

QUARTERHILL INC. NOMINATING COMMITTEE CHARTER

Establishment and Purpose

The Board of Directors (the “**Board**”) of Quarterhill Inc. (“**Quarterhill**”) has established a Nominating Committee (the “**Committee**”) to identify candidates qualified to be Board members, to select or recommend that the Board select qualified candidates for each annual meeting of Quarterhill’s shareholders, to determine the composition of the Board and its committees, and to develop and oversee processes to assess the Board, the members of the Board and each committee of the Board.

Appointment and Removal

The Committee shall consist of not less than two directors (the “**Members**”) appointed annually by the Board. Any Member may be removed or replaced at any time by the Board. A Member shall cease to be a Member upon ceasing to be a member of the Board. Subject to applicable laws and the requirements of any applicable stock exchange or other regulatory body, each of the Chairperson of the Board and the Vice-Chairperson of the Board shall serve as an *ex officio* member of the Committee unless such person serves as an official Member.

A majority of the Members shall be both “unrelated” directors and “independent” directors (as such terms are defined under the requirements or guidelines for nominating committee service in applicable securities laws and the rules of any stock exchange on which Quarterhill’s securities are listed for trading).

Structure and Reporting

The Committee shall meet as required, but shall meet at least once annually prior to and in preparation for Quarterhill’s annual meeting of shareholders for that year. A majority of the Committee shall constitute quorum. Quarterhill’s Chief Executive Officer is expected to attend each meeting of the Committee and attendance by other Quarterhill executives may be requested by the Committee.

Minutes shall be kept of all meetings of the Committee and shall be signed by the chair and the secretary of the meeting. The Chair shall make the minutes of the meetings of the Committee available to all members of the Board. In addition, the Committee shall report to the Board on all of its proceedings, deliberations, decisions and recommendations at the first meeting of the Board following any meeting of the Committee, and at such other times and in such manner as the Board may require or as the Committee may, in its discretion, consider advisable.

Authority

The Committee shall have full access to all books, records, facilities and personnel of Quarterhill and its subsidiaries (collectively, the “**QH Group**”). The Committee may require such QH Group officers, directors and employees as it may see fit, from time to time, to provide any information about the QH Group as it may deem appropriate to request, and to attend and assist at meetings of the Committee. The Committee may adopt policies and procedures for carrying out its responsibilities. The Committee may, in its sole discretion and at Quarterhill’s expense,

retain and agree to compensate outside advisors to assist with the performance of its responsibilities. The Committee may delegate, from time to time, to any person, including any individual Member or subcommittee of Members, any of the Committee's responsibilities that may lawfully be so delegated.

Responsibilities

In furtherance of the Committee's purposes, the Committee shall:

- (a) in light of the provisions of this Charter and any Board Diversity Policy adopted by the Board, develop and recommend to the Board for its consideration and approval, the criteria deemed necessary or advisable to identify and select prospective director candidates including any prospective candidates proposed by Quarterhill shareholders;
- (b) develop a succession plan for the Board and, in particular and in light of the provisions of this Charter and any Board Diversity Policy adopted by the Board, identify individuals qualified to become new Board and/or committee members, taking into consideration the competencies and skills that each such candidate will bring to the Board or committee and whether or not each new candidate can devote sufficient time and resources to their duties as a Board member, and make recommendations to the Board of appropriate candidates;
- (c) in light of the foregoing, make recommendations to the Board establishing criteria for retirement from the Board (including establishing any mandatory age of retirement) and consider the performance of individual members of the Board to determine whether to recommend they be nominated for re-election at each annual meeting of Quarterhill's shareholders;
- (d) at least annually ensure that a majority of the members of the Board are "unrelated" and "independent" (as such terms are defined under the requirements or guidelines in applicable securities laws, regulations and policies and the rules of the Toronto Stock Exchange to the extent that any of these are applicable to Quarterhill);
- (e) monitor any actual or perceived malfeasance by members of the Board;
- (f) make recommendations to the Board on at least an annual basis with respect to the appointment of the Chairperson of the Board and the Vice-Chairperson of the Board;
- (g) ensure that newly elected Board members and members of Board committees receive an effective and comprehensive orientation and that all Board members are provided continuing education opportunities, both to maintain and enhance their skills and abilities as directors of Quarterhill and to ensure their knowledge and understanding of Quarterhill's business remains current;
- (h) develop a review process for periodic assessment of the effectiveness of each member of the Board, of the Board as a whole, and of each Board committee, and co-ordinate, supervise and assess that process and report all results to the Board;
- (i) consider resignations by any director or candidate for director submitted pursuant to the Board's Majority Voting Policy, and make a recommendation to the Board as to whether

- or not to accept any such resignation;
- (j) ensure that all required Board nomination and candidate disclosures, including disclosures in Quarterhill's annual proxy circular, are duly reported on, and approve the information to be so reported;
 - (k) annually evaluate the Committee's performance as compared to the requirements of this Charter;
 - (l) annually review this Charter and any other documents relied upon by the Committee in fulfilling its responsibilities together with their adequacy in respect of such responsibilities; and
 - (m) take such other ancillary actions regarding the composition of the Board that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of Quarterhill or as shall otherwise be required by applicable laws, regulations and policies and/or the rules of the Toronto Stock Exchange.

Chairperson

The Board shall also annually appoint a Chairperson of the Committee from among the Members. The Chairperson's role is to ensure the Committee functions properly, meets its obligations and responsibilities, fulfils its purpose and that its organization and mechanisms are in place and working effectively. Specifically, the Chairperson shall:

1. chair meetings of the Committee;
2. together with the Chairperson of the Board, the Members, Quarterhill's Chief Executive Officer and Quarterhill's Corporate Secretary, set agendas for meetings of the Committee;
3. together with the Chairperson of the Board, the Members, Quarterhill's Chief Executive Officer and Quarterhill's Corporate Secretary, ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is provided to all Members in advance of all meetings of the Committee to ensure Members may properly inform themselves as to matters to be acted upon;
4. assign work to Members;
5. act as liaison and maintain communications with the Board and its Chairperson to optimize and co-ordinate input from directors and to optimize the effectiveness of the Committee; and
6. provide leadership to the Committee with respect to its functions as set out in this Charter and as may otherwise be appropriate.