



APEX MINING CO., INC.

NOMINATION COMMITTEE CHARTER

I. Overview

The Board shall establish a Nomination Committee to review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval, and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors. The policy shall promote transparency of the Board's nomination and election process.

II. Composition

The Nomination Committee shall be composed of at least three directors, one of whom shall be an independent director.

III. Duties and Responsibilities

The Nomination Committee shall have the following duties and responsibilities, among others:

1. Formulate and implement a nomination and election policy that shall include how it accepts nominations from all shareholders and review the qualification and experience of nominated candidates.
 - a. The policy shall include an assessment of the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director.
 - b. The process of identifying the quality of directors shall be aligned with the strategic direction of the Company.
 - c. The nomination and election process shall include the review and evaluation of the qualifications of all persons nominated to the Board, including whether candidates:
 - (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile;
 - (2) have a record of integrity and good reputation;
 - (3) have sufficient time to carry out their responsibilities; and
 - (4) have the ability to promote a smooth interaction between board members.

2. Monitor the qualifications of the directors. The qualifications and grounds for disqualification are contained in the Company's Manual on Corporate Governance.

IV. Committee Meeting

The Committee shall meet at least once a year. Special meeting shall be convened when a vacancy occurs in the Board or in an executive office and in other instances when the Committee deems it necessary.

The Corporate Secretary shall attend the meetings of the Committee and record its proceedings.