

NOMINATION COMMITTEE CHARTER

This Nomination Committee Charter of Xurpas Inc. (the “**Corporation**”) is for the purpose of ensuring effective governance of the Corporation by recommending to the Board of Directors (the “**Board**”) appropriate candidates to serve as directors of the Corporation.

ARTICLE I - COMPOSITION

- 1.1. The Nomination Committee (the “**Committee**”) shall be composed of at least three (3) members including one (1) independent director, each of whom must exercise independence and impartiality in carrying out the functions of this Committee.
- 1.2. The Committee members shall be appointed by the Board (the “**Board**”) at its annual organizational meeting, and each member shall serve upon his election until the next organizational meeting of the Board, or until a successor is duly appointed, or until resignation or removal of such member. The members of the Committee may be removed or replaced by the Board in its discretion, and any vacancies in the Committee shall be filled by the Board, by a vote of majority.

ARTICLE II - DUTIES AND FUNCTIONS

- 2.1. Determine the nomination and election process for the Corporation’s directors, define the general profile of board members that the Corporation may need, and ensure appropriate knowledge, competencies and expertise that complement the existing skill of the Board;
- 2.2. Encourage the selection of competent directors, each of whom can add value and create independent judgment as to the formulation of sound corporate strategies and policies;
- 2.3. Ensure that all nominations to the Board are fair and transparent, and that all nominees are qualified in accordance with the By-laws, Manual on Corporate Governance, Board Charter and relevant laws, rules and regulations;
- 2.4. Recommend to the Board, candidates to be nominated by the Board for election at its next annual organizational meeting or to be appointed by the Board to fill any vacancy or newly created positions by the Board;
- 2.5. Consider letters of resignation tendered by any directors and make recommendations to the Board as to actions that should be taken, including whether to accept or reject the tendered resignations;
- 2.6. Review and evaluate the qualifications of all persons nominated to positions in the Corporation, which require appointment by the Board;

- 2.7. Review and recommend succession plans for members of the Board and key executives; and
- 2.8. Perform such other duties and responsibilities that may be delegated to the Committee.

ARTICLE III - CRITERIA

- 3.1. The Committee shall seek candidates to serve as directors of the Corporation who possess the knowledge, experience, skill and expertise to make a significant contribution to the Corporation and its shareholders that is relevant to the Corporation's industry. It shall ensure that the candidates it nominates possess all the qualifications and none of the disqualifications in accordance with the Corporation's By-laws, Manual on Corporate Governance and relevant laws, rules and regulations. In addition, the Committee shall ensure that there is an appropriate mix of competence and expertise amongst the directors.
- 3.2. In reviewing and evaluating the qualifications of the candidates for directorship, the Committee shall be guided with the following criteria:
 - 3.2.1. ownership of at least one (1) share of the capital stock of the Corporation;
 - 3.2.2. a college degree or its equivalent or adequate competence and understanding of the fundamentals of doing business or sufficient experience and competence in managing a business to substitute for such formal education;
 - 3.2.3. relevant qualification, such as previous business experience, membership in good standing in relevant industry, and membership in business or professional organizations;
 - 3.2.4. possesses the knowledge, skills, experience, and particularly in case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the Corporation's business and risk profile;
 - 3.2.5. integrity, probity, diligence, loyalty and assiduousness in the performance of his functions;
 - 3.2.6. has the sufficient time to carry out the responsibilities of the directorship;
 - 3.2.7. has the ability to promote a smooth interaction between board members;
 - 3.2.8. has the willingness to assume the fiduciary responsibilities of a director;
 - 3.2.9. directorships in other companies, taking into account the following:
 - a. The nature of the business of the other companies;
 - b. The number of directorships in other companies;
 - c. Any possible conflict of interest; and
 - d. The age of the director.

- 3.2.10. For independent directors, he or she shall be disqualified from being an independent director if his or her beneficial equity ownership in the Corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock; and
- 3.2.11. For independent directors, there is a term limit as provided in the Manual on Corporate Governance and under applicable laws, rules and regulations.

ARTICLE IV - NOMINATION TO THE BOARD

- 4.1. The following procedures shall be followed in identifying and evaluating director candidates to the extent the Committee deems necessary or appropriate in line with the Corporation's strategic objectives:
 - 4.1.1. Receive all written nomination to the Board submitted by stockholders at least thirty (30) business days before the date of the next annual meeting of the stockholders. The Committee may initiate a search for director candidates.
 - 4.1.2. Review and evaluate the qualifications of those nominated in accordance with the criteria as set in the previous section.
 - 4.1.3. Screen and shortlist qualified individuals for election as directors to ensure that only those possess all the qualifications and none of the disqualifications from directorship as provided in the Corporation's By-laws, Manual on Corporate Governance and relevant laws, rules and regulations may be elected to the Board.
 - 4.1.4. By majority vote, shall pass upon the qualification of the nominee to the Board. It may also, in the exercise of its discretion and by majority vote of its members, disqualify a nominated shareholder who, in the Nomination Committee's judgment, represents an interest adverse to or in conflict with those of the Corporation.
 - 4.1.5. Prepare a list of qualified nominees, recommend for final approval of the Board such final list. The Chairman of the Nomination Committee shall extend a formal invitation to the final candidate to become a director of the Corporation upon Board approval.
 - 4.1.6. The final list of candidates shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or in such other reports required by the Securities and Exchange Commission.
 - 4.1.7. Only nominees whose names appear on the final list of candidates shall be eligible for election as director. No nominations shall be entertained or allowed on the floor during the annual meeting of the stockholders.
- 4.2. The election and voting procedure shall be conducted at the annual meeting of stockholders.

- 4.3. In case of vacancy in the Board other than removal of a director or cessation of directorship, determine and identify the qualified nominee and recommend to the Board, if the remaining directors still constitute a quorum, to elect such qualified nominee to fill the vacancy.
- 4.4. All directors are subject to re-election annually, except where the term limit of independent directors applies as stated in the Manual on Corporate Governance or by justifiable reasons and for the best interest of the Corporation.
- 4.5. The Corporation may use professional search firms or external sources when searching for candidates to the Board, as may be necessary.

ARTICLE V - MEETINGS

- 5.1. The Committee shall meet as often as its members may deem necessary and appropriate in order to perform its functions, but not less frequently than twice annually at a time and place determined by its Chairman.
- 5.2. The meetings of the Committee shall be conducted in accordance with the provisions of the By-laws of the Corporation.
- 5.3. The quorum necessary for the transaction of business shall be a majority of the total Committee membership. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee.
- 5.4. The Chairman of the Committee or his authorized representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

ARTICLE VI - AMENDMENTS

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

ARTICLE VII - EFFECTIVELY CLAUSE

This Charter has been approved and adopted by the Board of the Corporation on May 28, 2018.