

**Charter of the Corporate Governance and Nominating Committee
of the Board of Directors**

1. The Corporate Governance and Nominating Committee shall consist of not less than three directors, the majority of whom shall be “independent” (as defined by the Ontario Securities Commission for audit committee members), appointed by the Board of Directors (the “Board”) of INV Metals Inc. (the “Company”).
2. Each member of the Corporate Governance and Nominating Committee shall serve during the pleasure of the Board. The Board may fill vacancies in the Corporate Governance and Nominating Committee by appointment from among the directors of the Company, and if and whenever a vacancy shall exist in the Corporate Governance and Nominating Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.
3. The mandate of the Corporate Governance and Nominating Committee shall be:
 - (a) to approve all transactions involving the Company and “related parties” as that term is defined in Ontario Securities Commission Rule 61-501 as it exists at the date hereof (collectively, “Related Party Transactions”);
 - (b) to monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;
 - (c) to establish guidelines and parameters within which the Company and its subsidiaries shall be entitled to engage in Related Party Transactions without specific prior approval of the Corporate Governance and Nominating Committee;
 - (d) to monitor the appropriateness of implementing structures from time to time to ensure that the directors can function independently of management;
 - (e) to respond to, and if appropriate, to authorize requests by, individual directors to engage outside advisors at the expense of the Company;
 - (f) to implement a process for assessing the effectiveness of the Board as a whole, the committees of the directors and individual directors based upon (i) for directors and committee members, the mandate of the Board and charters of the appropriate committees, respectively and (ii) for individual directors, their respective position descriptions (if any) as well as the skills and competencies which directors are expected to bring to the Board;
 - (g) to consider on a regular basis the number of directors of the Company;

- (h) to identify and recommend to the Company and the directors from time to time new nominees as directors of the Company, based upon the following considerations:
 - (i) the competencies and skills necessary for the Board as a whole to possess;
 - (ii) the competencies and skills necessary for each individual director to possess;
 - (iii) competencies and skills which each new nominee to the Board is expected to bring; and
 - (iv) whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Company.
- 4. A quorum for the transaction of business of the Corporate Governance and Nominating Committee shall consist of two members of the Committee.
- 5. The time and place for meetings of the Corporate Governance and Nominating Committee shall be held, and procedures at such meetings shall be determined from time to time by, the Corporate Governance and Nominating Committee. The Chairman of the Company shall, upon the request of the Committee Chairman, any member of the Corporate Governance and Nominating Committee or the Chief Executive Officer of the Company, call a meeting of the Corporate Governance and Nominating Committee by letter, telephone, facsimile, telegram or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- 6. Any member of the Corporate Governance and Nominating Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- 7. The Corporate Governance and Nominating Committee shall keep minutes of its meetings which shall be submitted to the Board.
- 8. One of the members of the Corporate Governance and Nominating Committee shall be elected as its chairman by the Committee or the Board and the Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- 9. The Corporate Governance and Nominating Committee may invite such officers, directors and employees of the Company as it may see fit, from time to time, to attend at meetings of the Corporate Governance Committee.

10. Any matters to be determined by the Corporate Governance and Nominating Committee shall be decided by a majority of votes cast at a meeting of the Corporate Governance and Nominating Committee called for such purpose; actions of the Corporate Governance and Nominating Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Corporate Governance and Nominating Committee called for such purpose. The Corporate Governance and Nominating Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Corporate Governance and Nominating Committee deems necessary.
11. The Committee shall engage any outside resources that it feels are necessary to fulfill its mandate.