

ZINCORE METALS INC.
("the Company")

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

PURPOSE

The Corporate Governance and Nominating Committee, under the supervision of the Board, has overall responsibility for developing the Company's approach to corporate governance including keeping informed of legal requirements and trends regarding corporate governance, monitoring and assessing the functioning of the Board and committees of the Board, and for developing, implementing and monitoring good corporate governance practices in the form of the Company's Guide to Corporate Governance. The Corporate Governance and Nominating Committee is also responsible for identifying individuals qualified to become new board members and recommending to the Board the new director nominees for the next annual meeting of shareholders.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board hereby delegates to the Corporate Governance and Nominating Committee the following powers and duties to be performed by the Corporate Governance and Nominating Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole.

Corporate Governance Processes

The Corporate Governance and Nominating Committee, as appropriate:

- i. recommends and brings forward to the Board, a list of corporate governance issues for review, discussion or action by the Board or a committee and undertake such other initiatives as are necessary or desirable to provide effective corporate governance for the Company;
- ii. reviews the Company's policies and any breaches thereto and makes recommendations as required;
- iii. reviews and addresses all complaints except those specified to be reviewed by the Audit Committee and the Environment and Safety Committee;
- iv. assesses the availability, relevance and timeliness of information required by the Board;
- v. ensures that any issues relating to governance which are identified by the directors as involving Management are raised with Management;
- vi. reviews annually the director indemnification resolutions of the Board, general liability insurance policy and D&O insurance policy;
- vii. ensures that all disclosure requirements concerning the Company's corporate governance are observed; and

- viii. with the CEO, develops or reviews a position description for the CEO, which includes a delineation of Management's responsibilities.

The Chair of the Corporate Governance and Nominating Committee approves, in appropriate circumstances, the engagement by any director of any outside adviser.

Nomination Process

In order to recommend to the board the new director nominees for the next annual meeting of shareholders, the Corporate Governance and Nominating Committee:

- a. assists the Board in determining: what is the appropriate size of the Board; the necessary competencies and skills of the Board as a whole, and the competencies and skills of each existing director;
- b. identifies individuals qualified to become new board members and recommends the new director nominees for the next annual meeting of shareholders, with consideration of the following:
 - i. the competencies and skills that the Board considers to be necessary for the Board as a whole to possess;
 - ii. the competencies and skills that the Board considers each existing director to possess; and
 - iii. the competencies and skills each new nominee will bring to the boardroom.
- c. considers whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.

Review Process

The Corporate Governance and Nominating Committee annually reviews:

- a. the performance of the Board as a whole;
- b. the performance of individual directors, including with respect to attendance, diligence, avoidance or handling of conflicts of interest and compliance with respect to their statutory and common law duties;
- c. and considers ongoing education requirements for directors and members of each committee of the Board;
- d. the annual report from each committee, consisting of that Committee's review of its Charter, the Terms of Reference for Committees, the performance over the past year and performance of its committee chair, and any recommendations the Committee makes in respect thereto (the "Committee Annual Assessment Report");
- e. and reports to the Board on its review of the Committee Annual Assessment Reports and any recommendations in respect thereto;

The Corporate Governance and Nominating Committee also has such other powers and duties as are delegated to it by the Board.

COMPOSITION

The Corporate Governance and Nominating Committee is composed of three Directors, all of whom are Directors who are not officers or employees of the Company or any of its subsidiaries.

In addition, members of the Committee meet the prescribed independence and experience requirements and have relevant skills and/or experience in the Committee's areas of responsibility as required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.

Appointment Of Committee Members

Members of the Committee are appointed or confirmed by the Board annually and hold office at the pleasure of the Board.

Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board fills any vacancy if the membership of the Committee is less than the minimum requirement number of Directors required for the Committee.

Committee Chair

The Board appoints a Chair for the Corporate Governance and Nominating Committee.

STRUCTURE AND OPERATIONS

Absence of Committee Chair

If the Chair of a Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting will be chosen by the Committee to preside at the meeting.

Secretary of Committee

At each meeting the Committee appoints a secretary who need not be a director of the Company.

Meetings

The Chair of the Committee or the Chair of the Board or any two of its members may call a meeting of the Committee. The Committee meets at least once each fiscal year, and at such other times during each year as it deems appropriate.

Quorum

A majority of the members appointed to the Committee constitutes a quorum.

Notice of Meetings

The Chair of the Committee arranges to provide notice of the time and place of every meeting in writing (including by facsimile) to each member of a Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The Chair also ensures that an agenda for the meeting and all required materials for review by the members of the Committee are delivered to the members with sufficient time for their review, or that such requirement is waived.

Attendance of the Company's Officers at Meetings

The Chair of the Committee or any two members of the Committee may invite one or more officers of the Company to attend any meeting of the Committee.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.

Procedure and Records

Subject to any statute or constating documents of the Company, the Committee determines its own procedures at meetings and may conduct meetings by telephone and keeps records of its proceedings.

REPORTING AND ASSESSMENT

The Corporate Governance and Nominating Committee reports to the Board of Directors.

The Corporate Governance and Nominating Committee reviews its Charter and conducts an assessment of its performance, and the performance of the Committee Chair, on an annual basis. The Committee reports to the Board the results of such review and assessment including any recommendation for change (the "Committee Annual Assessment Report").

ENGAGEMENT OF ADVISORS

Each Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.

EFFECTIVE DATE

This Charter was implemented by the Board in May 2007.