



NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee of the Board of Directors (the “**Board**”) of Delta Cleantech Inc. and its subsidiaries, is appointed by the Board to assist the Board by identifying individuals qualified to become Board members, to recommend to the Board the Director nominees for the next annual meeting of Shareholders and to recommend to the Board director nominees for each committee.

Committee Membership

The Nominating Committee shall consist of no fewer than two members. The members of the Nominating Committee shall be appointed and replaced by the Board. The Board shall ensure, as far as possible, that at least one independent director serves on the Committee.

Committee Authority and Responsibilities

- 1) The Nominating Committee shall have the sole authority to retain and terminate the services of any outside advisor to be used to identify director candidates and shall have sole authority to approve such advisor’s fees and other retention terms.
- 2) The Nominating Committee shall actively seek individuals qualified to become Board members for recommendation to the Board.
- 3) In making its recommendations to the Board, the Nominating Committee shall consider:
 - a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - b) the competencies and skills that the Board considers each existing Director to possess;
 - c) the competencies and skills each new nominee will bring to the boardroom; and
 - d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

- 4) The Nominating Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, their economic interest in the Corporation through meaningful share ownership, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board.
- 5) The Nominating Committee is also responsible for assessing periodically, the effectiveness of the Board, its Chairman, its Committees and individual Directors.
- 6) The Nominating Committee of the Board:
 - a. shall meet at least once a year to update the Corporation's Succession Plan and to review progress on the Plan; and
 - b. may request the assistance of the Chairman for succession planning if, in their judgment, it is required.
- 7) The Nominating Committee may form and delegate authority to subcommittees when appropriate.
- 8) The Nominating Committee shall make regular reports to the Board.
- 9) The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating Committee shall annually review its own performance.