Annex "6"
Corporate Governance Manual
Nickel Asia Corporation

CHARTER OF THE NOMINATIONS COMMITTEE

I. Introduction

This Charter of the Nominations Committee (the "Committee") of **Nickel Asia Corporation** (the "Company") contains the purpose, authority, duties and responsibilities, structure, and procedures of the Committee.

This Charter is adopted pursuant to the Code of Corporate Governance for Publicly Listed Companies (SEC Memorandum Circular No. 19, Series of 2016). The Nominations Committee is tasked to assist the Board in the review of the qualifications of every person nominated to be a Director of the Company. This is in furtherance of the Board's responsibility to ensure that the Company is headed by a competent working Board in order to foster the long-term success of the Company and to sustain its competitiveness and profitability consistent with its corporate objectives and the long term best interest of its shareholders as well as its stakeholders.

II. Purpose, Authority, Duties and Responsibilities

1. Purpose

The primary purpose of the Committee is to assist the Board in dealing with matters relating to the appointment and removal of directors, to formulate and review the Company's Nomination and Election Policy for the Board's consideration, and to implement such approved Policy.[1]

2. Authority

2.1 The Committee shall report directly to the Board on its decisions or recommendations.

2.2 The Committee may require the Management to provide it with corporate records and other documents as may be necessary or appropriate for the Committee to discharge its functions effectively.

2.3 The Committee shall be authorized to obtain external legal and other independent professional firms with relevant experience and expertise, to assist and advise the Committee on matters it considers necessary. The Committee shall, in consultation with the Board, have authority to approve all

[1] The Nomination and Election Policy of Nickel Asia Corporation is Annex "1" of the Company's Corporate Governance Manual adopted on 29 May 2017.

reasonable related fees and terms of engagement of the external advisers/consultants, which fees shall be borne by the Company.

3. Duties and Responsibilities

The Committee has the following duties and functions among others:

3.1 To review the structure, size, balance, and composition of the Board, at least annuallly, in accordance with the Company's Board Diversity Policy;

3.2 To review the Nomination and Election Policy/ies of the Company and to propose amendments, as the Committee may deem appropriate and consistent with Corporate Governance best practices, for the consideration and approval of the Board;

3.3 To identify the candidates suitably qualified to become a Director; to provide the Board and the shareholders sufficient biographical details about the nominated candidates in order to enable them to make an informed decision on the selection of individuals nominated as director; and to recommend qualified candidates to shareholders for election;

3.4 To make recommendations to the Board on the succession planning for Executive Directors and/or the Chief Executive Officer;

3.5 As much as practicable, to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or imposed by the concerned regulatory authorities;

3.6 To report annually, in the Annual Corporate Governance Report, the Board's composition under diversified perspectives and monitor the implementation of the Company's Nomination and Election Policy as well as its Board Diversity Policy[2]; and,

3.7 To do any such act necessary to enable the Committee to perform its powers and functions under this Charter and as conferred by the Board.

III. Composition

1. The Committee shall consist of at least three (3) members, each of whom, including the Chairman thereof, shall be appointed by the Board.

2. The Chairman must be either an independent non-executive director or the Chairman of the Board.

3. The office of a Member shall *ipso facto* be vacated:

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[2] The Company's Board Diversity Policy is contained in the Company's Corporate Governance Manual

3.1. If he resigns as a Member of the Committee or of the Board;
3.2. If he is removed by a resolution of the Board;
3.3. If he is declared to be incompetent or of unsound mind; or
3.4. If he is subsequently disqualified from becoming a Member.

A Member shall be disqualified from being part of the Committee during the remainder of his tenure if, upon determination by the Board or Nomination Committee, he ceases to meet the qualifications for directorship, or he becomes disqualified from directorship based on any grounds for disqualification set forth in the Company's Corporate Governance Manual which was adopted on 29 May 2017.

4. The Board may, from time to time, vary the composition of the Committee as may be required by the Securities and Exchange Commission (SEC) or other codes, rules and regulations as may be prescribed by the applicable regulatory authority.

5. The Company's Corporate Secretary or his/her nominee shall be the Secretary of the Committee.

IV. Committee Procedures

1. Meetings

1.1 Frequency

The Committee shall meet at least once in a calendar year. In addition, the Committee's Chairman may convene additional meetings at his discretion, and at such other time as the Committee may consider appropriate and necessary to perform its responsibilities.

1.2 Notice

a. Notice of any meetings of the Committee will be given at least five (5) days prior to any such meeting being held unless all Members unanimously waive such notice; provided however that the Chairman of the Committee, *motu propio* or at the request of the Chairman of the Board or of the CEO, may call the meeting at shorter notice when the circumstances so require. Irrespective of the length of notice being given, attendance in a meeting by a Member shall be deemed a waiver of the notice requirement.

b. Each Member shall give to the Secretary of the Committee a mailing address, an electronic mail address (e-mail) and a facsimile number for the service of notices of meetings of the Committee.

c. Notice of a meeting of the Committee shall be deemed duly served upon a Member if it is given to him personally, or sent to him by mail, e-mail or facsimile transmission to his address or facsimile number on file with by the Secretary of the Committee.

1.3 Quorum

A majority of the members of the Committee shall constitute a quorum, provided that the majority must always include an independent, non-executive director.

If after the lapse of thirty (30) minutes from the scheduled time of the meeting, a quorum is not reached, the meeting shall be adjourned until such date, time, and place as the Chairman may determine.

2. Attendance

2.1 The Committee may invite the Chairman of the Board, other Directors, external advisers, and/or any other persons who have specific responsibility for, interest, or expertise in the subject under review to attend all or part of any meetings of the Committee.

2.2 Members may participate in a meeting through tele/videoconferencing in accordance with the provisions of the relevant circulars and guidelines issued by the SEC.

2.3 In the absence of the Chairman, the remaining Members present shall elect one of the Members to chair the Committee meeting; provided however that there must at all times be a quorum.

3. Escalation

The Committee shall timely refer to the Board its recommendations or decisions which require ratification or approval by the Board or as it may deem necessary or proper.

4. Resolutions

4.1 Every resolution of at least a majority of the Members present during the meeting at which a quorum is present shall be valid.

4.2 A resolution in writing signed by all Members shall be as valid and effective for all purposes as a resolution of the Committee passed at a meeting of the Committee duly convened, held and constituted. A written notification of confirmation of such resolution in writing sent by a Member shall be deemed to be his signature to such resolution in writing for such purpose. Such resolution in writing may be signed in counterparts.

5. Minutes and Records

5.1 The Secretary of the Committee shall keep full minutes of all Committee meetings. Draft minutes of meetings of the Committee shall be sent to all Members for their comments within a reasonable time after the meeting. Final version of the minutes, duly signed by the Chairman, shall be sent to all Members for their records.

5.2 The Secretary of the Committee shall keep the following records:
   a. appointments and resignation of the Members;
   b. all agenda and other documents sent to the Members;
   c. minutes of proceedings and meetings of the Committee; and,
   d. such other documents as may be necessary in the performance of the Committee's functions.

5.3 Any such records shall be open for inspection by any Member at reasonable hours on business days. Demands for inspection must be made in good faith and for a legitimate purpose. Any cost arising from the conduct of inspection shall be borne by the Member requesting for inspection.

5.4 Minutes of any meeting of the Committee, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence of the proceedings and resolutions of such meeting.

V. Policy on the Board Nomination

The Committee shall be guided by Nomination and Election Policy of Nickel Asia Corporation, which is part of the Company's Corporate Governance Manual.

VI. Remuneration of Members

Except for the reasonable per diems approved by the Board for such purposes, no fees or other remuneration shall be payable to the Members in respect of their services under this Charter.

No fees or compensation shall be paid directly or indirectly to any Member or his firm for consultancy or advisory services rendered to the Company directly by the Member or indirectly through his firm. However, this prohibition shall not apply to ordinary compensation paid to a Member or his firm in respect of any business relationship or transaction determined to be at arm's length terms and could not materially interfere with or influence the exercise of his independent judgment.

VII. Amendment

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board

This CHARTER of the NOMINATIONS COMMITTEE of NICKEL ASIA CORPORATION was adopted and approved on 29 May 2017.

Attest:

Attest:

MANUEL B. ZAMORA, JR.
Chairman of the Nominations Committee

BARBARA ANNE C. MIGALLOS
Corporate Secretary

JOSE RODERICK F. FERNANDO
Chief Compliance Officer