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## CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE

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### 1.0 Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to act as the representative of the Board of Directors (the “Board”) in carrying out its oversight responsibilities relating to:

- identifying qualified individuals to become members of the Board;
- assessing and reporting on the effectiveness of the Board and any committees thereof; and
- developing and recommending to the Board a set of corporate governance policies and principles applicable to the Company in accordance with regulatory body rules and regulations.
- Ensuring that corporate governance policies are fully observed and any infringements are reported to the Board.

### 2.0 Composition

The Committee shall consist of at least three directors, each of whom all of whom shall satisfy the applicable independence and experience requirements of the laws governing the Company, the stock exchanges on which the Company’s securities are listed and the applicable securities regulatory authorities. The Committee shall be appointed annually by the Board immediately following each annual general meeting (“AGM”) of the Company, and its members shall hold office until the next AGM, or until such time as they are removed by the shareholders of the Company or removed with or without cause by the Board on its own initiative or the recommendation of the Committee. Any Committee member who ceases to be a director of the Company will automatically cease to hold a position on the Committee and must be replaced by another independent Board member as soon as reasonably possible. The members of the Committee may appoint a Chair by majority vote of the full membership of the Committee. The Committee Chair must be appointed annually following the AGM of the Company. There is no limit to the number of terms, consecutive or otherwise, a Chair may hold.

### 3.0 Meetings and Reporting

The Committee is required to meet a minimum of twice annually, and as many additional times as necessary to carry out its duties effectively. The Committee may hold meetings by conference call.

A quorum for the transaction of business at any meeting of the Committee shall be the presence in person or by telephone or other communication equipment of a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present in person or by telephone. If and

whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as there is a quorum of the remaining members.

All decisions of the Committee will require the vote of a majority of its members present at a meeting at which a quorum is present. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. Such instruments in writing may be signed in counterparts and by facsimile, each of which shall be deemed to be an original and all originals together shall be deemed to be one and the same instrument.

The Committee is required to produce draft minutes for each of its meetings within 15 business days following each meeting. Minutes (with appropriate amendments, as agreed to by those in attendance) must be adopted and approved by resolution at the subsequent scheduled Committee meeting. The Committee may appoint a non-Committee member as recording secretary at Committee meetings. Any resolutions passed during in-camera sessions must be recorded. The Chairperson and Recording Secretary are responsible for sign-off of Committee meeting minutes.

#### **4.0 Duties**

The Committee's duty is to support the oversight role of the Board with respect to: assessing the need, and identify candidates, for new directors and directing the nomination and election process; and the drafting, reviewing, and compliance monitoring of the Company's corporate governance policies.

In order to honor the spirit and intent of applicable law as it evolves, the Corporate Secretary will recommend amendments to this Charter as necessary, and those amendments, along with any additional changes, where appropriate and necessary, will be recommended by the Committee to the Board for final approval and adoption.

The Committee shall also review and evaluate this Charter on an annual basis, and may, from time to time, amend the charter as necessary and deemed appropriate by Committee members and by final approval of the Board.

The specific duties of the Committee are:

- to develop and propose the corporate governance procedures to be adopted by the Board, including development of corporate governance principles and guidelines that are specifically applicable to the Company;
- to supervise and assess the manner in which the governance of the Company is undertaken and its effectiveness, and to make recommendations to the Board in respect thereof;
- to remain current and up to date on all necessary governance policies and changes to same in order to ensure the Company's governance policies are in compliance with all necessary and applicable securities rules and regulations in all jurisdictions in which the Company operates;
- to develop and recommend to the Board the selection criteria for new Board members;
- to identify and recommend, in consultation with the Chairman of the Board, the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board, taking into consideration the competencies and skills each nominee will bring to the Board as a complement to the competencies and skills that the Board possesses as a whole;

- to identify and review, from time to time, the structure, composition, and size of the Board, and develop and annually update a long term plan for the Board's composition, in order to ensure effective conduct of the Company's business;
- in considering Board nominees, to determine the amount of time and resources each Board nominee will contribute to the Company;
- to review and recommend continuing education opportunities that will enhance the competencies already possessed by Board members;
- to establish and implement procedures to evaluate the performance and effectiveness of the Board, Board Committees, all individual directors, the Board Chair and all committee Chairs;
- to ensure annual completion and dissemination of the results of the annual directors questionnaire/evaluation for the performance and effectiveness of the Board, Board Committees, all individual directors, the Board Chair and all committee Chairs; to oversee the evaluation of management and the Chief Executive Officer by the Compensation Committee;
- to identify and recommend to the Board individual directors to serve as members and chairs of the Board committees;
- to assess the Company's directors and officers liability insurance annually, and make recommendations for renewal, amendment or replacement of the current insurer;
- to review and approve any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Company's Annual Information Form, Information Circular and/or Annual Report;
- to review and assess the Company's Code of Business Conduct and Ethics (the "Code") and Whistleblower Policy of the Company once or more annually. The Code and Whistleblower Policy must be approved by the Committee and then recommended to the Audit Committee. The Audit Committee must then review, amend as necessary and recommend the Code and the Whistleblower Policy to the Board for review and final approval annually;
- to review and approve the position descriptions of the Chair of the Board, Chairs of each of the committees of the Board, the Chief Executive Officer, Chief Financial Officer and Corporate Secretary, and to recommend any changes to the Board for consideration and adoption;
- to review and approve, once or more annually, the charters of each of the committees of the Board and the Board Mandate, and recommend any changes to the Board for consideration and adoption;
- to review and approve, once or more annually, the following policies, and recommend any changes to the Board for consideration and adoption:
  - Communication and Corporate Disclosure Policy
  - Policy on Trading of Company Securities
  - Charter of Social and Environmental Responsibility
- to receive regular reports from the Corporate Secretary of any proposed technical amendments to any of the corporate governance documents, policies, charters or mandates of the Company

- to annually review each director's independence status and report to the Board the supporting facts and decision on same
- to ensure the Company's governance practices are fully disclosed as required by securities regulations and law;
- to perform such other functions as deemed necessary, from time to time, and designated in future resolutions of the Board.

*The Nominating & Corporate Governance Committee Charter is reviewed annually by the:  
Corporate Secretary  
Nominating and Corporate Governance Committee  
Board of Directors*

*Initially Approved & Adopted: August 7, 2007*

*Reviewed & Renewed by the Board: November 13, 2009*