

MANDATE OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

1. The corporate governance and nominating committee (the “Committee”) is a standing committee appointed by the Board of Directors of the Corporation. The Committee assists the Board in discharging the Board’s oversight responsibility relating to corporate governance matters and board size and composition. Within this framework, the role, responsibility, and powers of the Committee shall include, but shall not be limited to:
 - (a) overseeing and making recommendations to the directors of the Corporation on developing the approach of the Corporation to corporate governance issues and practices;
 - (b) preparation, review and approval of the corporate governance report with reference to the corporate governance guidelines and disclosure requirements contained in National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines*;
 - (c) serving as a forum for concerns of individual directors of the Corporation in respect of matters that are not appropriately discussed in a meeting of the directors of the Corporation;
 - (d) administering the relationship of management of the Corporation with the directors of the Corporation;
 - (e) determining if the board of directors of the Corporation or an individual director of the Corporation may retain, at the expense of the Corporation, an independent adviser and the terms and conditions of any such retainer, and any such determination by the Committee shall be binding upon the directors of the Corporation and the Corporation;
 - (f) reviewing proposed nominees as directors of the Corporation;
 - (g) reviewing and assessing on an ongoing basis:
 - (i) the directors of the Corporation,
 - (ii) the effectiveness of the board of directors of the Corporation as a whole, and
 - (iii) the contribution of each individual director of the Corporation; and
 - (h) reviewing the size and overall composition of the board of directors of the Corporation on an ongoing basis to determine the impact of the number of directors of the Corporation upon the effectiveness of the board of directors of the Corporation with a view to assist the board of directors of the Corporation in determining whether it is appropriate to undertake a program to increase or decrease the number of directors of the Corporation to a number which facilitates more effective decision-making;

- (i) monitoring the nature of the information requested by and provided to the directors of the Corporation by management of the Corporation to determine if the directors of the Corporation can be more effective in identifying opportunities and risks for the Corporation; and
- (j) review the report of management of the Corporation with respect to their systems for communication with the shareholders of the Corporation, other stakeholders in the Corporation and the public and determine whether the Corporation's communications systems are appropriate and effective.

Composition

- 2. At all times the membership of the Committee shall be such that:
 - (a) it shall be comprised of no fewer than three members;
 - (b) a majority of the members thereof shall be resident Canadian; and
 - (c) all of the members thereof shall be "independent", as defined by National Instrument 58-101 *Disclosure of Corporate Governance Practices*.

Meetings and Procedure

- 3. No business shall be transacted by the Committee except:
 - (a) at a meeting of the members thereof at which:
 - (i) a majority of the members thereof are present, and
 - (ii) a majority of the members present are resident Canadian, or
 - (b) by a resolution in writing signed by all of the members of the Committee.
- 4. The Committee will meet as frequently as deemed necessary and as circumstances require. Such meetings may be held by telephone or by any other means which enables all participants to communicate with each other simultaneously.
- 5. The Committee may fix its own procedure at meetings and for the calling of meetings except as may be otherwise provided by the Board.
- 6. A quorum for the transaction of business at a Committee meeting shall be a majority of the Committee members. All decisions and recommendations made by the Committee shall be made by a majority vote of the members present at the meeting.
- 7. The Committee shall have the authority to delegate any of its responsibilities to individual members and subcommittees of the Committee as the Committee may deem appropriate in its sole discretion.

8. Notice of meetings shall be given by letter, facsimile, email or telephone not less than 24 hours before the time fixed for the meeting, however the members may waive notice of any Committee meeting.
9. The minutes of the Committee meetings shall accurately record the significant discussions of, and decisions made by, the Committee, including all recommendations to be made by the Committee to the Board and shall be distributed to Committee members.
10. The Committee may invite from time to time, such person as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.
11. The Committee may from time to time hold *in camera* meetings of the Committee before and/or after its regularly scheduled meetings or in addition to its regularly scheduled meetings.
12. The members of the Committee shall be appointed by the Board to hold office from the time of their appointment until their successors are appointed. Unless a chair of the Committee is appointed by the Board, the members of the Committee may designate a Chair by majority vote of all Committee members. The Board may, at any time remove a member of the Committee at its discretion and may accept the resignation of a member of the Committee. Vacancies occurring at any time on the Committee shall be filled by the Board.

Other Matters

13. The Committee may undertake on behalf of the Board such other compensation initiatives as may be necessary or desirable to contribute to the success of the Corporation and enhance shareholder value.
14. The Committee may meet separately and periodically with management of the Corporation.
15. The Committee shall review and assess its mandate at least annually and obtain the approval of the Board for any proposed changes to its mandate.
16. The Committee shall assess the performance of the Committee, and each of its members on an annual basis in accordance with the performance assessment guidelines established by the Board.