

**HIGH LINER FOODS  
NOMINATING COMMITTEE CHARTER  
REVIEWED NOVEMBER 2018**

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The Nominating Committee (the “Committee”) shall assist the Board of Directors (the “Board”) in fulfilling its responsibilities as they relate to proposing new nominees for the Board.

**COMPOSITION**

The Committee shall be appointed by the Board and composed of a minimum of three directors, comprised exclusively of independent directors according to the independence standards established by the Board and applicable corporate and securities law.

The members of the Committee shall be appointed or reappointed annually by the Board, with such appointments to take effect immediately following the Annual Meeting of the Shareholders of the Company. Each member of the Committee shall continue to be a member thereof until their successor is appointed, unless they resign or are removed by the Board, or shall cease to be a director of the Company. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than the minimum membership.

The Board shall appoint a Chair from among the members of the Committee to preside at its meetings. In the absence of the Chair, one of the present Committee members shall be chosen by the Committee to preside at the meeting. The Chair presiding at any meeting of the Committee shall have a casting vote in case of deadlock. The Committee shall also appoint a secretary who need not be a director.

**MEETINGS**

The Committee shall meet at least semi-annually, with additional meetings as directed by the Board or determined by the Chair.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:

1. A quorum of the meeting shall be a majority of the members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other;
2. Notice of the time and place of every meeting shall be given in writing, electronic or other facsimile communication to each member of the Committee at least 24 hours prior to the time for such meeting, provided however, that a member may in any manner waive a notice of meeting. Attendance of a member at a meeting is a waiver of notice of that meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; and
3. All Committee members are expected to attend each meeting. The minutes of the Committee shall be recorded and maintained by the Secretary of the meeting. The Chair of the Committee shall report the business of the meeting to the next regularly scheduled Board meeting.

## **PRIMARY RESPONSIBILITIES**

1. The Committee shall be advisory to the Board and, in such capacity, shall be responsible for the board member nominating functions of the Company by identifying and recommending suitable candidates for election or appointment as directors.
2. In discharging its duties, the Committee shall at least annually review:
  - a) the Director Selection Criteria (attached hereto as may be amended from time to time);  
and,
  - b) the independence and qualifications of the members (and any proposed members) of the Board in accordance with applicable regulations.

## **AUTHORITY**

The Committee has the authority to:

1. Conduct or authorize an investigation into any matters within its scope of its mandate or responsibility;
2. Retain independent legal, accounting or financial advisors and such other advisors as it deems necessary to advise the Committee or assist the Committee in carrying out its duties or to assist in the conduct of an investigation.