

TORQ RESOURCES INC.
(Formerly, Stratton Resources Inc.)
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

1. PURPOSE

1.1 The main purpose of the Nominating and Governance Committee (the “**Committee**”) is to provide a focus on governance that will enhance the corporate performance of Torq Resources Inc. (the “**Company**”) to assess and make recommendations regarding effectiveness of the Board of Directors (the “**Board**”) and to establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors.

2. COMPOSITION AND OPERATIONS

2.1 The Committee shall be composed of not fewer than two directors and not more than five directors, a majority who are independent as defined in section 1.4 of National Instrument 52-110 – Audit Committees.

2.2 Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee at any time with or without cause.

2.3 The Board shall appoint the Chair of the Committee.

2.4 The Committee shall meet at least one time per year.

2.5 The Committee shall operate under the guidelines applicable to all Board committees.

3. DUTIES AND RESPONSIBILITIES

3.1 Subject to the powers and duties of the Board, the Committee will:

(a) Annually review the Board’s relationship with management to ensure the Board is able to, and in fact does, function independently of management;

(b) Develop, and annually update and recommend to the Board for approval, a long term plan for Board composition that takes into consideration:

(i) the independence of each director;

(ii) the competencies and skills the Board, as a whole, should possess;

(iii) the current strengths, skills and experience represented by each director, as well as each director’s personality and other qualities as they affect Board dynamics;

(iv) retirement dates;

(v) the appropriate size of the Board, with a view to facilitating effective decision-making; and

- (vi) the strategic direction of the Company;
- (c) In conjunction with the Board Chair, recommend to the Board nominees for election to the Board, considering what competencies and skills each nominee will bring to the Board as well as whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;
- (d) Review periodically, for Board approval, a Board Guidelines outlining the policies and procedures by which the Board will operate and the mandates of the Board, the Board Chair and committees of the Board;
- (e) In conjunction with the Board Chair, recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations as required;
- (f) Review, monitor and make recommendations to the Board regarding the orientation and education of directors;
- (g) Review the Board's needs for formal Board, committee and individual director evaluation processes; and develop and implement appropriate processes;
- (h) With regard to the Company's Code of Business Conduct and Ethics (the "Code"):
 - (i) review and update periodically the Code and ensure that management has established a system to enforce the Code;
 - (ii) review actions taken to ensure compliance with the Code and the results of confirmations and violations of such Code;
 - (iii) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines;
 - (iv) ensure that any departures from the Code by a director or senior officer that constitute a "material change" within the meaning of National Instrument 51-102 Continuous Disclosure Obligations, are reported in a manner that fully meets regulatory requirements;
- (i) At the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company; and
- (j) On at least an annual basis, review interlocking Board and multiple Board memberships of directors, specifically taking into account the demands on a Director's time and the potential for actual or perceived conflicts and in that context reviewing the size, focus and geographic areas of interest of other companies upon whose Board a Director sits;

4. ACCOUNTABILITY

4.1 The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on governance matters relative to the Company.

4.2 The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

TORQ RESOURCES INC.
(formerly, Stratton Resources Inc.)

NOMINATING AND GOVERNANCE COMMITTEE CHECKLIST

Members of the Nominating & Governance Committee: Steve Cook (Chairman), Jeffrey Mason, Shawn Wallace

	Duties and Responsibilities	Frequency	Completed
1	Annually review the Board's relationship with management to ensure the Board is able to, and in fact does, function independently of management	Annually	
2	Develop, and annually update and recommend to the Board for approval, a long term plan for Board composition that takes into consideration: the independence of each director; <ul style="list-style-type: none"> (i) the competencies and skills the Board, as a whole, should possess; (ii) the current strengths, skills and experience represented by each director, as well as each director's personality and other qualities as they affect Board dynamics; (iii) retirement dates; (iv) the appropriate size of the Board, with a view to facilitating effective decision-making; and (v) the strategic direction of the Company 		
3	Review, monitor and make recommendations to the Board regarding the orientation and education of directors		
4	Review the Board's needs for formal Board, committee and individual director evaluation processes; and develop and implement appropriate processes		
5	With regard to the Company's Code of Business Conduct and Ethics (the " Code "): <ul style="list-style-type: none"> (i) review and update periodically the Code and ensure that management has established a system to enforce the Code; (ii) review actions taken to ensure compliance with the Code and the results of confirmations and violations of such Code; 		

	(iii) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines; ensure that any departures from the Code by a director or senior officer that constitute a “material change” within the meaning of National Instrument 51-102 Continuous Disclosure Obligations, are reported in a manner that fully meets regulatory requirements	Annually	
6	On at least an annual basis, review interlocking Board and multiple Board memberships of directors, specifically taking into account the demands on a Director’s time and the potential for actual or perceived conflicts and in that context reviewing the size, focus and geographic areas of interest of other companies upon whose Board a Director sits		

Duties and Responsibilities		Frequency	Completed
1	In conjunction with the Board Chair, recommend to the Board nominees for election to the Board, considering what competencies and skills each nominee will bring to the Board as well as whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member	As Needed	
2	Review periodically, for Board approval, a Board Guidelines outlining the policies and procedures by which the Board will operate and the mandates of the Board, the Board Chair and committees of the Board		
3	In conjunction with the Board Chair, recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations as required		
4	At the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company		