
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. COMMITTEE STRUCTURE

The Corporate Governance and Nominating Committee (the "**Committee**") shall consist of at least three directors, including the Chairperson. A quorum for any meeting shall be two members.

Nominees for the Committee shall be recommended by the Corporate Governance & Nominating Committee. The invitation to join the Committee shall be extended by the Board of Directors (the "**Board**") itself, by the Chairman of the Corporate Governance & Nominating Committee or the Executive Chairman of the Board.

Members of the Committee may be removed or replaced by the Board. Members may also resign at any time by providing notice in writing to the Corporate Secretary of the Company, such resignation to take effect upon receipt thereof or at any later time specified in the resignation letter.

Each Member of the Committee must be a director of the Company and must be "independent" as such term is defined in applicable securities legislations and exchange guidelines.

All Members must meet all requirements and guidelines for corporate governance and nominating committee services as specified in applicable securities and corporate laws and the rules of any exchange on which the Company's securities are listed for trading.

2. OPERATION OF THE COMMITTEE

The responsibility of the Committee is to monitor the governance of the Board including the size, structure and membership of the Board and Board Committees.

The Committee shall:

- Develop and recommend to the full Board a set of corporate governance guidelines, review such principles annually and recommend any modifications thereto.
- In the interests of succession planning, periodically review the composition of the full Board and the various Committees to determine whether additional Board or Committee members with specific qualifications or areas of expertise are needed to further enhance the composition of the Board and Committees and work with other Board members in attracting candidates with these qualifications.
- Identify and review the qualifications of prospective nominees for Director and recommend the slate of nominees for inclusion in the Company's information circular and presentation to the shareholders at the Annual Meeting. In evaluating candidates for nomination to the Board, the Committee may take into consideration such factors and criteria as it deems appropriate, including, but not limited to:
 - i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;

- ii) the competencies and skills that the Board considers each existing director to possess;
 - iii) the Board's commitment to diversity regardless of gender, age, ethnicity and geographic background; and
 - iv) the competencies and skills each new nominee will bring to the boardroom, potential conflicts of interest, personal character, diversity, outside commitments (service on other boards) and whether or not such new nominee is able to allocate enough of his or her time to provide effective oversight for the achievement of the Company's strategic objectives.
- Develop and implement an orientation and educational program for new recruits to the Board in order to familiarize new directors with the business of the Company, its management and professional advisors and its facilities.
 - Develop and implement a process for assessing the effectiveness of the Board and its committees and for assessing the contribution of each of the Company's directors.
 - Advise the Board in connection with succession planning in respect of senior management, including the appointment and supervision of the Chief Executive Officer.
 - If applicable, periodically review the Company's directors and officer's liability insurance coverage and making recommendations relating to its renewal or amendment or the replacement of the insurer. Subject to applicable law and the articles and by-laws of the Company, the Committee is also responsible for administering all policies and practices of the Company with respect to the indemnification of directors and officers by the Company and for approving all payments made pursuant thereto.
 - Review and respond to requests by individual directors of the Company to engage outside advisors at the expense of the Company.
 - Meet at least twice annually. The Committee members are expected to attend Committee meetings as frequently as possible. The Chairperson may invite corporate officers and advisors to attend the meetings.
 - Minutes of each Committee meeting shall be kept in the Company's Minute Book and made available to the Board, as required or requested.

3. COMMITTEE AND CHARTER REVIEW

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct such review and assessment in such manner as it deems appropriate and report a summary of the results thereof to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or any exchange on which the Company's securities are listed for trading and will recommend changes to the Board thereon.

The Committee will regularly report to the Board on all significant matters it has considered and

addressed and with respect to such other matters that are within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board.

4. ASSESSMENT OF BOARD, OFFICERS AND COMMITTEES

The Committee is responsible for arranging for annual surveys of the directors to be conducted with respect to their views on the effectiveness of the Board, key management, its committees and the directors. In conjunction therewith, the Committee will assess the effectiveness of the Board, as well as the effectiveness and contribution of each of the Board's committees and will report to the Board thereon. Such assessment will take into account the responsibilities of the Board and each committee, the position descriptions applicable to the Chair of the Board and the Chairs of each committee and the annual survey of directors, as well as the competencies and skills that each individual director is expected to bring to the Board and its committees, attendance at Board and committee meetings and overall contributions made to the Board and its committees.

5. DISCLOSURE

In connection with the continuous disclosure obligations of the Company, the Committee is responsible for:

- (i) reviewing and approving any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Company's management information circular, annual report and/or annual information form; and
- (ii) reviewing and approving the Company's disclosure of this Charter and any information regarding the Committee and its activities, when required, in the Company's annual information form, management information circular and/or annual report.

6. OTHER CORPORATE GOVERNANCE MATTERS

The Committee is responsible for monitoring and making recommendations with respect to the following matters:

- shareholder and investor issues including the adoption of shareholders rights plans and related matters;
- policies regarding management serving on outside boards;
- retirement policy for directors based upon age, health or other considerations;
- the Company's charitable and political donation policies;
- the Company's Code of Business Conduct and Ethics and compliance therewith, including the granting of any waivers from the application of the Code;
- Implementation of stock trading policies/procedures and compliance therewith, including reviewing systems for ensuring that all directors and officers of the Company who are required to file insider reports pursuant to such policy do so;
- the Company's Corporate Disclosure Policy and compliance therewith; and



- the retainer, subject to the Committee's approval and at the expense of the Company, of outside advisors, including independent legal counsel, in appropriate circumstances and the procedures relating thereto.