

THE PHILODRILL CORPORATION

Nominations Committee Charter

Adopted _____

Last Amended on _____

Purpose

The Board of Directors has established a Nominations Committee whose purpose is to seek and nominate qualified candidates for election or appointment to the Company's Board of Directors and Committees.

Membership

The Nominations Committee will consist of a minimum of three (3) voting members of the Board of Directors, one of whom shall be an independent director and one (1) non-voting member in the person of the Human Resources Manager or similar officer. The members of the Nominations Committee will be appointed by and serve at the discretion of the Board of Directors.

Candidate Nomination & Appointment Requirements

The Nominations Committee believes that it is in the best interest of the Company and its shareholders to obtain highly qualified candidates to serve as members of the Board of Directors. The Nominations Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Company's management in the best interests of its shareholders, customers, employees, communities it serves, and other stakeholders.

A candidate must be willing to regularly attend Committee and Board meetings, to participate in director's development programs, to develop a strong understanding of the Company, its business and its requirements, to contribute his or her time and knowledge to the Company, and to be prepared to exercise his or her duties with skill and care.

In addition, each candidate should have an understanding of all governance concepts and the legal duties of a director of a publicly-listed Company.

Responsibilities:

The responsibilities of the Nominations Committee shall include:

1. Developing a pool of potential directorial candidates for consideration in the event of a vacancy in the Board including nominees recommended by shareholders. Shareholders may contact the Nominations Committee Chairman, the chairman of the Board, or the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee's qualifications and a method to contact that nominee if the Nominations Committee so chooses.
2. Following the guidelines and criteria for the screening of directorial candidates as outlined in the Nomination and Appointment policy above and Selection Process below.

3. Recommending nominees to the Board of Directors.
4. Assessing the effectiveness of the processes and procedures in the election and replacement of directors.

Selection Process:

1. Names of candidates for election to the Board of Directors will be solicited by the Nominations Committee from sources deemed reasonable by the Committee. Candidates suggested by shareholders will be considered as described in “Responsibilities” above. At the sole discretion of the Nominations Committee, a third party consultant may be engaged for an appropriate fee, to help identify and evaluate candidates for membership in the Board of Directors.
2. Candidates viewed by the Committee as potentially qualified will be contacted to determine interest in being considered to serve in the Board of Directors and, if interested, will be interviewed and qualifications established.
3. Qualified candidates will be contacted in order of preference.
4. If the candidate accepts, appropriate background checks will be conducted.
5. If successful, the Committee will make a formal recommendation to the Board of Directors.
6. If approved, the Board of Directors will instruct the Corporate Secretary to include the candidates name in the Corporation’s Information Statement and disclosed at the appropriate time.
7. The Corporate Secretary will begin the candidate orientation process at the appropriate time.

Meeting and Reports:

Meetings of the Nominations Committee will be held at the pleasure of the Chairman of the Nominations Committee and prior to the Company’s annual preparation of its Information Statement to Shareholders (SEC Form 20-IS). The Committee will recommend qualified candidates for election to the Board of Directors to be elected at the Annual Meeting of Stockholders. The Nominations Committee shall provide the Board of Directors with a report of the Committee’s activities and proceedings, as appropriate. The Nominations Committee will maintain written minutes of its meetings.