

**CHARTER FOR THE CORPORATE GOVERNANCE and NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS (the "Board") OF
INTERNATIONAL ENEXCO LTD.
(Adopted by the Board on July __, 2005)**

1.0 Purpose of the Committee

1.1 The purpose of the Corporate Governance and Nominating Committee is to assist the Board in developing and monitoring the Company's approach to corporate governance issues.

2.0 Members of the Committee

2.1 The Corporate Governance and Nominating Committee shall consist of a minimum of three individuals, a majority of whom shall be Directors. At least two members of the Committee shall be "independent" as defined under Multilateral Instrument 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

3.0 Meeting Requirements

3.1 The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. Without a meeting, the Committee may act by unanimous written consent of all members.

3.2 The Committee may meet by telephone conference call or by any other means permitted by law or the Company's by-laws. A majority of the members of the Committee shall constitute a quorum.

3.3 Minutes will be kept of each meeting of the Committee.

4.0 Committee Responsibilities

4.1 The Committee shall be responsible for:

- (i) the Corporation's response to applicable rules, policies and guidelines respecting corporate governance matters;
- (ii) assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors on a periodic basis, which will include monitoring the quality of the relationship between management and the Board and recommending any improvements, if necessary;
- (iii) ensuring that, where necessary, appropriate structures and procedures are in place to ensure that the Board can function independently of management;
- (iv) preparing or reviewing any disclosure that must be made or approved by the Board that relates to corporate governance matters;
- (v) periodically examining the size and composition of the Board, with a view to determining the impact of the number of directors upon effectiveness, and making recommendations where appropriate to the Board as to any programs the Committee determines to be appropriate to reduce or increase the number of directors to a number which facilitates more effective decision making;
- (vi) developing, with the assistance of management, an orientation and education program for new recruits to the Board, where necessary;
- (vii) proposing new nominees to the Board and for assessing directors on an ongoing basis;

- (viii) recommending to the Board candidates for election or re-election to the Board at each annual meeting of shareholders of the Company or to fill vacancies occurring on the Board;
- (ix) considering nominees to the Board recommended by shareholders of the Company;
- (x) considering questions as to the appropriateness of a director engaging an outside advisor at the expense of the Corporation in the circumstances required by applicable policies of the Board;
- (xi) succession planning, including appointing senior management and periodically receiving and considering recommendations from the CEO regarding succession at the CEO and other senior officer levels;
- (xii) the adoption of a strategic planning process;
- (xiii) the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
- (xiv) developing an investor relations and shareholder communications policy for the Company; and
- (xv) reviewing its charter from time to time and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.