

ADCORE INC.

NOMINATING COMMITTEE CHARTER

(THE “CHARTER”)

I. GENERAL

1. Mandate and Purpose

The purpose of the Nominating Committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of Adcore Inc. (the “**Company**”) in fulfilling its director nomination responsibilities. The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities by:

- assessing the effectiveness of the Board as a whole as well as discuss the contribution of individual directors;
- overseeing the recruitment and selection of new nominees for appointment to the Board;
- orienting new directors and ensuring that directors have training available to develop the skills and competencies necessary to provide proper oversight to the Company as members of the Board of Directors;
- overseeing the recruitment and selection of any new Chief Executive Officer (“**CEO**”) of the Company; and
- performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

II. PROCEDURAL MATTERS

1. Composition

The Committee will be composed of a minimum of 3 members.

2. Member Qualifications

- (a) Every Committee member must be a director of the Company;
- (b) Every Committee member must be “independent” as such term is defined in applicable securities legislation; and

All members of the Committee will meet all requirements and guidelines for nominating committee service as specified in applicable securities and corporate laws and the rules of the Toronto Stock Exchange.

3. Member Appointment and Removal

Members of the Committee will be appointed by the Board for such term as the Board deems appropriate and will hold office for such time or until they are removed by the Board or cease to be directors of the Company.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee, and will be filled by the Board if the membership of the Committee falls below 3 directors.

4. Committee Structure and Operations

(a) Chair

Each year, the Board will appoint one member of the Committee to act as the chairperson of the Committee (the “**Chair**”). The Chair may be removed at any time at the discretion of the Board. If the Chair is absent from any meeting, the Committee will select one of its other members to preside at that meeting.

(b) Meetings

The Chair will be responsible for developing and setting the agenda of the Committee meetings, and in consultation with management, determining the time place and frequency of such Committee meetings. The Committee shall meet at least once annually and as many additional times the Committee deems necessary to carry out its duties.

(c) Notice

Notice of the time and place of every meeting will be given in writing, verbally or by telephonic or other electronic communication to each member of the Committee, the chairman of the Board, the CEO and Chief Financial Officer of the Company, at least 48 hours prior to the time fixed for such meeting. The notice period may be waived by a quorum of the Committee.

(d) Quorum

A majority of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(e) Attendees

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee to assist in the discussion and deliberation of matters being considered by the Committee, and to provide information as necessary.

(f) **Secretary**

The Committee will appoint a Secretary to the Committee who need not be a director or officer of the Company.

(g) **Records**

Minutes of meetings of the Committee will be recorded and maintained by the Secretary to the Committee and will be subsequently presented to the Committee for review and approval.

(h) **Liaison**

The CEO will act as management liaison with the Committee.

5. Committee and Charter Review

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or the Toronto Stock Exchange and will recommend changes to the Board thereon.

6. Reporting to the Board

The Committee will report to the Board in a timely manner on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities. This report may take the form of circulating copies of the minutes of each meeting held.

III. NOMINATION RESPONSIBILITIES

1. Recruitment

The Committee will be responsible for:

- (a) conducting an analysis of the collection of tangible and intangible skills and qualities necessary for an effective Board given the Company's current operational and financial condition, the industry in which it operates and the strategic outlook of the Company;
- (b) 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; and
- (c) recommending, as required, changes to the selection criteria used by the Board to reflect the needs of the Board.

Nominees will 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 Company's strategic priorities.

If the Company 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.

2. Identification of Nominees

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

- (a) identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for the next annual meeting of shareholders;
- (b) defining roles and expectations of Board members; and
- (c) identifying and maintaining a list of potential directors that possess the qualifications established by the Committee.

3. Recommendation of Nominees

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

- (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- (b) the competencies and skills that the Board considers each existing director to possess; and
- (c) the competencies and skills each new nominee will bring to the Board.

4. 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 will review the credentials and performance of nominees proposed for election to the Board. In doing so, it will consider director qualifications under applicable laws, regulations and rules, as well as the needs of the Company and the talents already represented on the Board.