

## **NOMINATING COMMITTEE CHARTER**

### **General**

There shall be a committee of the Board of Directors for GeoGlobal Resources Inc., a Delaware corporation ("Company"), to be known as the Nominating Committee ("Nominating Committee").

### **Purpose**

The Nominating Committee shall identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of shareholders.

### **Committee Membership and Procedures**

The Nominating Committee shall consist of members who shall satisfy the independence requirements of the corporate governance rules of the Exchange. The Board shall appoint the members of the Nominating Committee, considering the views of the President and Chief Executive Officer, as appropriate. The members of the Nominating Committee shall serve until their successors are appointed and qualify, and shall designate the Chairman of the Nominating Committee. The Board shall have the power at any time to change the membership of the Nominating Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements described above. Except as expressly provided in this Charter, the By-laws of the Company or the Company's Code of Ethics for Senior Financial Officers, the Nominating Committee shall fix its own rules of procedure and may form and delegate authority to subcommittees when appropriate.

### **Committee Authority and Responsibilities**

The Nominating Committee shall:

- Develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.
- Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Oversee the evaluation of the executive management of the Company and make recommendations to the Board as appropriate.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- Annually review its own performance.