

**CRYPTOLOGIC INC.  
(the “Company”)**

**NOMINATING COMMITTEE**

**TERMS OF REFERENCE**

**PURPOSE**

The overall purpose of the Nominating Committee (the “Committee”) of the Company is to review the composition of the Board and make recommendations on nominations, based on the reviews, recommendations and input of the Governance Committee.

**2 COMPOSITION, PROCEDURES AND ORGANIZATION**

2.1 The Committee shall consist of at least three members of the board of directors of the Company (the “Directors”), a majority of whom shall be, in the determination of the Directors, “unrelated”, as that term is defined by the Toronto Stock Exchange Guidelines on Corporate Governance, as amended from time to time.

2.2 The Board of Directors, at their organizational meeting held in conjunction with each annual meeting of shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Any member of the Committee ceasing to be a director shall cease to be a member of the Committee.

2.3 Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall select a chair from amongst their number.

2.4 The Committee shall have access to such advisors and information respecting the Company as it considers to be necessary or advisable in order to perform its duties.

2.5 The Committee shall meet at such times and at such locations as the chair of the Committee shall determine. Any member of the committee may request a meeting of the Committee.

2.6 Any director of the Company may request the chair of the Committee to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such director, and may participate in such meeting to the extent permitted by the chair of the Committee.

### **3 DUTIES**

3.1 The duties of the Committee as they relate to governance shall be to:

- (a) recommend candidates to fill Board and committee vacancies;
- (b) recommend the slate of directors including “unrelated” directors, to be nominated for election at the annual meeting of shareholders;

These recommendations shall take into account the report of the Governance Committee on the performance of each of the incumbent directors.

### **4 MEMBERS MAY CALL MEETING**

Any member of the Committee may call a meeting of the Committee at any time and notwithstanding the foregoing, the Committee shall meet at least once a year and more specifically as required to deal with all material non-arm’s length transactions of the Company;

### **5 DIRECTORS MAY REQUEST MEETING**

Any director of the Company may request the chair of the Committee to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such director, and may participate in such meeting to the extent permitted by the chair of the Committee;