



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Nobilis Health Corp. (the “**Corporation**”) to assist in:

- developing and recommending criteria for selecting new Board members and identifying and considering candidates;
- recommending the applicable Board’s nominees for each annual meetings of shareholders, and making recommendations concerning membership of each committee of the Board;
- developing appropriate corporate governance guidelines for the Corporation; and
- the annual review of the Board’s performance.

2. Reports

The Committee shall:

- report to the Board on a regular basis and before any public disclosure by the Corporation on governance matters;
- prepare a report on the Corporation’s system of corporate governance practices for inclusion in the annual report or other public disclosure documents of the Corporation, including a report disclosing the extent (if any) to which the Corporation does not comply with stock exchange corporate governance guidelines or other relevant corporate governance guidelines; and
- report to the Board annually, with an assessment of the Board’s performance and the Committee Chair shall also discuss the report with all members of the Board.

3. Composition

The members of the Committee shall be two or more members of the Board who are appointed (and may be replaced) by the Board. The Chair shall be determined by the Board. The Committee shall meet the independence requirements of all applicable regulatory, stock exchange and securities laws.

4. Responsibilities

A. Corporate Governance

The Committee shall:

- Select, engage and compensate any outside nomination, corporate governance or other consultant the Committee determines to be necessary to permit it to carry out its duties.
- Provide advice concerning the above-listed matters in respect of management of the subsidiaries.

B. Board Member Candidates

The Committee shall:

- Review annually the competencies, skills and personal qualities required of Board members, as a whole, in light of relevant factors, including:
 - the objective of adding value to the Corporation in light of the opportunities and risks facing the Corporation and the Corporation’s proposed strategies;
 - the need to ensure, to the greatest extent possible, that a majority of the Board is comprised of individuals who meet the independence requirements of the applicable regulatory, stock exchange and securities law requirements or other guidelines; and
 - the policies of the Board with respect to Board member tenure, retirement and succession and Board member commitments.
- Establish and oversee an appropriately comprehensive orientation and education program for new Board members in order to familiarize them with the Corporation and its business (including the Corporation’s reporting and corporate structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors).
- The Committee shall recommend to the Board a continuing education program for directors, as appropriate, that shall, among other things, assist directors to maintain or enhance their skills and abilities as directors, and assist directors in ensuring that their knowledge and understanding of the Corporation’s business remains current.
- Seek individuals qualified (in context of the needs of the Corporation and any formal criteria established by the Board) to become members of the Board for recommendation to the Board, including whether prospective nominees are able to devote sufficient time and resources to their duties as Board members.
- Review and recommend to the Board the membership and allocation of Board members to the various committees of the Board.
- Establish procedures for the receipt of comments from all Board members to be included in an annual assessment of the Board’s performance, including individual contributions.
- Appoint and, if appropriate, terminate any search firm to be used to identify Board candidates and to approve the search firm’s fees and other retention terms.

C. Corporate Governance and Compliance

The Committee shall:

- Make recommendations concerning the oversight of senior management of the Corporation.
- Review from time to time the size of the Board and the number of Board members who are independent for the purpose of applicable regulatory, stock exchange and securities law requirements or guidelines and Corporation policies regarding Board member independence.
- From time to time as appropriate, review the adequacy of the corporate governance practices of the Corporation and recommend any proposed changes to the Board for approval.
- From time to time as appropriate, review the practices of the Board (including separate meetings of non-management Board members) to identify improvements in corporate governance practices.
- From time to time as appropriate, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
- From time to time as appropriate, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of management.

- Periodically review with the Board the succession plans relating to the position of the Chief Executive Officer and other senior positions and make recommendations to the Board with respect to the selections of individuals to occupy these positions.

5. Meetings

The Committee shall meet at least semi-annually and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. The Committee shall meet separately, periodically, with management and may request any officer or employee of the Corporation or any of its direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

6. Independent Advice

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

7. Annual Evaluation

At least annually, the Committee shall, in a manner it determines to be appropriate:

- Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.
- Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.