

**METRO ALLIANCE HOLDINGS & EQUITIES CORP.
NOMINATION COMMITTEE CHARTER**

I. PURPOSE

The primary purposes of the Committee are to:

- a) Review and evaluate the qualifications of the persons nominated to the Board as well as those nominated for election to other positions requiring appointment by the Board, recognizing that the Board of Directors is primarily responsible for the achievement of corporate objectives, the Board shall provide an independent check on Management, the nobody given authority by the Board of Directors to implement policies it has laid in the conduct of the business of the Company;
- b) Identify persons believed to be qualified to become members of the Board and;
- c) Assist the Board in making an assessment of the Board's effectiveness in the process of replacing or appointing new members of the Board and Officers, which may include a consideration of the mix of executive and non-executive directors.

II. COMPOSITION AND QUALIFICATIONS

The Board shall appoint the directors who shall serve as members of the Committee. The Committee shall consist of at least three (3) directors, one of whom shall be an independent director.

III. DUTIES NAD RESPONSIBILITIES

- a) Screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the Manual on Corporate Governance of the Company, including an assessment of such candidates' qualifications and stature as would enable them to effectively participate in the deliberations of the Board;
- b) Ensure that all candidates for election as independent directors have all of the qualification and none of the disqualifications for independent directors as set forth in the Company's Manual of Corporate Governance and all applicable laws, ruled and regulations;
- c) Assess the effectiveness of the Board's processes and procedures in the election of replacement of directors;
- d) Consider, for recommendation to the Board, an effective succession planning program for managerial positions that are requiring approval by the Board and;
- e) Such other responsibilities as may be delegated by the Board.

IV. CONDUCT OF MEETINGS

The Committee shall meet at least once a year and at such other times as determined by its Chairman or by the Board of Directors, upon reasonable written notice to the Committee members. A majority of its members will constitute a quorum. The Committee shall maintain written minutes of its meeting.

The Committee may invite any officer or employee of the Company, and legal counsel to attend meetings and provide information or advice to the Committee.

V. PROCEDURES FOR ESCALATION TO THE BOARD OF DECISIONS OF THE COMMITTEE

The Chairman shall report formally to the Board of Directors at the board meeting following each committee meeting, providing a summary of the results of each meeting of the Committee and any resolutions approved thereat. The Chairman shall also endorse to the Board any matters determined by the members of the Committee to be appropriate for Board action or approval.