CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER
OF THE
BOARD OF DIRECTORS
OF
TILL CAPITAL LTD. (THE "COMPANY")

PURPOSE

The Corporate Governance & Nominating Committee (the "Committee") of the Company's Board of Directors (the "Board") shall be a standing committee of the Board and is responsible for assisting the Board in discharging its responsibilities relating to:

- Identify and recommend qualified individuals as members of the Board of Directors and of its committees.
- Monitor and review the Company's corporate governance practices and policies and make recommendations for change, when appropriate.
- Such other matters as are enumerated herein in this Charter.

COMMITTEE COMPOSTION, STRUCTURE, AND OPERATIONS

1. The Committee shall be comprised of not less than three (3) Directors appointed annually by the Board. Committee members shall be appointed or reappointed annually at the meeting of the Board of Directors held following the Company's Annual General Meeting of shareholders (the "AGM"), and in the normal course of business, each member will be reappointed to the Committee annually. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed, or ceases to be a Director. The Board may fill a vacancy that occurs in the Committee at any time. All members of the Committee shall be independent under applicable securities laws and regulations and the rules of each exchange on which the Company's securities are listed (the "Listing Requirements"). Except as otherwise determined by resolution of the Board, each Committee member will satisfy the definition of a "non-employee director" and an "outside director" as may be required under regulatory rules or laws. The Board will endeavor to comply with Listing Requirements in determining the independence of any director who will serve on the Committee, including consideration of all factors specifically relevant to determine whether such director has a relationship to the Company that is material to his or her ability to be independent from Management in connection with Committee member duties. The Board may fill a vacancy in the Committee at any time.

2. At the Board meeting held following the AGM, the Board shall select one of the Committee members as the Chair of the Committee. The Committee Chair shall not be a current or former officer of the Company and shall serve as a liaison between the Committee and Management.

3. The Committee shall meet at least once annually, provided that due notice is given and a quorum of a majority of the members is present. When an in-person meeting is not possible, resolutions in writing that are signed by all members of the Committee are as valid as if they had been passed at a duly held in-person meeting. The frequency and nature of meeting agendas are dependent on business matters and affairs that the Company faces from time to time.

4. The Committee shall (a) report to the Board on its activities after each of its meetings, and (b) review and assess the adequacy of this Charter annually and, when appropriate, recommend changes to the Board for approval. The Committee shall also undertake and review with the Board an annual performance evaluation of the Committee members.

SPECIFIC DUTIES

The Committee shall:

1. Composition of the Board. The Committee shall review the composition of the Board, taking into consideration, for the Board as a whole, the following:

   - The current strengths, skills, qualifications, and experiences of the Board.

   - The strategic direction of the Company.

   - The competencies and skills that the Committee considers to be necessary for the Board.

2. Nominations for Board Consideration. The Committee shall make recommendations to the Board the names of nominees for election and re-election as Directors, and specify the qualifications that each new nominee will bring to the Board, including without limitation:

   - Personal qualities, characteristics, skills, experience, accomplishments, and reputation in the business community.

   - Current knowledge and contacts in the countries and/or communities in which the Company does business and in the Company's industry sectors or other industries relevant to the Company's business.

   - Ability and willingness to commit adequate time and resources to Board and Committee matters, and be responsive to the needs of the Company.

- Compliance with all legal and regulatory requirements of a Board member.

The Committee shall screen and interview candidates to fill actual or anticipated vacancies in the Board arising out of director resignations, retirements, and expansions or contractions in the size of the Board, or any other reason, and shall recommend candidates to fill any such vacancies to the Board. As part of this responsibility, the Committee shall conduct reasonable inquiries into the background and qualifications of any new candidate for the Board and such candidate's compliance with the standards of independence referred to in the Listing Requirements.

3. Committee Appointments. The Committee shall recommend to the Board, prior to the annual meeting of the Board, the Directors to each of the Committees of the Board. In the event that a Committee vacancy occurs, at any time in the membership of any Committee, recommend to the Board a member to fill such vacancy.

4. Review of Board Duties and Responsibilities. The Committee shall review with the Board, on a regular basis, the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:

   - The size and composition of the Board with a view to facilitating effective decision making.

   - The number and content of Board meetings.

   - Resources available to the directors.

   - The communication process among the Board, its committees, and Management.

5. Corporate Governance and Ethical Conduct. The Committee shall:

   - Review, and as necessary develop and recommend to the Board for approval, Corporate Governance Guidelines that are consistent with the Company Bye-laws, Corporate Governance Guidelines, the Listing Requirements, and other applicable laws or regulations.

   - Annually, review and assess the adequacy of the Company's Code of Conduct and Ethics and recommend any proposed changes to the Board for approval.

   - Oversee compliance with the Company's Code of Business Conduct and Ethics.

6. Board and Committee Performance Assessment. Annually, the Committee shall review its performance, and also, annually, receive comments from all Directors and Committee Chairs and assess the performance of the Board, including each Director and all other standing committees and report its findings and recommendations to the Board.

7. Public Disclosure Documents. The Committee shall prepare or make recommendations to the Board with regard to any reporting required or recommended on corporate governance (e.g., public disclosure documents required by the regulators).

8. Director Orientation and Education. The Committee shall facilitate and ensure that a comprehensive orientation to the Company's business is provided to new Directors and that ongoing education is made available to the Directors to assist them in maintaining their skills and knowledge necessary to meet their obligations as Directors.

9. Advisor. The Committee shall have the authority to engage and compensate such independent advisors as the Committee may deem necessary or advisable to fulfill its duties. The costs for any such advisors shall be paid by the Company.

10. Minutes. The Committee shall maintain minutes of each meeting of the Committee, to be prepared by a person designated by the Chair as the secretary of such meeting, which minutes shall be submitted for approval by the Committee. All minutes are to be filed with the Company's records. All minutes are to be made available to the Board.

11. Delegated Powers. The Committee shall have such other powers and duties as delegated to it by the Board.

Adopted by the Board of Directors of Till Capital Ltd. on August 27, 2015.