

Transportation and Logistics Systems, Inc. Nominating Committee Charter

Purpose

The Nominating Committee of the Board of Directors (the "Board") of Transportation and Logistics Systems, Inc. (the "Company") shall discharge the Board's responsibilities relating to, and shall assist the Board in planning, the Board's composition, evaluating the competencies required of prospective directors (both non-executive and executive), identifying those prospective directors, establishing their degree of independence, developing succession plans for the Board, CEO and other key management, and making recommendations to the Board accordingly.

Committee Membership

1. **Size.** The Nominating Committee shall consist of no fewer than two (2) non-employee members of the Board. Apart from such requirement, the Board may at any time increase or decrease the number of members of the Nominating Committee.
2. **Qualifications.** Each Nominating Committee member shall be free from any relationships or conflicts of interest that may impair, or appear to impair, such Nominating Committee Member's ability to make independent judgments regarding Board composition policies.
3. **Appointment and Removal.** The Chairman of the Board of Directors shall appoint the Chairman of the Nominating Committee and recommend members. Members of the Nominating Committee shall be approved and appointed by the Board and may be removed by the Board at any time, with or without cause. Each member of the Nominating Committee shall serve a term coexistent with such Nominating Committee Member's term on the Board or as otherwise designated by the Board. The membership of a Nominating Committee member shall terminate on the date of his death or voluntary resignation from the Nominating Committee or from the Board. The Board may fill any Nominating Committee vacancy created by the death, resignation, removal or increase in the number of members of the Nominating Committee. The Board may designate one or more directors as alternate members of the Nominating Committee, who may replace any absent or disqualified member at any meeting of the Nominating Committee.

Committee Powers, Authority, Duties and Responsibilities

The Nominating Committee has authority to conduct any matters within its scope of responsibility. It is empowered to:

1. Identify and nominate, for the approval of the Board, external candidates to fill Board vacancies as and when they arise.
2. Make recommendations to the Board with respect to:

- a. the re-appointment of any non-executive director at the conclusion of his specified term of office
 - b. the re-election by shareholders of any director under the Articles of Organization or Bylaws of the Company or other agreement
 - c. the degree of independence of any director
 - d. any other matters relating to the continuation in office of any director at any time.
3. Before recommending an appointment, evaluate the balance of skills, knowledge and experience of the directors on the Board and, in light of such evaluation, determine the role and capabilities required for the appointment of any director.
4. Formulate succession plans for both non-executive and executive directors, taking into account the challenges and opportunities facing the Company and the skills and expertise accordingly required for the Board in the future.
5. Recruit, and develop succession plans for, the CEO and other key management as needed.
6. Regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board regarding any changes.
7. Review the leadership requirements of the Company, both non-executive and executive, with a view to ensuring the continued ability of the Company to compete efficiently in the marketplace.
8. Review and provide oversight of the diversity and inclusion within the Company, including (but not limited to) diversity of skills, backgrounds, ethnicities and gender, and recommend measurable diversity and inclusion objectives to the Board.
9. Consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board.

MEETINGS

The Nominating Committee shall meet at least two (2) times a year, with authority to convene additional meetings, as circumstances require. All meetings shall comply with the provisions set forth in Section 19(c) of Article III of the Bylaws of the Company. All Nominating Committee members are expected to attend each meeting, in person or via tele- or video-conference. The Nominating Committee shall invite members of management or others to attend meetings and provide pertinent information, as necessary. Meeting agendas shall be prepared and provided in advance to members, along with appropriate briefing materials. Minutes shall be prepared.

RESPONSIBILITIES

Review of the Nominating Committee and the Charter

The Nominating Committee shall undertake an annual self-review of its objectives and responsibilities, and of its Charter. Such objectives, responsibilities and Charter shall also be reviewed by the Board and any other person the Board considers appropriate.

Reporting Procedures

After each meeting the Chairman of the Nominating Committee shall report the Nominating Committee’s recommendations and findings to the Board. The minutes of all Nominating Committee meetings shall be circulated to members of the Board and to such other persons as the Board directs.

Following any director, CEO or key management candidate interviews, the Nominating Committee shall provide a report to the full Board. The Board may select a preferred candidate/s and, as applicable. make a recommendation for appointment to the relevant stakeholders/shareholders.

The Chairman of the Nominating Committee shall present an annual report to the Board summarizing the Nominating Committee’s activities during the year and any related significant results and findings.

Adopted by the Board of Directors on February 3, 2022.