



ENERNORTH INDUSTRIES INC.

NOMINATING COMMITTEE CHARTER

This Nominating Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of EnerNorth Industries Inc. (“EnerNorth” or the “Company”). The Nominating Committee of the Board (the “Committee”) will review and reassess this Charter annually and recommend any proposed changes to the Board for approval.

Role and Independence: Organization

The Committee is to be comprised of three independent directors in accordance with the applicable listing standards of the American Stock Exchange, the U.S. Securities and Exchange Commission and applicable Canadian regulatory authorities.

The Committee members will be elected annually at the first meeting of the Board following the annual meeting of shareholders.

One member of the Committee shall be appointed as chair. The chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings.

Responsibilities

Responsibilities of the Committee generally include, but are not limited to, the undertaking of the following tasks.

- Consider and recommend the size, functions and needs of the Board in order to ensure that the Board has the requisite expertise and skills and that its membership consists of individuals with sufficiently diverse and independent backgrounds.
- The Committee is responsible for identifying qualified individuals to become board members, consistent with criteria approved by the Board, and selecting, or recommending that the Board select the director nominees for election at the Company’s annual meeting of shareholders.
- The Committee shall give appropriate consideration to candidates for Board membership nominated by shareholders in accordance with the Company’s by-laws, and shall evaluate such candidates in the same manner as other candidates identified to the Committee.
- The Committee will consider a range of criteria when evaluating a candidate for directorship. At a minimum, candidates for “Director” must have high personal and professional business experience, integrity, demonstrated ability to make independent analytical enquiries, ability to understand the Company’s business and willingness to devote the necessary time to Board duties.
- The Committee may also consider whether the candidate has direct experience in the Company’s business or related industries or businesses with similar fundamentals and whether a candidate will assist the Company in achieving a mix of directors that represent a diversity of backgrounds and experience.
- In addition, the Committee, when considering a candidate, will ensure that a majority of the members of the Board will be “independent” in accordance with the applicable listing standards of the American Stock Exchange, the U.S. Securities and Exchange Commission and applicable Canadian regulatory authority.
- The Committee shall have the authority to retain a third party to assist in identifying director candidates, and to retain outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
- Consider questions of independence and possible conflicts of interest of members of the Board, as well as executive officers.
- Recommend director retirement policies.
- Recommend to the Board removal of a director where appropriate.

- Meet as necessary to consider the nomination and screening of Board member candidates, and evaluate the performance of the Board as a whole.
- The Committee will annually conduct an evaluation of the performance of the Board, and, through its chairperson communicate this evaluation to the full Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- The Committee will annually conduct an evaluation of the performance of the CEO and, through its chairperson, to communicate this evaluation to the CEO and the chairperson of the Compensation Committee. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- The Committee shall evaluate the Board's performance as a whole with the goal of increasing the effectiveness of the Board and its relationship to management. The evaluation process, which shall occur as often as necessary or appropriate, shall include a survey of the individual views of all Directors, the results of which shall be shared with the full Board and with management.
- The Committee shall ensure that the resources available to the Board (in particular timely and relevant information) are adequate to support its work; and
- The Committee shall adopt procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings.

Committee Meetings

The Committee will meet regularly and as necessary to perform the duties described above in a timely manner. These meetings may be with representatives or appropriate members of management, either individually or collectively as may be required by the Chair of the Committee.

The Chair of the Committee will report periodically to the Board.

Board Meetings and Annual Meeting of Shareholders

The Company urges all Members of its Board to actively participate in meetings, including attendance at the annual meeting of shareholders. Meetings will only be held as long as a quorum of the Board is present in accordance with the Company's by-laws.

Communicating With the Board

Shareholders or other interested parties may communicate with our entire Board, specified individual Directors, or certain Directors as a group by writing to the Chair of the Committee at 1 King Street West, Suite 1502, Toronto, Ontario, M5H 1A1. All such correspondence will be forwarded to the Chair of the Committee.

Authority to Retain Advisors

In the course of its duties, the Committee shall have the sole authority, at the Company's expense, to retain and terminate third party advisors, as the Committee deems advisable, including the sole authority to approve any such advisor's fees and other retention terms.

DATED this 24th day of October 2005.