



Transition Metals

TRANSITION METALS CORP.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

The Corporation operates in a highly competitive and regulated environment. The Corporation's business involves an environment that is highly regulated at both the federal and state level in the United States and the provincial level in Canada. To assist the Board in its responsibilities relating to reviewing the Corporation's operational compliance with applicable legal requirements and sound ethical standards, the Board has created a Committee.

The Corporate Governance and Nominating Committee is a committee of the Board of Directors (the Board) of Transition Metals Corp. (the "Company"). For the purposes of this charter, the term "Company" includes the Corporation and any of its subsidiaries. Its primary function is to assist the Board in fulfilling its oversight responsibilities by:

- Assessing the effectiveness of the Board as a whole as well as assessing the contribution of individual members;
- Determining whether directors are unrelated;
- Assessing the Company's governance;
- Proposing new nominees for appointment to the Board;
- Establishing and monitoring a Code of Ethics; and
- Orienting new Directors.

2. COMPOSITION AND MEMBERSHIP

Except as permitted by all applicable legal and regulatory requirements, the Committee shall be comprised of three or more Directors as determined by the Board, each of whom shall be an "independent director" in accordance with the National Policy 58-201 *Corporate Governance and Nominating Committee Guidelines*, and each of whom shall be familiar with Corporate

Governance and Nominating Committee practices. Pursuant to Canadian Corporate Governance and Nominating Committee guidelines (except in respect of British Columbia), in order to be considered “independent”, directors shall have no direct or indirect material relationship with the Company. In British Columbia, a director shall be considered independent unless a reasonable person with knowledge of all relevant circumstances would conclude that the director is in fact not independent of management or of any significant shareholder.

The members of the Corporate Governance and Nominating Committee and its Chairman shall be elected by the Board at the annual organizational meeting of the Board, and serve for one year.

3. MEETINGS

The Corporate Governance and Nominating Committee shall meet at least once per annum or more frequently as circumstances require. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chairman may meet with the Company’s external corporate counsel to discuss the Company’s Corporate Governance and Nominating Committee policies and practices.

Quorum for the transaction of business at any meeting of the Corporate Governance and Nominating Committee shall be a majority of the number of members of the Committee or such greater number as the Corporate Governance and Nominating Committee shall by resolution determine.

Meetings of the Corporate Governance and Nominating Committee shall be held from time to time as the Corporate Governance and Nominating Committee or the Chairman 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.

4. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Corporate Governance and Nominating Committee shall review this Charter at least annually and amend this Charter as appropriate, as well as execute the following:

A. Governance Responsibilities

1. Annual review and revision of this Charter as necessary with the approval of the Board of Directors.
2. Review on a periodic basis, the size and composition of the Board of Directors and to review the directors’ relationships with regard to potential conflicts of interest and to determine the independence of the members of the board. The committee will be responsible for ensuring that an appropriate number of independent Directors sit on the

Board. To facilitate this role, each director is required to complete an annual questionnaire disclosing the particulars of their external affiliations, business relationships and any potential conflicts of interest which could impact the directors' independence.

3. Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and Management of the Company.
4. Assess the effectiveness of the Chairman's agenda and the quality of the engagement of the Board.
5. Annually review performance and qualification of existing Directors in connection with their re-election.
6. Assess, at least annually, the effectiveness of the Board of Directors as a whole, Committees of the Board and the contribution of individual directors, including making recommendations where appropriate that sitting Director be removed or not re-appointed.
7. Review with the Board of Directors the Committee's judgment as to the quality of the Company's governance and suggest changes to the Company's governance practices as determined appropriate.
8. Ensure that disclosure and securities compliance policies, including communications policies, are in place.
9. Review and recommend requests by directors to hire an outside consultant.

B. Nominating Responsibilities

1. Establish qualifications for Directors and procedures for identifying possible nominees who meet these criteria.
2. Establish procedures and approve appropriate orientation and education program for new members of the Board.
3. Analyze the needs of the Board of Directors when vacancies arise on the Board and identify and recommend nominees who meet such needs.

C. Reporting

1. The Corporate Governance and Nominating Committee is responsible for reviewing and submitting to the Board of Directors, as a whole, recommendations concerning the Company's Corporate Governance and Nominating Committee performance and processes.

2. The Committee will record minutes of its meetings and report periodically to the Board of Directors.

Dated: January ●, 2011