



WENTWORTH
RESOURCES LIMITED

GOVERNANCE AND NOMINATION COMMITTEE CHARTER

JUNE 27, 2016

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A. PURPOSE

The Board of Directors (the “Board”) of Wentworth Resources Limited (“Wentworth”, the “Corporation”) has established a Corporate Governance & Nominating Committee (the “Committee”) to assist the Board in carrying out its responsibilities by reviewing corporate governance and nomination issues and making recommendations to the Board as appropriate.

The Charter of the Governance & Nomination Committee was adopted by the Board on December 7, 2007 and amended on October 21, 2011 and June 27, 2016.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, the majority of whom shall be independent as such term is defined in the Securities Regulations in Norway and Canada and United Kingdom corporate governance guidelines.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chair from amongst their number. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.
4. The Chair of the Committee shall appoint the Secretary of the Committee, unless otherwise determined by the Committee. Minutes of meetings of the Committee shall be recorded and maintained by the Secretary of the Committee. Copies of the minutes shall be provided to the Board.
5. The Committee shall meet regularly in each year on such dates and at such locations as the Chair of the Committee shall determine and may also meet at any other time or times on the call of the Chair of the Committee or any two of the other members.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
7. Any two directors may request the Chair to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the chair of the Committee.

8. The Managing Director shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may, together with any other officers or advisors as the Committee wishes, attend meetings at the invitation of the Chair of the Committee. The Committee shall meet without management present whenever the Committee deems it appropriate.
9. The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage outside advisors at the expense of the Corporation, as it considers being necessary or advisable in order to perform its duties and responsibilities.
10. The Committee shall report to the Board on its deliberations after each Committee meeting. On an annual basis, the Committee shall provide the Board with a report on its activities in the previous year.
11. The Committee shall review and reassess the relevance and adequacy of its Charter on at least an annual basis and shall recommend any proposed changes to the Board for approval. The Committee shall also perform a self-assessment on an annual basis to determine whether it is functioning effectively and shall report the results to the Board.
12. The Committee shall develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. Governance Matters

- a) To develop and monitor the Corporation's overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects superior standards of corporate governance practices under the applicable rules and regulations.
- b) To report annually to the Corporation's shareholders, through the Corporation's annual management proxy circular or annual report to shareholders, on the Corporation's system of corporate governance and the operation thereof, having reference to the applicable corporate governance guidelines.
- c) Formulate and administer all procedures required to ensure that the Board functions independently of Management. Assist the Board in the review and determination as to each Director's status as an independent Director.
- d) To review with the Board, on a regular basis but not less than annually, the role of the Board, the terms of reference of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:

- I. The number and content of meetings

- II. The annual schedule of issues to be presented to the Board at its meetings or those of its committees
 - III. Material which is to be provided to the directors generally and with respect to meetings of the Board or its committees
 - IV. The scope and frequency of periodic reports to the Board concerning issues relating to overall financial reporting, disclosure and other communications with all stakeholders
 - V. Resources available to directors
 - VI. The communication process between the Board and management
- e) To propose to the Board, annually, the assignment of members to the committees of the Board and the chair for each committee.
 - f) To recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Corporation in appropriate circumstances and, upon the approval by the Board of such a process, to be responsible for the management and administration thereof.
 - g) Whenever the Chairman of the Board is also the Managing Director of the Corporation, to establish practices and procedures to permit the Board to act independently, including to approve all agendas for meetings of the Board of Directors and to act as a forum for concerns of individual directors regarding matters not readily or easily brought to a full Board meeting for discussion.
 - h) Assist the Board in development and maintenance of clear position descriptions for the Chair of the Board, the Chair of each Board Committee, and members of the Board in general. In addition, together with the Managing Director, develop and maintain a clear position description for the Managing Director, which includes delineating management's responsibilities and authorities.
 - i) To establish and administer a process (including a review by the full Board and discussion with management) for assessing the effectiveness of the Board as a whole and the committees of the Board.
 - j) In consultation with the Board to establish criteria for Board membership and recommend Board composition.
 - k) As circumstances require, to assess the performance and contribution of the Chair and individual directors and advise the Compensation Committee accordingly.
 - l) To propose to the Board, annually, the members proposed for re-election to the Board and identify and recommend new nominees for the Board.
 - m) To ensure that there is in place an education and orientation program for new members of the Board and a continuing education program for all directors and to maintain a Board manual.

2. Nomination Matters

a) Recruitment

With respect to the director recruitment in general, the Committee shall be responsible for:

- Conducting an analysis of the collection of tangible and intangible skills and qualities necessary for an effective Board given the Corporation's current operational and financial condition, the industry in which it operates and the strategic outlook of the Corporation
- Periodically comparing the tangible and intangible skills and qualities of the existing Board members with the analysis of required skills and identifying opportunities for improvement
- Recommending, as required, changes to the selection criteria used by the Board to reflect the needs of the Board

Nominees shall be selected for qualities such as integrity, business judgment, independence, business or professional expertise, international experience, residency and familiarity with geographic regions relevant to the Corporation's strategic priorities.

If the Corporation is legally required by contract or otherwise to provide third parties with the right to nominate directors, the selection and nomination of those directors need not involve the approval of the Committee.

b) Identification of Nominees

With respect to the identification of potential nominees, the Committee shall be responsible for:

- Identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for the next annual meeting of shareholders
- Defining roles and expectations of Board members
- Identifying and maintaining a list of potential directors that possess the qualifications established by the Committee

c) Recommendation of Nominees

In making its recommendations to the Board, the Committee shall consider:

- The competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess
- The competencies and skills that the Board considers each existing director to possess
- The competencies and skills each new nominee will bring to the boardroom

The Committee shall provide advice with respect to the appropriate size of the Board, with a view to facilitating effective decision-making.

d) Membership Qualifications

With respect to membership qualifications, the Committee is responsible for monitoring director membership to ensure qualifications under applicable laws are maintained.

Every year, the Committee shall review the credentials and performance of nominees proposed for election to the Board. In doing so, it shall consider director qualifications under applicable

laws, regulations and rules, as well as the needs of the Corporation and the talents already represented on the Board.

The Committee should also consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board Member.

3. Privacy

- a) To review and monitor the policies and activities of the Corporation on behalf of the Board to ensure that the Corporation is in compliance with applicable laws and legislation.
- b) To review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- c) To report on a timely basis, and at least annually, to the Board on privacy issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Corporation.

4. Anti-Corruption

- a) To review and monitor, at least annually, the policies and activities of the Corporation on behalf of the Board to ensure that the Corporation is in compliance with applicable laws and legislation.
- b) To review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- c) To report on a timely basis, and at least annually, to the Board on anti-corruption issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Corporation.

DOCUMENT HISTORY

December 7, 2007	Approved by the Board of Directors of Artumas Group Inc.
October 21, 2011	Amended, approved and adopted by the Board of Directors of Wentworth Resources Limited
June 27, 2016	Amended, approved and adopted by the Board of Directors of Wentworth Resources Limited