



**Climbing Escalade Canada
("the Corporation")
Nominating Committee Mandate**

1. Purpose

- 1.1 The purpose of the Nominating Committee (the "**Nominating Committee**") of the board of directors of the Corporation (the "**Board**") is to assist the Board in carrying out its oversight responsibility for:
- a) identifying individual candidates qualified to become Board members;
 - b) selecting or recommending that the Board select director nominees for the next annual meeting of shareholders and determining the composition of the board and its committees;
 - c) arranging for orientation and continuing education for Board members.

2. Duties

- 2.1 The duties of the Nominating Committee are to:
- a) annually review the composition, skills, size and tenure of directors in advance of annual general meetings and whenever individual directors indicate that their status as members may change;
 - b) identify qualified candidates, taking into account candidates' independence, financial acumen, skills and time available to devote to the duties of the Board;
 - c) assess the competencies and skills each director possesses, the Board as a whole possesses, the nominees will bring the Board if elected and the Board as a whole should possess;
 - d) assess the appropriate size of the Board with a view to facilitating effective decision making;
 - e) advise directors of the time and resources directors are expected to contribute to the Board;
 - f) recommend nominees for election as directors and appointment as members and the Chair of Committees together with the reasons for their recommendations;
 - g) co-ordinate an orientation program for new directors to include:
 - i. a director manual regarding the duties of the Board, individual directors, each Committee, the Board Chair, the Lead Director, the Chair of each Committee, the Executive Director, the Chief Financial Officer and other executive officers of the Corporation;
 - ii. (ii) information regarding the nature and operation of the Corporation's business and organizational structure; and
 - iii. (iii) copies of the Board and Committee Mandates, position descriptions, the Code of Business Conduct and Ethics and other governance policies;
 - h) arrange for the directors to receive:
 - i. distributions of updated information regarding the Corporation's business;
 - ii. (ii) presentations as appropriate to advise of corporate developments, changes in industry conditions and changes in legal and regulatory requirements affecting the Corporation; and
 - iii. (iii) tours of the Corporation's facilities to interact with executive officers, management and employees in order to stay abreast of industry developments and the evolving business of the Corporation; and

- (i) recommend the removal of directors from Committees and the Board in the event of conflicts of interest, breach of the Code of Business of Conduct and Ethics or otherwise.

3. Composition

- 3.1 All of the members of the Nominating Committee will, at all times, be independent of the Corporation within the meaning of applicable laws, rules, policies, guidelines and requirements as determined by the Board and will possess the qualifications required by the Board for the discharge of the duties of the Nominating Committee.
- 3.2 Members of the Nominating Committee shall be appointed from time to time to hold office at the pleasure of the Board.

4. Committee Chair

- 4.1 The Board shall appoint a Chair for the Nominating Committee (the “Chair”). A description of the duties and responsibilities of the Chair are included in Schedule A.
- 4.2 If the Chair of the Nominating Committee is not present at any meeting of the Nominating Committee, one of the other members of the Nominating Committee who is present at the meeting shall be chosen by the Nominating Committee to preside at the meeting.

5. Meetings

- 5.1 The Nominating Committee is responsible to meet as often as required to discharge its duties.
- 5.2 The Chair of the Nominating Committee will, in consultation with the members, determine the schedule, time and place of meetings.
- 5.3 A quorum for a meeting of the Nominating Committee shall be a majority of members present.
- 5.4 Notice of the time and place of every meeting shall be given in writing (including by way of written email or facsimile communication) to each member of the Nominating Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the 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.
- 5.5 A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- 5.6 At the invitation of the Chair of the Nominating Committee, one or more officers of the Corporation may attend any meeting of the Nominating Committee.

6. Procedures, Records and Reporting

- 6.1 Subject to any statute or articles and by-laws of the Corporation, the Nominating Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Nominating Committee may deem appropriate (but not later than the next meeting of the Board). The minutes of its

meetings shall be distributed to all members of the Board. All Directors shall be provided with access to any materials distributed to members of the Nominating Committee.

7. Delegation

7.1 The Nominating Committee may delegate, from time to time, to any individuals or sub-committees of the Nominating Committee, any of the Nominating Committee's responsibilities that lawfully may be delegated.

8. Materials

8.1 The Nominating Committee has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

9. Governance

9.1 The Nominating Committee is responsible to annually review, and in its discretion make recommendations to the Board regarding confirmation of or changes to be made to its Mandate and the position description of its Chair (a copy of which is attached hereto as Schedule "A").

10. Advisors

10.1 The Nominating Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Nominating Committee in the discharge of its duties.

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SCHEDULE "A"
NOMINATING COMMITTEE CHAIR POSITION DESCRIPTION

1. Appointment

1.1 The Chair of the Nominating Committee (the "**Nominating Committee**") of the board of directors of the Corporation (the "**Board**") will be appointed, serve and be removed at the pleasure of the Board.

2. Duties of the Nominating Committee Chair

2.1 In addition to fulfilling his or her duties as an individual director, the duties of the Nominating Committee Chair are to:

- a. serve as the Nominating Committee's role model for responsible, ethical and effective decision making;
- b. lead the Nominating Committee in discharging all duties set out in the Nominating Committee Mandate and as are delegated to the authority of the Nominating Committee by the Board;
- c. take reasonable steps to ensure that the Nominating Committee members execute their duties pursuant to their Mandate;
- d. manage the affairs of the Nominating Committee to ensure that the Nominating Committee is organized properly and functions effectively;
- e. preside at, and together with the members of the Nominating Committee and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Nominating Committee;
- f. coordinate with the Corporate Secretary, management and advisors engaged by the Nominating Committee to ensure that:
 - i. documents are delivered to members in sufficient time in advance of Nominating Committee meetings for a thorough review;
 - ii. matters are properly presented for the Nominating Committee's consideration at meetings;
 - iii. members have an appropriate opportunity to discuss issues at each meeting;
 - iv. members have an appropriate opportunity to question management, employees and advisors regarding nominating issues and all other matters of importance to the Nominating Committee; and
 - v. members work constructively towards their recommendations to the Board;
- g. communicate with each member of the Nominating Committee to ensure that:
 - i. each member has the opportunity to be heard and participate in decision making; and
 - ii. each member is accountable to the Nominating Committee;
- h. arrange for the preparation, accuracy and distribution of all minutes of the Nominating Committee to its members and each member of the Board, as appropriate;
- i. ensure that the Nominating Committee, following each meeting:
 - i. reports to the Board regarding its activities, findings and recommendations; and
 - ii. makes Nominating Committee information available to any director upon request; and
- j. (j) assist in maintaining effective working relationships between Nominating Committee members, the Board, the Executive Director, advisors, the other executive officers and management.