

CORPORATE GOVERNANCE & NOMINATING COMMITTEE

CHARTER

The Corporate Governance & Nominating Committee has the responsibility to review the business and affairs of the Corporation and the Board of Directors with the objectives of: (i) implementing good corporate governance practices; and (ii) ensuring the members of the Board of Directors are discharging their responsibilities in a manner which enhances Shareholder value.

COMPOSITION

The Committee shall be comprised of at least three independent directors. Members of the Committee shall be appointed annually, following the annual general meeting of the Corporation.

MEETINGS

The Committee shall meet at least three times yearly, and as deemed necessary in order to carry out its duties effectively. The Committee shall also retain independent advice, if necessary, with prior approval of the Board.

DUTIES AND RESPONSIBILITIES

In carrying out its responsibilities, the Committee shall:

1. Review the performance of the corporate governance practices of the Corporation and recommend changes to the Board, from time to time.
2. Review the Committee Charter annually and recommend changes when necessary.
3. Oversee the Corporation's material ESG disclosure to ensure appropriate governance related target setting and implementation strategies are in place and monitored on a frequent basis.
4. Assess and make recommendations as to the size, composition and effectiveness of the Board.
5. Review and assess all matters relating to director recruitment and succession. Without limiting the generality of the foregoing, the Committee shall:
 - (i) review the composition of the Board and the criteria applicable to candidates to be considered for nomination to the Board. The objective of this review will be to ensure the Board maintains the best mix of skills and experience necessary to oversee the ongoing business operations of the Corporation and provide guidance on the Corporation's long-term strategy;
 - (ii) implement a procedure to identify, with as much advance notice as practicable, impending vacancies on the Board of Directors, so as to allow sufficient time for recruitment and for introduction of proposed nominees to the existing Board of Directors;

- (iii) develop a list of qualified candidates and arrange for the most promising candidates to meet with the Chair of the Board of Directors, the CEO and, if practical, other members of the Committee;
 - (iv) ensure that prospective candidates are informed of the degree of commitment the Corporation expects of its directors and that there are no conflicts of interest or potential performance concerns with respect to nominees who serve on multiple boards; and
 - (v) encourage, where practical, diversity in the composition of the Board of Directors.
6. Conduct an evaluation process of the Board and its members and, in conjunction with the Chair of the Board, review the contribution of individual directors on an annual basis prior to the appointment or reappointment of directors by the shareholders at the annual general meeting.
 7. Conduct an evaluation process to assess the effectiveness of the Board and Board Committees and make annual recommendations on Committee make up.
 8. Review annually the suitability of each director's continuation on the Board and ensure that there are no conflicts of interest or performance concerns with respect to those directors who serve on multiple boards.
 9. Review and monitor the orientation of new directors and the ongoing development of Board members.
 10. Review the Board Corporate Governance annually to ensure that procedures, charters, policies and protocols by which the Board abides are conformed to the Corporation's by-laws and applicable laws and regulations.
 11. Review disclosure relating to the Corporate Governance & Nominating Committee responsibilities and actions in any relevant continuous disclosure documents of the Corporation.
 12. Generally ensure that all actions necessary have been taken to achieve good corporate governance.
 13. Review available public corporate governance benchmarking surveys.
 14. Hold an in-camera session of the independent members of the Committee at each meeting of the Committee.

ACCOUNTABILITY

The Committee Chair shall present a verbal or written report regarding the Committee meetings/discussions at scheduled meetings of the Board.

TIMETABLE

The Committee's work schedules shall be as attached but may be amended, from time to time, by the Chair of the Committee.

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ANNUAL WORK PLAN

	J	F	A	N
Governance				
Review Governance Disclosure: Management Information Circular, AIF		X		
Board Effectiveness				
Review and Recommend Evaluation Format and Content				X
Conduct Board Evaluation	X			
Review Board Evaluation Results, Develop Actions for Approval		X		
Review Progress on Prior Year Board Effectiveness Actions		X		
Annual Individual Director Peer-to-Peer Review				
Review and Recommend Format and Content				X
Aggregate Results Debrief (to CGNC) by Board Chair		X		
Review Public Corporate Governance Benchmarking, Surveys				X
Review Emerging Governance Trends/Issues				X
Review and Approve Corporate Policies, as appropriate				X
Review ESG Material Issue – Board Constitution and Board Culture				
Review and approve targets that advance the Material Issue		X		
Monitor performance against the stated Material Issue targets			X	
Annual Meeting Update		X		
Nomination				
Review Board Constitution			X	
Review and Upgrade Director Skills Matrix(ces)				
Review Internal Skills Matrix (as appropriate)			X	
Review External Disclosure Skills Matrix			X	
Board Planning Review				
Conduct Director Poll			X	
Review Director Succession			X	
Develop Recruitment Plan (as necessary)				X
Execute Recruitment Plan (as necessary)	X	X		X
Recommend Nominee (as necessary)		X		
Review and Upgrade Director Orientation Program (as necessary)		X		
Recommend Committee Membership and Committee Chair post AGM		X		
Committee Operations				
Review and Recommend Committee Charter, Work Plan				X
Conduct Committee Effectiveness Discussion		X		
Hold <i>In Camera</i> Session of Independent Members of CGNC		X	X	X