

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 two times yearly, and as deemed necessary in order to carry 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. Assess and make recommendations as to the size, composition and effectiveness of the Board.
4. 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.
- 5. 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.
- 6. Conduct an evaluation process to assess the effectiveness of the Board and Board Committees and make annual recommendations on Committee make up.
- 7. 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.
- 8. Review and monitor the orientation of new directors and the ongoing development of Board members.
- 9. 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.
- 10. Review disclosure relating to the Corporate Governance & Nominating Committee responsibilities and actions in any relevant continuous disclosure documents of the Corporation.
- 11. Generally ensure that all actions necessary have been taken to achieve good corporate governance.
- 12. Review annually director compensation and recommend the same to the Board of Directors.
- 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	M	A	M	J	J	A	S	O	N	D
Board composition review		X										
Recommendation of Nominees	(as needed)											
Review Corporate Governance disclosure in Information Circular/Annual Report		X										
Review Internal and External Director Skills Matrices and assess overall Board expertise		X										
Recommend Committee Membership and Committee Chair to the Board		X										
Review Orientation Program for New Directors		X										
Conduct Board effectiveness discussion (and individual director evaluations as required) and review Board engagement						X						
Annual Peer-to-Peer Review	X											
Review Director Succession		X										
Annually review each director's continuation on the Board		X										
Review Committee Charter & Work Plan											X	
Review director compensation											X	
Review available public corporate governance benchmarking surveys		X										
Hold an in-camera session of the independent members of the Committee	At every meeting.											