proposed nominee's ability to exercise its independent judgement in relation to the business and affairs of the Company.
- (b) Determine proposed nominee's independence status with reference to securities law and proxy advisory firm requirements for independence.
- (c) Consider conducting a background search for the proposed nominee and CG&NC to consider the results of same and discuss the results with the proposed nominee, as appropriate.
- (d) Consider the qualities of the proposed nominee such as integrity, business judgment, independence, business or professional expertise, residency and familiarity with nature of business and geographic regions relevant to the Company's strategic priorities.
- (e) Consider whether there any concerns with the proposed nominee's ability to devote sufficient time to the business and affairs of the Company, including number of other boards.
- (f) Confirm proposed nominee is legally competent to act as a director (at least 18 years old, not of unsound mind or bankrupt).
- (g) Determine if the proposed nominee has any historical personal or corporate bankruptcies, cease trade orders, or other relevant penalties, sanctions or litigation requiring public disclosure.

**IV. CG&NC Presents List of Proposed Nominees for Director to the Board for Approval.**

- (a) Board to consider CG&NC recommendations and determine nominees to be presented to shareholders for election.

Updated by the Board on April 22, 2015.