

**COM DEV INTERNATIONAL LTD.
CHARTER OF THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

The Nominating Committee is a committee of the Board of Directors of COM DEV International Ltd. (the “**Corporation**”). Its primary function is to assist the Board (the “**Board**”) in fulfilling its oversight responsibilities by searching for and proposing new nominees for appointment to the Board.

II. COMPOSITION, FORMATION AND MEETINGS

The Nominating Committee (the “**Committee**”) shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors in accordance with National Instrument 58-101. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Corporation (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” to the Board Charter.

The Committee will not be a standing committee of the Board. Rather, when a vacancy on the Board occurs which requires the search for and the appointment of a qualified individual to fill that vacancy, the Board will meet to draft and to vote upon a resolution to convene the Committee. The Committee will be convened upon a resolution duly passed and implemented by the Board. Once assembled, the Committee will serve until the day when the person selected by the Nominating Committee is duly appointed to serve on the Board.

The members of the Committee shall be named in the resolution of the Board which convenes the Committee. The members of the Committee shall serve until their successors are duly appointed in a subsequent resolution of the Board or until their earlier death, resignation or removal. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. The Chair of the Board will serve as an ex officio (and voting) member of the Committee. Unless a Chair is elected by the Board, the members of the Committee will designate a Chair by majority vote of the full membership of the Committee.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Committee.

Meetings of the Committee shall be held from time to time as the Committee or the Chair of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

III. CHAIR OF THE NOMINATING COMMITTEE

The prime responsibility of the Chair of the Committee is to provide leadership to the Committee to ensure its effectiveness. Critical to meeting this accountability is ensuring that the Corporation has in place an appropriate and effective system for nominating new directors.

The Chair of the Committee shall:

1. set the tone for the Committee work;
2. set the agenda and chair Committee meetings, and ensure distribution of meeting minutes;
3. oversee the logistics of the Committee's operations and ensure compliance with this Charter; and
4. report to the full Board on the Committee's decisions and recommendations.

IV. RESPONSIBILITIES AND DUTIES

The responsibilities, duties and powers of the Committee shall include without limitation analyzing the needs of the Board, identifying and recommending nominees who meet such needs, and establishing an appropriate review selection process for such nominees.

V. OTHER

1. The Committee will record minutes of its meetings and report periodically to the Board.
2. The Committee may from time to time hire outside professionals at the Corporation's expense to assist or advise the Committee in carrying out its mandate.

Approved by the Board of Directors on June 4, 2009.