

TECK RESOURCES LIMITED

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. Purpose

The Corporate Governance and Nominating Committee is established by the Board to assist it in fulfilling its responsibilities for evaluating, developing and making recommendations with respect to the procedures and structure used to supervise the business and affairs of the Corporation. These procedures delineate the authority delegated by the Board to management to ensure accountability to the Corporation's shareholders and other stakeholders. The Committee is also responsible for identifying individuals qualified to become new Board members and for recommending to the Board new director nominees.

2. Responsibilities

The Corporate Governance and Nominating Committee is responsible for:

- (a) proposing the corporate governance procedures to be adopted by the Board including the development of corporate governance principles and guidelines that are specifically applicable to the Corporation;
- (b) supervising and assessing the manner in which the governance of the Corporation is undertaken and its effectiveness, and making recommendations to the Board in respect thereof;
- (c) identifying and reviewing with the Board the appropriate competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess taking into consideration the Corporation's short-term needs and long-term succession plans;
- (d) developing and recommending to the Board policies regarding Board diversity;
- (e) developing and annually updating a long-term plan for the Board's composition that takes into consideration diversity, independence, age, skills and experience required for the effective conduct of the Corporation's business;
- (f) in consultation with the C.E.O. and the Chairman of the Board, identifying and recommending to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board taking into account diversity criteria, as well as the competencies and skills each nominee will bring to the boardroom as a complement to the competencies and skills that the Board possesses as a whole;

- (g) developing, recommending to the Board, and monitoring procedures for communication with shareholders and other stakeholders on governance-related matters;
- (h) reviewing, monitoring and making recommendations regarding the orientation and education of new Board members and their ongoing education; and
- (i) identifying and recommending to the Board individual directors to serve as members and chairs of the committees of the Board.

3. Member Qualifications

The Committee shall consist of no fewer than three members. All of the members of the Committee shall be independent directors for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline or interpretation under such legislation.

4. Member Appointment and Removal

The members of the Committee shall be appointed by the Board annually at the time of each annual meeting of shareholders and shall hold office until the next annual meeting, or until they are removed by the shareholders or until they cease to be directors of the Corporation.

5. Quorum

A quorum for the Committee shall be a majority of the members.

6. Structure and Operations

The Board shall appoint a Chair of the Committee who shall be an independent director. The Chair, in consultation with the Committee members, shall determine the schedule and frequency of Committee meetings provided that the Committee shall meet at least four times per year.

7. Manner of Reporting to the Board

The Committee shall fix its own procedures, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

8. Engagement of Outside Advisors

The Committee when it considers necessary or advisable may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify

director candidates, including the sole authority to approve the fees and other retention terms for such persons.

9. Board and Director Evaluation

The Committee shall establish, and annually implement, an evaluation process for the Board and individual directors in order to assess the effectiveness of the Board as a whole and the contribution of individual directors.

10. Annual Evaluation

The Committee's performance shall be evaluated annually in accordance with a process developed by the Committee and approved by the Board and the results of that evaluation shall be reported to the Committee and to the Board.

11. Review of the Charter

The Committee shall annually assess the adequacy of this Charter and recommend any changes to the Board.