

3) APPENDIX I

GOVERNANCE COMMITTEE CHARTER

Purpose Of Governance Committee

The Corporate Governance Committee shall advise and make recommendations to the Board of Directors in its oversight role with respect to: (a) the development of the Corporation's corporate governance policies, principles, practices and processes; (b) the effectiveness of the Board of Directors and its committees; (c) the contributions of individual directors; (d) the identification of individuals qualified to become members of the Board of Directors; and (e) the selection of director nominees for election by the shareholders or, in certain circumstances, appointment by the Board of Directors.

The Corporate Governance Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Corporate Governance Committee with respect to any of the matters referred to in this Charter.

The members of the Governance Committee are Jacques Vaillancourt (Chair), Barry Murphy, Ken Booth

Responsibilities and Duties

The Corporate Governance Committee's primary responsibilities are to:

1. Review and assess the adequacy of this Charter, at least annually and, where necessary or desirable recommend changes to the Board of Directors;
2. Review the Board of Directors committee structure on an annual basis and recommend to the Board of Directors any changes it considers necessary or desirable with respect to that committee structure, including (all in consultation with the chair of the Board of Directors): (a) the charters of each committee; (b) the criteria for membership on any committee; (c) the composition of each committee; (d) the appointment and removal of members from any committee; (e) the operations of each committee, including the ability of any committee to delegate any or all of its responsibilities to a sub-committee of that committee; and (f) the process for each committee reporting to the Board of Directors;
3. Review the Corporation's corporate governance practices at least annually and recommend appropriate policies, practices and procedures to the Board of Directors;
4. Review the corporate governance sections of the management information circulate distributed to the Corporation's shareholders, including the statement of corporate governance practices;
5. Develop and recommend to the Board of Directors a process for assessing the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual directors and be responsible for overseeing the execution of the assessment process approved by the Board of Directors;
6. Evaluate its effectiveness and the effectiveness of its members pursuant to the process for such evaluation approved by the Board of Directors;
7. Review at least annually the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board of Directors;
8. Review annually the size and composition of the Board of Directors to ensure that there remain an appropriate number of "unrelated" and "independent" directors;
9. Develop and recommend to the Board of Directors a "Resignation Policy" for members of the Board of Directors;
10. Review and assess, on an annual basis, the performance of individual directors and administer and apply the Resignation Policy;

11. Develop and recommend to the Board of Directors an "Outside Board Participation Policy";
12. Administer and apply the Outside Board Participation Policy;
13. Serve as a forum for individual directors to voice any concerns on matters not readily discussed at regular Board of Directors meetings;
14. Recommend to the Board of Directors a system which enables an individual director to engage outside advisers at the Corporation's expense in appropriate circumstances and with the approval of the Corporate Governance Committee;
15. Recommend to the Board of Directors appropriate criteria for the selection of new directors, which criteria shall include diversity considerations, periodically review the criteria adopted by the Board of Directors and, if deemed desirable, recommend to the Board of Directors changes to such criteria;
16. Identify and recommend qualified candidates to the Board of Directors who meet the selection criteria approved by the Board of Directors, which criteria shall include diversity considerations, and recommend the slate of nominees for election by shareholders at the annual meeting (and in this regard the Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates or to otherwise assist the Corporate Governance Committee in the discharge of its responsibilities, including the sole authority to approve the search firm's fees and other retention terms);
17. Recommend to the Board of Directors structures and procedures to enable the Board of Directors to function independently of management and oversee the development and implementation of any structures and procedures approved by the Board of Directors;
18. Review requests from management for waivers from the "quiet period" as set out in the Corporation's Corporate Disclosure Controls, Procedures and Policies, and grant or deny such waivers as the Corporate Governance Committee considers appropriate;
19. Review the relationship of the Board of Directors with management and recommend, where appropriate, limits on management's authority to act without the express approval of the Board of Directors;
20. Assess shareholder proposals as necessary for inclusion in the management information circular and make appropriate recommendations to the Board of Directors;
21. Oversee (a) the development and implementation of orientation programs for new directors; and (b) continuing education for all directors;
22. Report to the Board of Directors following each meeting of the Corporate Governance and at such other times as the Board of Directors may consider appropriate; and
23. 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 Corporate Governance Committee by the Board of Directors.

Approval

24. Approved by the Board of Directors on 20 March 2024.