

CRYSTALLEX INTERNATIONAL CORPORATION

Charter – Nominating and Corporate Governance Committee

1. General

- (1) The board of directors (**Board**) of Crystallex International Corporation (**Corporation**) has established the Nominating and Corporate Governance Committee (**Committee**) to assist the Board in fulfilling its responsibilities with respect to the composition and operation of the Board and Board committees and corporate governance standards and practices.
- (2) The composition, responsibilities and authority of the Committee are set out in this Charter.
- (3) This Charter and the by-laws of the Corporation and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time shall govern the meetings and procedures of the Committee.

2. Composition

- (1) The Committee shall be composed of at least two directors of the Corporation (**Members**).
- (2) Members shall be appointed by the Board and shall serve until they resign, cease to be a Director or are removed or replaced by the Board.
- (3) The Board shall designate one of the Members as chair of the Committee (**Chair**).
- (4) The Secretary of the Corporation shall be secretary of the Committee (**Secretary**).

3. Responsibilities

The Committee shall assist the Board in fulfilling its responsibilities with respect to the composition and operation of the Board and Board committees and corporate governance standards and practices.

The Committee shall have the responsibilities set out below.

3.1 ***Responsibilities with respect to the Composition of the Board and Board Committees***

The Committee shall:

- (a) together with the Compensation Committee, annually and more frequently if appropriate, assess the size and composition of the Board and Board committees and the competencies and skills required to enable the Board and Board

committees to properly discharge their responsibilities and report the results of that assessment to the Board;

- (b) together with the Compensation Committee, annually and more frequently if appropriate, assess the effectiveness of the Board and Board committees and assess the competencies and skills of the directors of the Corporation and report the results of that assessment to the Board; and
- (c) annually, and more frequently if appropriate, assess the *independence*, *financial literacy* and *financial sophistication* of the directors of the Corporation and report the results of that assessment to the Board.
- (d) oversee the process of identifying and recruiting new candidates for election or appointment as directors of the Corporation, including assessing the competencies and skills of identified individuals and reporting the results of that assessment to the Board; and
- (e) annually, or more frequently if appropriate, recommend to the Board candidates for election or appointment as directors of the Corporation taking into account the Board's conclusions with respect to the appropriate size and composition of the Board and Board committees and the competencies and skills required to enable the Board and Board committees to properly discharge their responsibilities and the competencies and skills of the current Board.

3.2 *Responsibilities with respect to the Operation of the Board and Board Committees*

The Committee shall:

- (a) periodically review the operation of the Board and Board committees, including the frequency and location of meetings, the agenda for and reports and other information provided at meetings and the conduct of meetings, and make recommendations to the Board;
- (b) annually, and more frequently if appropriate, assess the effectiveness of the relationship between the Board and the Chief Executive Officer and other senior officers of the Corporation and report the results of that assessment to the Board;
- (c) annually, and more frequently if appropriate, review with the Chair and the Chief Executive Officer of the Corporation succession planning for the senior officers of the Corporation and report the results of that review to the Board;
- (d) periodically review the position descriptions of the Chair, Vice-Chair, Lead Director and Chief Executive Officer of the Corporation and make recommendations to the Board; and
- (e) monitor the orientation and advancement of the directors of the Corporation.

3.3 *Responsibilities with respect to Corporate Governance*

The Committee shall:

- (a) identify corporate governance standards and practices applicable to the Corporation and make recommendations to the Board;
- (b) periodically, review the articles and by-laws of the Corporation, the Statement of Corporate Governance, the Code Of Business Conduct and Ethics, the Statement of Policies and Procedures with respect to Confidentiality, Disclosure, Insider Trading and Tipping and Insider Reporting, the Policy on Independence of Directors of the Corporation and the charters of the Board and Board committees and make recommendations to the Board;
- (c) review corporate governance-related shareholder proposals and make recommendations to the Board;
- (d) review and approve the disclosure with respect to corporate governance practices required to be included in the regulatory filings and the annual management information circular of the Corporation; and
- (e) review and approve any other corporate governance practices disclosure before it is publicly disclosed by the Corporation.

4. Authority

- (1) The Committee is authorized to carry out its responsibilities as set out in this Charter and to make recommendations to the Board arising therefrom.
- (2) The Committee is authorized to retain, and to set and pay the compensation of, independent legal counsel and other advisors if it considers this appropriate.
- (3) The Committee is authorized to invite officers and employees of the Corporation and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings if it considers this appropriate.
- (4) The Corporation shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

5. Meetings and Proceedings

- (1) The Committee shall meet as frequently as required but not less frequently than twice each year.
- (2) Any Member or the Secretary may call a meeting of the Committee.
- (3) The Chair is responsible for the agenda of each meeting of the Committee, including input from the officers and employees of the Corporation, other Members and other

directors of the Corporation as appropriate. Meetings will include presentations by management or professional advisors and consultants when appropriate and allow sufficient time to permit a full and open discussion of agenda items.

- (4) Unless waived by all Members, a notice of each meeting of the Committee confirming the date, time, place and agenda of the meeting, together with any supporting materials, shall be forwarded to each Member at least three days before the date of the meeting.
- (5) The quorum for each meeting of the Committee is two Members. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.
- (6) The Chair or his delegate shall report to the Board following each meeting of the Committee.
- (7) The Secretary or his delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Corporation after preliminary approval thereof by the Chair.
- (8) An individual who is not a Member may be invited to attend a meeting of the Committee for all or part of the meeting. The Chair of the Board has a standing invitation to attend all meetings of the Committee except those meetings or parts of meetings where the Committee meets alone.
- (9) The Committee shall meet regularly alone to facilitate full communication.

6. Self Assessment

- (1) The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices.
- (2) The Committee and the Board shall annually review and update this Charter as required.