

INC.
(the “Company”)

Governance and Nominating Committee Charter

1. Overall Role and Responsibility

1.1. The Governance and Nominating Committee (the “Committee”) shall:

- a) identify individuals qualified and suitable to become Board members and recommend to the Board of Directors the director nominees for each annual meeting of shareholders; and
- b) assist the Board of Directors in its oversight role with respect to:
 - i) the development of the Company’s corporate governance policies, practices and processes;
 - ii) the effectiveness of the Board of Directors, its committees and the Chairs of those committees; and the contributions of individual Directors.

2. Membership

- 2.1. The Committee shall consist of three or more Directors, appointed by the Board of Directors on the recommendation of the Committee.
- 2.2. The Board of Directors shall designate one member of the Committee as the Committee Chair.
- 2.3. Members of the Committee shall serve at the pleasure of the Board of Directors for such term or terms as the Board of Directors may determine.

3. Structure, Operations and Assessment

- 3.1. The Committee shall meet three times a year or more frequently as the Committee may determine. The Committee shall report to the Board of Directors on its activities after each of its meetings.
- 3.2. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.
- 3.3. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.
- 3.4. The Committee shall on an annual basis:
 - a) review and assess the adequacy of this Charter and, where necessary, recommend changes to the Board of Directors for its approval;

- b) undertake a performance evaluation of the Committee comparing the performance of the Committee with the requirements of this Charter; and
 - c) report the results of the performance evaluation to the Board of Directors.
- 3.5. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.
4. Specific Duties

The Committee will carry out the following specific duties:

4.1. Corporate Governance

- a) At least annually:
 - i) review the corporate governance trends and best practices applicable to the Company;
 - ii) review the adequacy and effectiveness of the Board of Directors' governance policies, practices and procedures; and
 - iii) following the review in i) and ii), recommend to the Board of Directors, as appropriate, new corporate governance policies, practices and procedures or amendments to existing corporate governance policies, practices and procedures.
- b) Review the corporate governance sections of the Proxy Circular distributed to shareholders, including the Statement of Corporate Governance Practices
- c) Assess shareholder proposals as necessary for inclusion in the Proxy Circular and make appropriate recommendations to the Board of Directors.

4.2. Mandates

- a) Annually review and assess the adequacy of the Mandate of the Board of Directors and Board committees, and where necessary, recommend changes to the Board of Directors for its approval.
- b) Establish mandates for the Chair of the Board and the Chief Executive Officer, the Committee Chairs, the individual Directors, and the Lead Director, and review and update annually or more frequently as may be required.

4.3. Composition of the Board of Directors

- a) Annually recommend to the Board of Directors appropriate criteria for the selection of new Directors, periodically review the criteria adopted by the

Board of Directors and, where appropriate, recommend to the Board of Directors changes to such criteria.

- b) At least annually, review the Directors' selection criteria set out in the Board Matrix, including the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board of Directors.
- c) Annually review the effectiveness of the Board Diversity Policy and recommend to the Board of Directors any material changes.
- d) Identify and recommend qualified candidates to the Board of Directors, maintain an evergreen list of such candidates, and recommend the nominees for election by shareholders at the annual meeting.
- e) Identify Directors qualified to fill vacancies on any committee of the Board of Directors (including the Committee) and recommend that the Board of Directors appoint the identified Directors to the respective committee.

4.4. Director Compensation

- a) Review annually the level of compensation for the Board of Directors, its committees and the Lead Director, and make recommendations to the Board of Directors with respect thereto.

4.5. The Lead Director

- a) Annually review the performance of and recommend to the Board of Directors the election of the Lead Director.
- b) Work with the Board and the Lead Director as required to ensure the Board is considering the issue of Lead Director succession planning.

4.6. Director Orientation and Development

- a) In consultation with the Chair of the Board and Chief Executive Officer, Lead Director, and the Corporate Secretary, develop the overall approach to Director orientation and development.
- b) Ensure the orientation and development plans are implemented effectively and serve the needs of the Directors.

4.7. Board and Director Evaluation

- a) Annually recommend to the Board and provide oversight of the evaluation process for the Board, its committees, the Lead Director, the committee Chairs and the individual Director performance.

- b) Review at least annually the effectiveness of the Board of Directors and, periodically as determined by the Committee, review such effectiveness.
 - c) Review the relationship of the Board of Directors with management.
5. Other
- 5.1. Address any other subject within the broad responsibility of the Committee as the Chair or the Committee may determine.
 - 5.2. Consider requests by members of the Board of Directors to engage outside advisors, at the Company's expense, with respect to matters before the Board of Directors or any committee.
 - 5.3. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.
6. External Advisors
- 6.1. The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes and to set the terms of the retainer. The Committee is directly responsible for the appointment, the determination of, compensation and oversight of each advisor it retains. The expenses related to any such engagement shall be funded by the Company.
 - 6.2. Approve, in advance, any proposed retainer by management of any independent advisor previously retained by the Committee.
 - 6.3. The Committee shall establish procedures to consider the independence of any advisor that it intends to retain prior to obtaining advice from such advisor.
7. Accountability
- 7.1. The Committee shall report to the Board on the matters considered at its meetings at the next scheduled Board meeting.