

Northern Capital Resources Corporation.

Nomination Charter

Effective: July 21, 2008

- 1. The independent directors of Northern Capital Resources Corporation (the “Independent Directors”) on the Board shall have the following authority and responsibilities in connection with the selection of nominees to serve as directors of the Company:**
 - 1.1 to review the qualifications of candidates for director identified by the Independent Directors or suggested by other or Board members, management or stockholders in accordance with criteria recommended and approved by the Board;
 - 1.2 to consider the performance of incumbent directors and other relevant factors in determining whether to nominate them for reelection;
 - 1.3 to recommend to the Board a slate of nominees for election or reelection to the Board by the Members; and
 - 1.4 to recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships.

- 2. In considering candidates for selection as directors, the Independent Directors shall consider, among others, the following factors:**
 - 2.1 the ability to be an independent director;
 - 2.2 education, experience and business acumen;
 - 2.3 professional experience that is relevant to the Company’s business and strategic plans;
 - 2.4 willingness and ability to make the necessary commitment required to perform the duties as a board member;
 - 2.5 a desire and ability to help enhance stockholder value;
 - 2.6 character and ethics; and
 - 2.7 reputation.

- 3. In considering nominees for director, the Independent Directors shall consider candidates proposed by stockholders who comply with the following requirements:**
 - 3.1 a stockholder must give written notice to the Company’s Secretary not less than 90 days and not more than 120 days in advance of the day corresponding to the date of mailing of our proxy materials for the prior year’s Annual Meeting of Stockholders or if no annual meeting was held in the previous year or the date of the applicable annual meeting has been changed by more than 30 days from the date contemplated at the time of the previous year’s proxy statement, not later than the close of business on the

15th day following the day on which notice of the date of the annual meeting was mailed or publicly disclosed, whichever occurs first.

3.2 In all instances, the notice must state:

- 3.2.1 the name and address of the stockholder.
- 3.2.2 if the stockholder is not a registered holder, the stockholder must provide proof of ownership as required by SEC Proxy Rule 14a-8(b)(2).
- 3.2.3 the number of shares of the Company's common stock beneficially owned by such stockholder and, if not also owned of record, the name of the record owner.
- 3.2.4 a description of all arrangements or understandings between the stockholder and any other person or persons (including their names) relating to the stockholder's proposal and any material interest of the stockholder in the outcome of the proposal.
- 3.2.5 a representation by the stockholder that the stockholder will appear in person or by proxy and will continue to be a stockholder through the date of the meeting of stockholders.
- 3.2.6 the name, age, business address and residence address of the proposed nominee.
- 3.2.7 the principal occupation or employment of the proposed nominee.
- 3.2.8 the class and number of shares of the Company that are beneficially owned by the proposed nominee.
- 3.2.9 any other information relating to the proposed nominee that is required, by the SEC's Proxy Rules in solicitations of proxies for elections of directors, or as is otherwise required, including the proposed nominee's consent to being named in the proxy statement and to serve as director, if elected.