

Corporate Governance and Nominating Committee Mandate

Purpose

The overall purpose of the Corporate Governance & Nominating Committee is to:

provide a focus on corporate governance that will enhance corporate performance, and to ensure on behalf of the Board and shareholders of the Company that the Company's corporate governance system is effective in the discharge of its obligations to the Company's stakeholders; and identify and recommend qualified individuals as members of the Board and its committees.

Composition, Procedures and Organization

1. The Corporate Governance & Nominating Committee shall consist of at least two members of the Board, all of whom shall be "independent" as that term is defined in National Instrument 52-110- *Audit Committees*. [NTD: **Section 3.10 of NP 58-201 states all members of the Nominating Committee should be independent**]
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Corporate Governance & Nominating Committee for the ensuing year. The Board may at any time remove or replace any member of the Corporate Governance & Nominating Committee and may fill any vacancy in the Corporate Governance & Nominating Committee.
3. Unless the Board shall have appointed a Chair of the Corporate Governance & Nominating Committee, the members of the Corporate Governance & Nominating Committee shall elect a Chairman from among their number.
4. The secretary of the Corporate Governance & Nominating Committee shall be designated from time to time from one of the members of the Corporate Governance & Nominating Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Corporate Governance & Nominating Committee.
5. The Corporate Governance & Nominating Committee shall have access to such officers and employees of the Company, its external auditors and legal counsel and to such information respecting the Company and may engage separate independent counsel and advisors at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

1. At the request of the CEO or any member of the Corporate Governance & Nominating Committee, the Chairman of the Corporate Governance & Nominating Committee will convene a meeting of the Corporate Governance & Nominating Committee and provide an agenda for such meeting.
2. Any two directors may request the Chairman of the Corporate Governance & Nominating Committee to call a meeting of the Corporate Governance & Nominating Committee and may

attend at such meeting or inform the Corporate Governance & Nominating Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the Chairman of the Corporate Governance & Nominating Committee.

3. The Corporate Governance & Nominating Committee shall meet regularly at least once in each year on such dates and at such locations as the Chairman of the Corporate Governance & Nominating Committee shall determine and may also meet at any other time or times on the call of the chair of the Corporate Governance & Nominating Committee or any two of the other members.
4. The quorum for meetings shall be a majority of the members of the Corporate Governance & Nominating Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.

Chair

In addition to the duties and responsibilities set out in the Board Mandate and any other applicable charter, mandate or position description, the chair of the Corporate Governance & Nominating Committee has the duties and responsibilities described below.

1. Provide overall leadership to enhance the effectiveness of the Corporate Governance & Nominating Committee, including:
 - a. overseeing the structure, composition, membership and activities delegated to the Corporate Governance & Nominating Committee;
 - b. chairing every meeting of the Corporate Governance & Nominating Committee and encouraging free and open discussion at meetings of the Corporate Governance & Nominating Committee;
 - c. scheduling and setting the agenda for Corporate Governance & Nominating Committee meetings with input from other Corporate Governance & Nominating Committee members, the Chairman of the Board and management as appropriate;
 - d. facilitating the timely, accurate and proper flow of information to and from the Corporate Governance & Nominating Committee;
 - e. arranging for management, internal personnel, external advisors and others to attend and present at Corporate Governance & Nominating Committee meetings as appropriate;
 - f. arranging sufficient time during Corporate Governance & Nominating Committee meetings to fully discuss agenda items;
 - g. encouraging Corporate Governance & Nominating Committee members to ask questions and express viewpoints during meetings; and
 - h. taking all other reasonable steps to ensure that the responsibilities and duties of the Corporate Governance & Nominating Committee, as outlined in its Charter, are well understood by the Corporate Governance & Nominating Committee members and executed as effectively as possible.
2. Foster ethical and responsible decision making by the Corporate Governance & Nominating Committee and its individual members.

3. Encourage the Corporate Governance & Nominating Committee to meet in separate, regularly scheduled, non-management, closed sessions with internal personnel or external advisors, as needed or appropriate.
4. Following each meeting of the Corporate Governance & Nominating Committee, report to the Board on the activities, findings and any recommendations of the Corporate Governance & Nominating Committee.
5. Carry out such other duties as may reasonably be requested by the Board.

Duties and Responsibilities

The duties and responsibilities of the Corporate Governance & Nominating Committee shall be as follows:

1. Develop and monitor the Company's overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects superior standards of corporate governance practices.
2. Periodically review and assess the adequacy of the Company's corporate governance principles and develop and recommend to the Board for adoption additional or revised principles as appropriate.
3. Report annually to the Company's shareholders, through the Company's annual management proxy circular, annual report to shareholders or annual information form, on the Company's system of corporate governance and the operation of its system of governance, having reference to the Corporate Governance Guidelines of the Toronto Stock Exchange, Canadian Securities Administrators and other regulatory bodies dealing with these issues.
4. Analyze and report to the Board the relationship of each director to the Company and significant shareholders as to whether or not such director is an independent director within the meaning of applicable corporate and securities law and policies.
5. Determine the appropriate committee structure of the Board and, in fulfilling the Committee's responsibilities, the Corporate Governance & Nominating Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.
6. Advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee.

7. Review with the Board, on a regular basis but not less than annually, the role of the Board, the terms of reference of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:
 - a. the number and content of Board and committee meetings;
 - b. the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - c. material which is to be provided to the directors generally and with respect to meetings of the Board or its committees;
 - d. resources available to directors; and
 - e. the communication process between the Board and management.
8. Establish and administer a process (including a review by the full Board and discussion with management) for assessing the effectiveness of the Board as a whole and the committees of the Board (including the Corporate Governance & Nominating Committee) and making recommendations for improving effectiveness.
9. Propose to the Board annually:
 - a. nominees for election or appointment to the Board to fill board vacancies; and
 - b. the assignment of members to the committees of the Board and the chair for each committee.
10. In making its recommendations for nominees to the Board, the Corporate Governance & Nominating Committee shall consider the following:
 - a. the competencies and skills that the Board considers to be necessary for the board, as a whole, to possess;
 - b. the competencies and skills that the Board considers each existing director to possess;
 - c. the competencies and skills each new nominee will bring to the boardroom; and
 - d. whether each nominee can devote sufficient time and resources to his or her duties as a Board member.
11. From time to time, as the Corporate Governance & Nominating Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charter of the Board and of each committee of the Board.
12. Establish and implement procedures to review the contribution of individual directors and the effectiveness of the Board and its committees.
13. Ensure management develops an orientation and education program for new members of the Board and an education program for all members of the Board.
14. Review the Company's environmental, health and safety policies and practices, against the applicable laws and regulations in countries in which the Company operates.
15. Ensure the Company's corporate policies are adhered to and periodically (at least annually) review these policies and the Company's Articles in light of existing corporate governance trends, and recommend any proposed changes for adoption by the Board or submission by the Board to the Company's shareholders.