



CHAIR OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE

Position Description

The Chair of the Nominating and Corporate Governance Committee (the “NCG Chair”) manages the affairs of the Nominating and Corporate Governance Committee (the “NCG Committee”), ensuring the NCG Committee is properly constituted, operates effectively and independently of management and undertakes the stewardship functions as set out in the NCG Committee Charter. The NCG Chair ensures the responsibilities of the NCG Committee are understood and respected by the NCG Committee members and the Board of Directors (the “Board”).

1.0 Appointment

The NCG Chair will be a duly elected or appointed member of the Board and be appointed annually at the first Board meeting following the annual general meeting of shareholders, or between annual general meetings upon the resignation, disqualification or removal of the NCG Chair. The NCG Chair will be independent as defined by *National Instrument 52-110*. There is no limit to the number of terms a NCG Chair may serve.

2.0 Responsibilities

The NCG Chair provides independent effective leadership to the Compensation Committee in the governance of the NCG Committee and in carrying out the roles and responsibilities set forth in the NCG Committee Charter.

3.0 Duties

The NCG Chair will have the specific duties as set out below, and in his or her absence, will delegate these authorities to another member of the NCG Committee of his or her choice. The NCG Chair will:

3.1 Leadership and Ethics

- a. Provide leadership to foster effectiveness of the NCG Committee.
- b. Ensure that the responsibilities and duties set forth in the NCG Committee Charter are understood and executed by the members of the NCG Committee.
- c. Ensure that the NCG Committee’s conduct meets the highest ethical standards set forth by the Board, and is practiced by all members, and confirm that the NCG Committee and management functioning in relation to the NCG Committee business are in accordance with the Code of Business Conduct and Ethics of the Company. The NCG Chair will remind all NCG Committee members of the philosophy and the need to conduct business accordingly.

3.2 NCG Committee Meetings

- a. Ensure that all business that is required to go before the NCG Committee is brought to a meeting in a timely manner.

- b. Chair the NCG Committee meetings and ensure the orderly and effective carrying on of business of the NCG Committee. The NCG Chair may vote on any issue or matter requiring a vote, however, in the event of a tie, the NCG Chair shall not have a preponderant vote
- c. Ensure the NCG Committee meets at least twice annually and as many additional times necessary for the Compensation Committee to carry out its duties and responsibilities effectively.
- d. In consultation, where appropriate and necessary, with the Chair of the Board and/or Corporate Secretary, determine the dates and locations of meetings of the NCG Committee.
- e. In consultation, where appropriate and necessary, with the Chair of the Board and/or Corporate Secretary, review the meeting agendas to ensure all business is brought before the NCG Committee to enable the NCG Committee to carry out its duties and responsibilities.
- f. Ensure supporting documents or information required for the review of the NCG Committee in order to make informed and responsible decisions, are circulated to the NCG Committee in sufficient time to review prior to the NCG Committee meetings.
- g. Ensure that all business set out in the agendas of the NCG Committee meetings is discussed and brought to resolution, as required.
- h. Ensure sufficient time during NCG Committee meetings to fully discuss agenda items.
- i. Encourage full participation and discussion by all NCG Committee members and any invited guests, and facilitate discussion and/or debate, as necessary.
- j. Deal effectively with dissent, and work constructively towards arriving at decisions and achieving consensus.
- k. Ensure any pertinent discussions and decisions, by way of resolution or otherwise, are recorded accurately, and that minutes are presented in a timely manner, as specified by the NCG Committee Charter and the Board Mandate.
- l. Ensure the NCG Committee meets in separate, in-camera, non-management sessions throughout the year.
- m. Ensure the NCG Committee meets in separate, non-management, in-camera sessions with any internal personnel or outside advisors, as deemed necessary and appropriate, in order to make informed decisions and carry out their duties.
- n. Ensure attendance at NCG Committee meetings is in alignment with expectation set forth in the NCG Committee Charter and the Board Mandate.

3.3 *Board/Management Relationships*

- a. Facilitate and ensure that there is effective communication between the NCG Committee and senior management, as necessary.
- b. Ensure the boundaries between NCG Committee and management responsibilities are clearly defined and understood by both parties.

3.4 NCG Committee Evaluations

- a. As part of an annual evaluation of the Board, Board Committees and respective chairs, administer an annual evaluation of the performance and functioning of the NCG Chair and NCG Committee that will be received, along with the balance of all annual evaluations, by the Chair of the Board.
- b. Receive the amalgamated responses of the NCG Committee members and the Board members to the questions relating to the NCG Committee on the evaluation form and review the issues presented.
- c. With the necessary committees, and the appropriate members of senior management, facilitate improvements in areas of weakness identified by the annual evaluations.

3.5 Succession

- a. Ensure there is a strategy and plan in place for the succession of the NCG Chair.
- b. Ensure the NCG Committee carries out its roles and responsibilities, as set forth in the NCG Committee Charter, regarding director and CEO succession planning, training, orientation and evaluation.

3.6 Governance

- a. Oversee the structure, composition, membership and activities delegated to the NCG Committee.
- b. Ensure that the mechanisms for effective governance are in place, and the NCG Committee is alert to its obligations to the Company, shareholders, management and under the law and applicable regulations.
- c. Promote a healthy governance culture within the NCG Committee.
- d. Ensure the NCG Committee is composed of entirely independent directors as per the definition provided in the NCG Committee Charter.

3.7 Advisors

- a. Ensure that resources and expertise are available to the NCG Committee so that it may conduct its work effectively and efficiently.
- b. Coordinate with the NCG Committee to retain, oversee, and compensate independent advisors to assist the NCG Committee in its activities, and terminate the advisors when the work is completed.

4.0 Review of Position Description

Once or more annually, the NCG Committee Chair position description will be fully evaluated and updates recommended to the Board for consideration.

The NCG Chair Position Description is reviewed annually by the:

Corporate Secretary

Nominating and Corporate Governance Committee

Board of Directors

Initially Approved & Adopted: December 15, 2008

Reviewed & Renewed by the Board: November 13, 2009

